



September 03, 2024

Listing Compliance, <b>BSE Limited</b> P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip code: 526881	Listing Compliance, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code: 63MOONS
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Dear Sir/Madam,

**Sub: Annual Report (F.Y. 2023-24) of the Company, Notice convening 36th Annual General Meeting, Book Closure Dates & e-Voting information.**

Pursuant to the applicable Regulations of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, (“Listing Regulations”) please be informed that the **36<sup>th</sup> Annual General Meeting (“AGM”)** of the members of the Company will be held on **Friday, 27<sup>th</sup> September 2024 at 11.30 a.m. IST** through Video Conferencing / Other Audio-Visual Means (VC / OAVM).

The Register of Members and Share Transfer Books will remain closed from 21<sup>st</sup> September 2024 to 27<sup>th</sup> September 2024 (both days inclusive) for the purpose of AGM and Dividend. The payment of dividend will be made subject to the approval by members at the AGM and appropriate judicial orders;

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership details to be furnished by depositories viz. NSDL/CDSL as on 20<sup>th</sup> September 2024;
- To all those members holding shares in physical form, after giving effect to all valid share transfers lodged with the Registrar & Transfer Agent on or before 20<sup>th</sup> September 2024.

Further, the Company has fixed 20<sup>th</sup> September 2024 as the cut-off date to ascertain the eligibility of members entitled to cast their vote electronically on all the resolutions to be passed at the AGM. The same cut-off date would also ascertain the members, who do not cast their vote electronically during the e-voting period and wish to cast their vote electronically at the ensuing AGM. The e-voting schedule is as under;

Commencement of e-voting	23 <sup>rd</sup> September 2024 (09:00 am IST onwards)
End of e-voting	26 <sup>th</sup> September 2024 (upto 05:00 pm IST)

Pursuant to Regulation 34(1) of the Listing Regulations, please find enclosed the copy of Annual Report (F.Y. 2023-24) alongwith the Notice convening the 36<sup>th</sup> AGM of the Company. The said documents are also available on the website of the Company i.e. [www.63moons.com](http://www.63moons.com).

Kindly take the same on your records and acknowledge receipt.

Thanking You,

Yours faithfully,  
For 63 moons technologies limited

Hariraj Chouhan  
Sr. VP & Company Secretary

Encl: a/a

**63 moons technologies limited**

Corporate Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400 093, India.  
T: +91 22 66868010 | P: +91 22 66868050 | E: info@63moons.com | W: [www.63moons.com](http://www.63moons.com)

Registered Office: Shakti Tower - II, 4<sup>th</sup> floor, Premises - J, 766, Anna Salai, Chennai - 600 002.  
T: +91 44 4395 0850 | P: +91 44 4395 0899 | CIN No.: L29142TN1988PLC015586

# EXPANDING HORIZONS



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr. Venkat Chary (IAS, Retd.)**

Chairman, Non-Executive Director

**Justice Deepak Verma (Retd.)**

Independent Non-Executive Director

**Mrs. Chitkala Zutshi (IAS, Retd.)**

Independent Non-Executive Director

**Mr. Kanekal Chandrasekhar**

Independent Non-Executive Director

**Mr. Sunil Shah**

Non-Executive Director

**Mr. Devender Singh Rawat**

Non-Executive Director

**Mr. Satyananda Mishra (IAS, Retd.)\***

Govt. Nominee Director

**Dr. Malini Vijay Shankar (IAS, Retd.)\***

Govt. Nominee Director

**Mr. Parveen Kumar Gupta\***

Govt. Nominee Director

**Mr. S. Rajendran**

Managing Director & CEO

**Mr. Devendra Agrawal**

Whole-time Director & CFO

\*Appointment of Nominee Directors by Ministry of Corporate Affairs has been stayed by the Hon'ble Supreme Court vide its order dated 9th March 2022.

## REGISTERED OFFICE

**63 Moons Technologies Limited**

Shakti Tower- II, 4th Floor, Premises-J, 766,  
Anna Salai, Chennai - 600 002,  
Tamilnadu, India.

T: +91 44 4395 0850/51

F: +91 44 4395 0899

## CORPORATE OFFICE

**63 Moons Technologies Limited**

FT Tower, CTS No. 256 & 257, Suren Road, Chakala,  
Andheri (East), Mumbai - 400 093, Maharashtra, India.

T: +91 22 6686 1010

F: +91 22 6725 0257

info@63moons.com

www.63moons.com

CIN: L29142TN1988PLC015586

## AUDITORS

**Sharp & Tannan Associates**

Chartered Accountants

## SHARE TRANSFER AGENTS

**KFin Technologies Limited**

Selenium Tower- B, Plot No. 31 & 32, Gachibowli,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad – 500 032, Telangana, India.

einward.ris@kfintech.com

www.kfintech.com

## BANKERS

Axis Bank Limited

HDFC Bank Limited

Union Bank of India

Kotak Mahindra Bank Limited

ICICI Bank Limited

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# EXPANDING HORIZONS

*‘The universe is constantly expanding,  
and so are we!’*

Ever since the dawn of humanity, there has been a constant drive to expand horizons: culturally, technologically, and spiritually. We, 63 moons technologies limited, have also echoed this sentiment, and strived to expand our horizons. We have always endeavoured to maximise our potential and have now also entered the realm of emerging technologies.

In the modern era, human civilisation is looking towards Mars as a potential habitat, which might sound like science fiction, but truth is often stranger than fiction. Similarly, we are also looking beyond. And it is our truth of being indomitable that propels us forward and instils in us the confidence, determination, and hope to successfully expand our horizons.

We have been exploring the exciting world of Web 3.0 through our venture, 3.0 verse, by leveraging opportunities in Blockchain, Artificial Intelligence (AI) / Machine Learning (ML), Metaverse, and more. Parallely, we anticipated the humungous opportunity in the cybersecurity world and realised the need to protect individuals, enterprises, and the nation against ever-evolving cyber threats, and therefore, ventured into the much-needed cybersecurity arena with 63SATS.

In the realm of cybersecurity, 63SATS has one clear objective – to ensure that our clients realise their business vision seamlessly, eclipsing the myriad cyber threats that threaten their aspirations. To meet this objective and establish a new benchmark in the cybersecurity domain, we created the ultimate tech stack for digital security, combining a team of top-tier professionals and state-of-the-art technologies to set up a robust cybersecurity force.

In a world often obsessed with immediate gains and instant gratification, we've always chosen the path less travelled – the path of patience and perseverance that has led us to prosperity. While expanding our horizons, we have prioritised cultivating the right people, following the right processes, and crafting the right products for enduring success. We firmly believe that true prosperity isn't measured by short-term spikes but by the resilience of roots that ultimately bear fruits. As a result, we invest in our ventures with a steadfast focus on long-term year-on-year growth. This calming outlook helps us fuel our journey towards expanding horizons.



# Letter From **CHAIRMAN'S DESK**

## **DEAR SHAREHOLDERS,**

It is with immense pride and great pleasure that I present to you the letter from the Chairman's Desk for this year's annual report. As we switch lanes from last year's theme of being 'Indomitable' to this year's theme of 'Expanding Horizons', we imagine a future of your company, which is perfectly in-sync with this outlook.

We, as a company, are grateful for your unwavering support throughout the years with which we conquered the financial markets by providing world-class technological solutions. This, eventually, led us to becoming indomitable and expanding our horizons.

With every tick of the clock, the technological world changes drastically, presenting us with unknown challenges. Reflecting on our impeccable track record, we strive to provide relevant solutions to these challenges. Our journey has empowered ourselves to lead the way of evolution and exploration of new-age technologies, such as Web 3.0, Artificial Intelligence, Blockchain, Cybersecurity, etc. We firmly believe that our

indomitable spirit, powered by your support, will position us as trailblazers in expanding horizons, charting a path for others to follow.

The groundwork for expanding horizons was laid last year itself with our 3.0 verse global super app. For instance, 3.0 verse tackled existing industry problems by offering solutions such as creating tradable digital tokens using the secured blockchain technology, increased liquidity and reduced transaction costs, and fractional ownership. 3.0 university created timely courses, for example, those focused on Blockchain, Artificial Intelligence, and Cybersecurity by partnering with industry experts. And 3.0 tv played a crucial role in keeping the viewers across the globe updated about everything that happened in the Web 3.0 and emerging technologies ecosystem.

Your company has always redefined the directional change, from starting as a product company to becoming an exchange company and now an emerging-technologies company. Like always, we are proud and confident in our dedicated and

## VENKAT CHARY

Chairman



talented team to help us achieve never-seen-before success in these fields. Their tireless efforts and unwavering commitment drive our innovation, inspiring us to take on new endeavours. Every breakthrough we achieve is a testament to their brilliance and perseverance. I would like to take this opportunity to express my gratitude to everyone that has walked this uncharted path with us over the past year and to those who continue to stand firm with us shoulder-to-shoulder as we set out to expand horizons.

Having tested waters with emerging technologies like Blockchain, our foray into Cybersecurity with 63SATS and the act of leveraging franchising models for it and 3.0 university is a testament to our goal of expanding horizons. The enthusiasm displayed by the stakeholders of this ecosystem regarding our seminars and roadshows held across the country during the last year validates our belief in the potential of the emerging technologies to redefine paradigms. Undoubtedly, this is the future.

Reflecting on our reputation of being a High-IP company rather than a Quarter-to-Quarter company and our expertise in these emerging technologies, we are confident that this competent foundation will reflect positively in the next financial year.

I would like to end this correspondence by reiterating the fact that your support has been, is, and will continue to be, immensely valuable in propelling our collective energies in a direction that will expand horizons. We are looking forward to exploring new opportunities in the new digital world.

A stylized, handwritten signature in blue ink, appearing to read 'Venkat Chary'. The signature is fluid and cursive, with a long horizontal stroke at the end.

**VENKAT CHARY**

*Chairman*

**63 moons technologies limited**



# Message From **MANAGING DIRECTOR & CEO**

## **DEAR SHAREHOLDERS,**

In an era of unfolding arenas in emerging technologies, and an ever-evolving environment of next-generation technologies of Web3, Artificial Intelligence (AI), Blockchain, Cybersecurity, and other fields, your Company is progressing well ahead with its plans and is in pursuit of a better future. Your Company's efforts have broadened its horizon by adopting newer technologies in its existing operations and upcoming ventures.

During the year under review, your Company, keeping in mind the aspirations of its stakeholders, has taken a step in the direction of scaling new heights. It envisions that the adoption of new-age technology is essentially important to enable it in distributing the benefits flowing therefrom. With these words, we take a closer look at the things that are shaping your Company's future.

### **REVIEW OF BUSINESS VERTICALS**

Your Company's robust business verticals have been geared to excel in their respective fields with the adoption of the latest technologies. The performance of your Company's business verticals has been very much appreciated by its clients, as

it continues to add next-gen technological advancements to its line of products.

### **BROKERAGE TECHNOLOGY SOLUTIONS**

Your Company is a leading Electronic Trading Solutions provider in India, and the product range is driven by the mission of connecting and simplifying financial markets, high-performance, robust technology stack, deep domain knowledge and a culture of continuous innovations has been the driving motivation. These and other underlying principles have enabled your Company's partners to serve millions of investors with pioneering Brokerage Technology Solutions (BTS).

ODIN – your Company's flagship business suite of solutions from the stable of BTS – has witnessed a significant topline growth during the year 2023-24. The vertical met with the rise in compensation levels for retaining core technology and other resources that translated into an increase in the cost of operations which, in turn, has impacted profitability.

Despite the rising cost and other challenges, the BTS business vertical has continued with

## S. RAJENDRAN

Managing Director & CEO



enhancements and innovations to its core product line. Your Company's instrumental business vertical continues to persevere and increase its market share in the current competitive environment.

### EXCHANGE TECHNOLOGY SOLUTIONS

Exchange Technology, a division of your Company, has developed a range of capital market software that simplifies the trading and settlement of multi-asset and multi-currency products, to enable any exchange to seamlessly operate in local or cross-border markets. Its end-to-end seamless exchange system, known as Exchange Technology Framework Product Suite (ETFPS), a highly versatile, scalable, and robust system, covers all aspects of exchange operations right from trading to settlement. ETFPS is driven by strategic and operational needs to deal with cost and margin pressures, an ever-changing business environment, and regulatory compliance, among others.

This business vertical of your Company continues to fulfill mission-critical operations of the Metropolitan Stock Exchange of India Limited

during the year under review. It continues to explore other opportunities to deploy its existing technology and its rich resourceful team for leveraging in attaining better revenue realisation in the coming times.

### RISK SOLUTIONS

The Risk Solution division of your Company has been catering with highly secure software applications that are designed as Risk Management Systems for the Banking Financial Services and Insurance (BFSI) sector in the area of Information Management and Regulatory Capital Computation for all types of risks and compliance reporting. The Division has successfully implemented a new version of 'DataCollector' for a global financial regulator. This new version, during the year, was implemented on the cloud, enhancing SupTech capabilities of the Central Bank.

In another achievement, the Risk Solutions Division has equipped a domestic housing finance regulator with an Automated Data Flow (ADF) application for collection of data from Housing Finance Companies (HFCs). This data-flow system

has been formulated to create analytical reports, which also works as an early warning system in ADF applications. It also helps HFCs in submitting data. The Division has developed a data validation utility to enable data validation at the HFC level. This Division has successfully onboarded more than half a dozen HFCs as its clients during the year.

This business vertical is actively pursuing to position its 'DataCollector' application as an Enterprise Information Resource Management (EIRP) software, which can be used by any enterprise having interfaces with other stakeholders – both internal and external – for submission, validation, and addition of information. The Division has already implemented such an information supply chain facility as a bespoke facility in one of its major clients.

Risk Solutions is actively pursuing overseas emerging markets for DataCollector and in a bid to penetrate the other overseas markets, multiple demonstrations have been carried out for Central Banks in the Middle East, Latin America, and Africa.

### **THE ROAD AHEAD**

Over the years, your Company's journey from strength to strength exhibits its continual perseverance and efforts in the current business operations. The rise of your Company's line of products to a leading position in the markets is a testimony that the product offerings have been well received. Your Company's step towards excellence in its existing sphere of operations is furthering the evolution of technological offerings. During the year under review, your Company has not only introduced several enhancements to its

current line of product offerings but also more than matched its past performance by expanding the horizons of technological advancements in other areas, too.

Having these aspects of technological advancements as its inherent characteristics, your Company has ventured into new areas through the launch of 63SATS, for the group in one of the Subsidiaries, in the direction of providing Cybersecurity – the Gold of the Digital Economy Protection. Through the new venture – 63SATS – your Company is providing an umbrella of Cybersecurity technology solutions across various layers: individual-level, enterprise-level, and government level to combat cyber threats. Our Group's Cybersecurity technology is powered by avant-garde Cybersecurity, in alliance with the world's leading 10 best digital security firms from Israel to USA.

With technology in its DNA, 63 moons technologies limited, is not only aspiring to excel in the areas of its operations with current tools but also expanding the horizons by acquiring new technological advancements, and it is determined to surpass the benchmarks it has set in the past.



**S. RAJENDRAN**

*Managing Director & CEO*

**63 moons technologies limited**

# BOARD OF DIRECTORS

## **VENKAT CHARY (IAS, RETD.)**

Chairman - Non-Executive Director

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Mr. Venkat Chary is the Chairman, Non-Executive Director of 63 moons technologies limited (the Company). He is associated with the Company since October 2013. After serving for two terms as an Independent Director on the Board of the Company, he was appointed as Non-Executive Director w.e.f. 23rd September 2021. He was the FMC approved Independent Director and Chairman, Multi Commodity Exchange (MCX), India's No.1 commodity futures Exchange and the very first Exchange in India to be listed on a stock exchange. He was the first Chairman, Indian Energy Exchange (IEX), India's 1st power Exchange, and former Member, Advisory Board, Metropolitan Stock Exchange of India Limited (formerly MCX-SX).

Earlier, he was a member of the Indian Administrative Service (IAS). While in the IAS, he was the Secretary, Maharashtra State Electricity Board, General Manager, Bombay Electric Supply & Transport Undertaking (BEST), Divisional Commissioner (Bombay and Konkan), Municipal Commissioner, Greater Mumbai Municipal Corporation, Joint Secretary & Industries Commissioner, Maharashtra, Secretary to the Chief Minister of Maharashtra, Finance Secretary, Planning Secretary, Home Secretary and officiating Chief Secretary of Government of Maharashtra, in Mumbai. He was Chairman, Forward Markets Commission, the country's commodity regulator, and Deputy Director of the prestigious Lal Bahadur Shastri National Academy of Administration, Mussoorie, Government of India, and post-retirement, Member, Maharashtra Electricity Regulatory Commission, the State's electricity regulator. During his career in the IAS, Mr. Chary has also been Chairman, Vice-Chairman, MD and CEO, and Government director on as many as 15 Central and State Government public sector companies.

While working with the Government of India, Cabinet Secretariat, in New Delhi, Mr. Chary was deputed in 1972 for doing a post-graduate Diploma in Economics and Finance at the 'Ecole National d'Administration' or ENA, the elite training institution for French senior civil servants. In 1978-79, he did another specialized course on International Economic Relations at the same institution.

Mr. Chary is a Governor's nominee on the Indian Red Cross Society (Maharashtra Chapter), is Member of the Advisory Board of 'One India One People Foundation' (the Foundation brings out a niche monthly magazine and conducts constructive activities for school students), and is Member of the Directing Committee for the grant of the prestigious Jamnalal Bajaj Awards. He is past-president Indo-French Technical Association, consisting of engineers, scientists (including nuclear scientists), finance experts, etc., who have either studied or worked in France.

Mr. Chary also holds a degree in Law and he practices law as an Advocate in the Bombay High Court. He is empanelled with the Indo-French Centre for Mediation and Arbitration, Lyon, France, and can mediate in disputes between Indian and French Companies.

## **JUSTICE DEEPAK VERMA (RETD.)**

Independent Non-Executive Director

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Justice Deepak Verma (Retd.) is associated with the Company since December 2016 and is an Independent Director on the Board of the Company since March 2017. He is an Arts Graduate with a B.A. from St. Aloysius College, Jabalpur. He completed L.L.B. from Jabalpur University. He is a former Judge of the Supreme Court of India. Justice Verma has four decades of rich experience in various judicial positions. He held senior positions including, Judge of the Supreme Court of India, Chief Justice of the Rajasthan High Court, Judge of the High Court of Madhya Pradesh, Judge of the Karnataka High Court, Bangalore.

Mr. Verma was additionally appointed as Welfare Commissioner, Bhopal Gas Victims, to disburse the amount of compensation to the Gas Victims of Bhopal. Almost all the victims have been awarded compensation during his tenure except for those who were not traceable despite notices.

## **CHITKALA ZUTSHI (IAS, RETD.)**

Independent Non-Executive Director

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Ms. Chitkala Zutshi is associated with the Company since December 2016 and as an Independent Director on the Board of the Company since March 2017. She is a post graduate in Sociology from the University of Rajasthan. She retired from the Indian Administrative Services (IAS) with four decades of experience in diverse fields.

She held various posts with the Government of India and the Government of Maharashtra including Additional Chief Secretary, Home Department, Government of Maharashtra; Principal Secretary, Finance Department, Government of Maharashtra; Projects Chief with the Ministry of Textiles, Government of India; Member of the Maharashtra Water Resources Regulatory Authority, a Statutory Body. She has led Government delegations to the US, UK, Canada, Australia, France, Japan and about 40 other countries.

## **KANEKAL CHANDRASEKHAR**

Independent Non-Executive Director

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Mr. Kanekal Chandrasekhar is associated with the Company since September 2017. Initially he held the position of Non-Executive, Non-Independent Director. Subsequently, to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. number of Independent Directors on the Board, he was appointed as Independent Director w.e.f. 18th September 2021. On completion of his first term, he was re-appointed as Independent Director for a second term of 5 consecutive years at the 35th AGM of the Company held in September 2023. Mr. Kanekal Chandrasekhar is an accomplished and multifaceted professional with demonstrated capabilities in corporate planning and driving marketing strategy. With his vast experience of over three decades in the banking sector, Mr. Chandrasekhar has expertise in revenue maximization, resource management and financial as well as administrative operations in a competitive environment. He also has in-depth knowledge and practical exposure in various departments such as credit, treasury, foreign exchange, agriculture and general administration.

Mr. Chandrasekhar was associated with Union Bank of India for over 34 years and had held various positions including Chief Manager, General Manager and Field General Manager among others. He has also held directorships in companies such as CIBIL, NABARD and Ace Derivative and Commodity Exchange Limited. He is also a qualified Insolvency Professional.

## **SUNIL SHAH**

Non-Executive Director

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Mr. Sunil Shah is associated with the Company since November 2014 as Non Executive Director. He is an Alumni of Indian Institute of Management, Ahmedabad. Mr. Sunil Shah is the Managing Director of Motivation Engineer and Infrastructure Pvt. Ltd. He is also the Chairman of GIS Foundation (Sec 8 Co), Founder Chairman of Gujarat Innovation Society (Trust), Chairman of Vibrant Motivation and Development Foundation (Sec 8 Co). Mr. Shah serves as an Advisor to various Organisations and Educational Institutions. He has served as a Mentor at Power of Idea IIM Ahmedabad and Times of India initiative since inception. He is a Guest Speaker on Innovation and Entrepreneurship at Management Institution, Association and at various events both at National and International level. He was Vice President of Ahmedabad Management Association. He has served as Board member of Dr. Baba Saheb Ambedkar Open University and Member at State Innovation.

## **DEVENDER SINGH RAWAT**

Non-Executive Director

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Mr. Devender S. Rawat is associated with the Company since February 2019 as a Non-Executive Director. Mr. Rawat, a Commerce Graduate with MA in Economics started his professional career with the country's regional apex Chamber PHD Chamber of Commerce & Industry in various capacities and as Senior Director served the PHD Chamber for 20 years. He moved to the oldest Apex Chamber ASSOCHAM and served as Assistant Secretary General for two years and thereafter became the CEO & The Secretary General and achieved the distinction of serving ASSOCHAM for the longest period of 14 years. During his tenure, ASSOCHAM service base increased from 400 to 4,50,000 units, established 10 national offices and 27 international offices. Its own Building known as ASSOCHAM Global Headquarters was set up in National Capital. He took voluntary retirement in September 2018. Mr. Rawat was on Government Committees of various Ministries and public sectors such as ITPO, NSDC, S&T, GST, etc. Mr. Rawat has travelled globally and addressed various international forums such as UNDP, ILO, UNIDO, etc.

Mr. Rawat is currently associated as President of the CCI India Chamber, Vice Chairman of MSME Export Promotion Council, Chairman of Confederation of Organic Food Producers and Marketing Agencies of India and Vice Chairman of The Foundation for Millennium Sustainable Development Goals. He has brought out large number of studies and contributed in many publications. He has been interacting at the highest level nationally and internationally.

## **S. RAJENDRAN**

Managing Director & CEO

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Mr. S. Rajendran is associated with the Company since November 2013. He holds the position of MD & CEO of the Company since February 2017. He is a post-graduate in Commerce and a CAIIB, with over four decades of rich experience as a senior banking professional and multi-functional experience covering most areas of commercial banking and Enterprise-wise Risk Management in particular including guiding banks on moving to Advanced Approaches. He has extensive experience in Corporate Credit, Treasury and Investment Management, International Banking, Overseas Expansion, Skill Development and Training, Business Development, Branch banking set-up and operations and Customer Relationship Management, Internal controls, Regulatory Compliance and Audits and Training, Research and Knowledge Management. He had been MD & CEO of Technology Company for more than 4 years engaged in creation of Data Warehouse for Banking Industry.

## **DEVENDRA AGRAWAL**

Whole-time Director & Chief Financial Officer

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Mr. Devendra Agrawal is associated with the Company since 2006. He presently holds the position of Whole-time Director & CFO of the Company since May 2017. Mr. Agrawal is a Chartered Accountant by qualification with around three decades of professional experience in finance, accounts, MIS and taxation. He has a rich experience of working with organizations such as Aditya Birla Group of Companies and Reliance Industries Limited in his past assignments spread over 12 years. Mr. Agrawal is a versatile personality with excellent managerial abilities and human approach.

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# **DIRECTORS' REPORT**

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# DIRECTORS' REPORT

To,

The Members,

Your Directors present the Thirty-sixth Annual Report of your Company together with the Audited Financial Statements for the year ended March 31, 2024.

## FINANCIAL PERFORMANCE

Financial Results Standalone and Consolidated

The financial statements for the year ended 31st March, 2024 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the 2013 Act, as applicable.

(₹ in lakhs, except per share data)

Particulars	Standalone		Consolidated	
	Current Year 2023-24	Previous Year 2022-23	Current Year 2023-24	Previous Year 2022-23
Total Income	59,293.41	37,490.74	62,007.95	40,176.88
Total Operating expenditure	26,113.87	21,976.37	37,491.81	31,683.40
<b>EBITDA</b>	<b>33,179.54</b>	<b>15,514.37</b>	<b>24,516.14</b>	<b>8,493.48</b>
Finance costs	89.26	54.47	97.11	63.15
Depreciation/amortization	1,287.83	1,187.26	3,029.12	2,338.98
<b>Profit / (Loss) before exceptional item and tax</b>	<b>31,802.45</b>	<b>14,272.64</b>	<b>21,389.91</b>	<b>6,091.35</b>
Exceptional Item	-4,750.00	-7,386.55	-	-4,136.55
<b>Profit / (Loss) before tax</b>	<b>27,052.45</b>	<b>6,886.09</b>	<b>21,389.91</b>	<b>1,954.80</b>
Provision for taxation	130.82	4,110.68	154.84	4,136.16
<b>Profit after Tax/Net Profit for the year</b>	<b>26,921.63</b>	<b>2,775.41</b>	<b>21,235.07</b>	<b>-2,181.36</b>
Add: Net share of profit / (Loss) of associates	-	-	-259.13	-483.01
Add: Net minority interest in profit of subsidiaries	-	-	-1,274.65	-1,033.49
<b>Profit after Tax/Net Profit for the year</b>	<b>26,921.63</b>	<b>2,775.41</b>	<b>22,250.59</b>	<b>-1,630.88</b>
Earnings per share				
Basic	58.43	6.02	48.29	-3.54
Diluted	58.43	6.02	48.29	-3.54

## RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

### Standalone Financials

The total revenue from operations for the year ended March 31, 2024 was at ₹ 45,526.88 lakhs as compared to ₹ 27,249.38 lakhs for the year ended March 31, 2023

For the year under review, your Company has reported profit before finance cost, depreciation, exceptional items and tax of ₹ 33,179.54 lakhs compared to profit of ₹ 15,514.37 lakhs in the previous year. Profit before tax was ₹ 27,052.45 lakhs compared to Loss of ₹ 6,886.09 lakhs in the previous year.

The net Profit after tax was ₹ 26,921.63 lakhs as compared to profit of ₹ 2,775.41 lakhs in the previous year.

## Consolidated Financials

The consolidated Net profit for the year ended March 31, 2024 was at Rs. 22,250.59 lakhs as against loss of Rs. 1,630.88 lakhs in the previous year ended March 31, 2023. Shareholders' funds as at the year ended March 31, 2024, was at Rs. 3,31,810.87 lakhs as against Rs. 3,09,050.72 lakhs as at March 31, 2023. Shareholders' fund includes non-controlling interest of (Rs. 2,925.77) lakhs as compared to (₹2,450.13) lakhs in previous year.

Pursuant to the provisions of the Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company. The Company continues to carry out activities as stated in the main object clause of its Memorandum of Association as there has been no change in the nature of its business.

## BUSINESS OVERVIEW: FISCAL YEAR 2023-24

Throughout the year under review, your Company have witnessed unprecedented success and growth.

The groundwork for expanding horizons was laid last year itself through its subsidiary as well as own initiatives which reflects our 3.0 verse global super app. For instance, 3.0 verse of the Subsidiary, tackled existing industry problems by offering solutions such as creating tradable digital tokens using the secured blockchain technology, increased liquidity and reduced transaction costs, and fractional ownership. 3.0 university created timely courses, for example, those focused on Blockchain, Artificial Intelligence, and Cybersecurity by partnering with industry experts. And 3.0 tv played a crucial role in keeping the viewers across the globe updated about everything that happened in the Web 3.0 and emerging technologies ecosystem.

Having tested waters with emerging technologies like Blockchain, our foray into Cybersecurity with 63SATS in another Subsidiary and the act of leveraging franchising models for it. The enthusiasm displayed by the stakeholders of this ecosystem regarding our seminars and roadshows held across the country during the last year validates our belief in the potential of the emerging technologies to redefine paradigms. Undoubtedly, this is the future.

Your Company has been a torchbearer in the technological advancements in the fintech space, providing the necessary support of critical technologies for multi-asset class exchanges, among the other segments.

## Brokerage Trading Solutions (BTS) Business

Business has seen a moderate growth top line revenue in 2023-24. Significant change in compensation levels for core technology resources has increased the cost of operations which in turn has impacted profitability. The Brokerage Technology Solutions business has continued with enhancements and innovations to its core product

suite. We continue to persevere and increase our market share.

## Exchange Technology Business

As stated in the previous year Annual Report, another last-minute new contract was sought by MCX which was effective for period from 01st July 2023 to 31st December 2023, after that MCX has changed the Vendor and to that extent your Company's revenue is affected. The Exchange Technology division continues to serve to Metropolitan Stock Exchange of India Ltd. It is also exploring opportunities around the technology skills that it has so that the existing team can be leveraged for better revenue realisation in the coming times.

## Risk Solutions

During the FY24, the division successfully implemented new version of DataCollector for a global financial regulator. Furthermore, this new version was implemented on cloud, enhancing SupTech capabilities of the Central Bank. A domestic housing finance regulator has been using the division's ADF application (Automated data flow) for collection of data from Housing Finance Companies (HFCs). During the year the division created an analytical report creation facility as well as an early warning system in ADF application. For the HFCs submitting data, the division developed a data validation utility to enable data validation at HFC-level. During the year more than half a dozen HFCs were onboarded as our client

The division is actively pursuing to position its DataCollector application as an Enterprise Information Resource Management (EIRP) software, which can be used by any enterprise having interfaces with other stakeholders- both internal and external- for submission, validation, and addition of information. The division has already implemented such an information supply chain facility as a bespoke facility in one of its major clients. The division is creating such a facility as a generic and configurable one in its DataCollector. The division has enhanced its Value at Risk (VaR) application by adding a stressed VaR module.

The division is actively pursuing overseas emerging markets for DataCollector. Multiple demonstrations have been carried out for Central Banks in Middle East, Latin America and Africa.

## New Vision

Over the years, your Company's journey from strength to strength exhibits its continual perseverance and efforts in the current business operations. The rise of your Company's line of products to a leading position in the markets is a testimony that the product offerings have been well received. Your Company's step towards excellence in its existing sphere of operations is furthering the evolution of technological offerings.

During the year under review, your Company has not only introduced several enhancements to its current line of product offerings but also more than matched its past performance by expanding the horizons of technological advancements in other areas, too.

Having these aspects of technological advancements as its inherent characteristics, your Company has ventured into new areas through the launch of **63SATS**, in the direction of providing Cybersecurity – the Gold of the Digital Economy. Through the new venture – 63SATS in the Subsidiary– your Company is providing an umbrella of Cybersecurity technology solutions across various layers: individual-level, enterprise-level, and government level to combat cyber threats. Our Cybersecurity technology is powered by avant-garde Cybersecurity, in alliance with the world's leading 10 best digital security firms from Israel to USA.

### Legal matters

In a civil suit filed by L.J. Tanna Private Limited & Ors. relating to NSEL payment default, the Hon'ble Bombay High Court passed an ad interim order restraining the Company from distributing any dividend or depositing the same in the dividend distribution account as per Companies Act, 1956, until the final hearing and disposal of the Notice of Motion. As a result, the Company has complied with the order and has not distributed the final dividend to the shareholders. Court. The matter is pending for hearing.

The Union of India, through the Ministry of Corporate Affairs ("MCA") filed a Company Petition before the Company Law Board, inter-alia seeking removal and supersession of the Board of Directors of the Company. As an interim arrangement, the NCLT, with consent, formed a committee for certain matters. Upon appeal, the NCLT dismissed MCA's request for the removal and supersession of the entire Board and instead ordered MCA to nominate three directors to the Board. The NCLAT upheld the NCLT's order. The Company has appealed to the Hon'ble Supreme Court, which has granted a stay on the appointment of directors and the matter is pending for hearing.

The Company filed Writ Petitions before the Hon'ble Bombay High Court, challenging the validity of certain Notifications issued under MPID Act. The Hon'ble Bombay High Court pleased to quash and set aside the said Notifications. In appeal, the Hon'ble Supreme Court has set aside the High Court's order and upheld the validity of Notifications . The Company is now pursuing its remedy before the Designated Court against these Notifications

The Directorate of Enforcement has attached properties of Company by issuing provisional attachment orders under the Prevention of Money Laundering Act, 2002. The Adjudicating Authority under PMLA had confirmed the said provisional attachments. The Appellate Tribunal quashed the provisional attachment orders subject to conditions. Company has filed the appeal before the

Hon'ble Bombay High Court for limited purposes challenging only the conditions mentioned in the impugned order of the Appellate Tribunal ED has also filed cross appeal Both appeals are pending for hearing.

Except as stated above, no material changes and commitments have occurred after the close of the financial year till the date of this Report, which significantly affects the financial position of the Company.

### Explanation to the Qualifications in Auditor Report

#### A. Audit Report on Standalone Financial Statements

The Management explanation for qualification made by the Statutory Auditors in their Independent Auditors Report dated May 24, 2024 on the Standalone Financial Statements for the year ended March 31, 2024 is as under:

#### 1) With respect to qualification A in Auditors Report, explanation of the Management is as under:

- a) Post July-2013, civil suits have been filed against the Company in relation to the counter party payment default occurred on the exchange platform of NSEL, wherein the Company has been made a party. In these proceedings certain reliefs have been claimed against the Company, inter-alia, on the ground that the Company is the holding company of NSEL. These matters are pending before the Hon'ble Bombay High Court for adjudication. The Company has denied all the claims and contentions in its reply. There is no privity of contract between the Company and the Plaintiffs therein. The management is of the view that the parties who have filed the Civil Suits would not be able to sustain any claim against the Company. These matters are pending for hearing before the Hon'ble Bombay High Court.
- b) First Information Reports (FIRs) have been registered against various parties, including the Company, with the Economic Offences Wing, Mumbai (EOW) and Central Bureau of Investigation (CBI) in connection with the counter party payment default on NSEL trading platform. After investigation, EOW, Mumbai has presently filed various charge-sheets in the matter. The Company has been named in the charge sheet filed in December 2018. CBI has filed charge-sheets including against the Company for alleged loss caused to PEC Ltd. & MMTCL Ltd on NSEL platform and aforesaid cases are pending for trial before Court.
- c) The SFIO has filed a complaint with the Hon'ble Sessions Court under various sections of IPC and Companies Act against several persons/entities including the Company relating to NSEL payment default. The Company has challenged the issuance of process order before the Hon'ble Bombay High Court and the proceedings in the matter has been

stayed by the Hon'ble High Court. The matter is pending for hearing before Hon'ble Bombay High Court.

- d) The State Government attached various assets of the Company under MPID Act by issuing Gazette Notifications. The Company is in the process of pursuing its remedy before Hon'ble MPID Court against said Notifications.
- e) The Enforcement Directorate('ED') has attached certain assets of the Company under the provisions of the Prevention of Money Laundering Act, 2002(PMLA). The Hon'ble Appellate Tribunal quashed the provisional attachment orders and imposed conditions with regard to the Company. The Company has filed the appeal before the Hon'ble Bombay High Court for the limited purpose for challenging the conditions put by the Hon'ble Appellate Tribunal. The Hon'ble Court was pleased to admit the appeal. ED has also filed cross appeal, which is tagged with the Company's appeal. The matters are pending for hearing. Meanwhile, ED filed a prosecution complaint before the Spl. PMLA Court, Mumbai against the Company and the same is pending for trial.

## B. Audit Report on Consolidated Financial Statements

The Management explanation for qualifications made by the Statutory Auditors in their Independent Auditors Reports dated May 24, 2024 on the Consolidated Financial Statements for the year ended March 31, 2024 are as under:

1. With respect to item no. 1 which pertains to the Company refer paragraph (A) above.
2. With respect to item no. 2 which are pertaining to the qualifications made by the Statutory Auditors of a subsidiary viz National Spot Exchange Limited (NSEL) in their Independent Auditors Report on NSEL's Consolidated Financial Statements for the year ended March 31, 2024 which has been reproduced by the Statutory Auditors of the Company (63moons) in their Independent Auditors Report (Auditors Report) dated May 24, 2024 on the Consolidated Financial Statements for the year ended March 31, 2024, the explanation given by the management of NSEL are as under: ("Company" in the response below refer to NSEL)
  - i) With respect to qualification 2A in Auditors Report, explanation of NSEL's Management is as under:
 

NSEL is taking all steps to defend its position, however since all matters are sub-judice, the Company is unable to quantify the impact, if any, of such legal proceedings on the financial statements of the Company. There are no claims / litigations which may require adjustments in

the Consolidated Ind AS Financial Statements.

- ii) With respect to qualification 2B in Auditors Report, explanation of NSEL's Management is as under:

Majority value of the trade and other receivables, loans and advances etc. are under litigation/ subject to court orders. The company has already made provision for majority of the values or disclosed the reason for non-provisioning. The company is making full efforts for recovery of the amounts.

## DIVIDEND

Your Directors have recommended a dividend of Rs.2/- per share (i.e.100%) on the face value of Rs.2/- per share for the F.Y. 2023-24. The distribution of said dividend shall be subject to the approval of shareholders at the forthcoming Annual General meeting and appropriate judicial orders.

As the Shareholders are aware, the following dividends are pending for distribution due to the Hon'ble Bombay High Court order:

- a. The final dividend of ₹ 5/- per share for the FY 2014-15, approved by the shareholders at the Annual General Meeting held on September 30, 2015, could not be paid as the Hon'ble Bombay High Court vide its order dated September 30, 2015 in Notice of Motion no. 1490 of 2015 in Suit no. 121 of 2014 – L.J. Tanna Shares & Securities Pvt. Ltd. and Ors., Vs. Financial Technologies (India) Limited inter-alia directed that pending hearing and final disposal of Notice of Motion "FTIL shall not distribute any dividend amongst its shareholders and shall also not deposit any amount in compliance with Section 123 sub - clause (iv) of the Companies Act, 1956", (to be read as Companies Act,2013).
- b. Payment of ₹ 2/- per share for FY 2016-17 approved by the shareholders at the 29th AGM held on September 27, 2017 is pending subject to appropriate judicial orders.
- c. Payment of ₹ 2/- per share for FY 2017-18 approved by the shareholders at the 30th AGM held on September 27, 2018, is pending subject to appropriate judicial orders.
- d. Payment of ₹ 2/- per share for FY 2018-19 approved by the shareholders at the 31st AGM held on September 18, 2019, is pending subject to appropriate judicial orders.
- e. Payment of ₹ 2/- per share for FY 2019-20 approved by the shareholders at the 32nd AGM held on December 09, 2020, is pending subject to appropriate judicial orders.
- f. Payment of ₹ 2/- per share for FY 2020-21 approved by the shareholders at the 33rd AGM held on September 18, 2021, is pending subject to appropriate judicial orders.

g. Payment of ₹ 2/- per share for FY 2022-23 approved by the shareholders at the 35th AGM held on September 27, 2023, is pending subject to appropriate judicial orders.

The Company has informed the IEPF Authority about the above pending dividends for distribution to shareholders in view of the Hon'ble Bombay High Court Order as stated in point (a) above.

Prior to the above mentioned High Court order, your Company has paid consecutive dividends for the past 38 quarters which is in accordance with the sustainable dividend pay-out policy of the Company and linked to its long term growth objectives. The Dividend Distribution Policy is available on the website of the Company which can be accessed at the link: [www.63moons.com/investors/corporate-governance/policies/Dividend-Distribution-Policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/Dividend-Distribution-Policy.pdf)

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 01/04/2020. As the payment of Dividend for FY 2023-24 is subject to appropriate judicial order, relevant communication relating to TDS would be sent to Shareholders after receipt of applicable judicial order.

#### TRANSFER TO RESERVES

Your Company does not propose to transfer any sum to General Reserve for the year under review.

#### SHARE CAPITAL

There was no change in the Share Capital of the Company during the year under review. As on March 31, 2024, the paid-up equity Share Capital of your Company stood at ₹ 921.57 lakhs comprising of 46,078,537 equity shares of ₹ 2/- each. During the year under review the Company has not issued any shares with differential voting rights nor has it granted any Stock Option or Sweat Equity.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), is provided in a separate section forming part of this Annual Report.

#### DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND THEIR PERFORMANCE HIGHLIGHTS

The Company has 17 subsidiaries (including step-down subsidiaries) as on March 31, 2024 There is one Associate company and no joint venture company within the meaning of Section 2(6) of the Companies Act, 2013. There has been no material change in the nature of business of

the subsidiaries, except one subsidiary viz., Global Payment Networks Limited, wherein the business of providing cyber security related products and services has been started and accordingly the name of the subsidiary has been changed to 63SATS Global Cyber Technologies Networks Limited and the main Object Clause is also changed to align with cyber security products and services activities. During the year, the Board of Directors reviewed the affairs of the subsidiaries. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("Act"), a statement containing salient features of the financial statements of Company's subsidiaries, associate companies and joint ventures is given in Form AOC-1 as Annexure - I and the same forms part of this report. The statement also provides the details of highlights of performance of subsidiaries. The financial statements of each of the subsidiaries may also be accessed on the website of the Company [www.63moons.com](http://www.63moons.com). Financial Technologies Middle East- DMCC (subsidiary of FTGIPL) was liquidated w.e.f. 06.10.2022..Whereas Riskraft Consulting Ltd. (Riskraft) was liquidated w.e.f. 20.11.2023 The voluntary liquidation process of IBS Forex Ltd. is yet to be completed.

During the previous year, Ticker Limited, has incorporated a wholly owned subsidiary viz., Ticker Data Limited. resulting in creation of a step down subsidiary for 63 moons technologies limited. Further, Ticker Limited has transferred its Content provider business to Ticker Data Limited.

As the shareholders are aware that as per the terms of the Agreement NTT Data Corporation, Japan has to acquire balance 21,00,86,610 equity shares of NTT Data Payment Services India Limited (Formerly ATOM Technologies Limited) held by 63 moons, the closure of the said transaction would be subject to the appropriate Board and judicial approvals. During the FY 2023-24, the Company has signed first Supplemental Agreement to Shareholders Agreement with NTT Data Group Corporation (formerly NTT Data Corporation) w.r.t. the Call Options relating to acquiring of aforesaid balance equity shares of NTT Data Payment Services India Limited by NTT Data Group Corporation.

The Policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the link: [www.63moons.com/investors/corporate-governance/policies/Material-subsiadiary-policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/Material-subsiadiary-policy.pdf).

#### CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the Listing Regulations is annexed hereto, and forms part of this Annual Report. A Certificate from the Auditors of the Company confirming compliance with Corporate Governance norms is annexed to the report on Corporate Governance.



## **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

In terms of Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations') the Business Responsibility and Sustainability Report, in the prescribed format, forms an Integral Part of the Annual Report.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

In line with the requirements of the Companies Act, 2013 and Listing Regulations, as amended, your Company has formulated a Policy on Related Party Transactions which can be accessed on Company's website at [www.63moons.com/investors/corporate-governance/policies/Related-Party-Transactions-Policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/Related-Party-Transactions-Policy.pdf). The Policy is to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All arrangements / transactions entered by your Company with its related parties during the year were in ordinary course of business and on an arm's length basis. During the year, the Company has made investments in its subsidiary i.e. NSEL amounting to ₹ 4750 lakhs in terms of the shareholders' approval obtained in 2022. Except for the transaction with NSEL, the Company did not enter into any arrangement / transaction with related parties which could be considered material, in accordance with Companies Act, 2013 and Listing Regulations. All transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of the Act read with the Rules issued thereunder and the Listing Regulations.

There were no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The details of the transactions with related parties are provided in the accompanying financial statements.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The CSR activities of the Company are as per the requirements of Section 135 of the Act which has been approved by the Board. During the year, the Company has been awarded CSR Leadership Award by World CSR Congress under Global CSR Excellence & Leadership award, as recognition of CSR program done by your Company. Also awarded in special category for support and improvement in Quality Education.

For details regarding the CSR Committee, please refer to the Corporate Governance Report, which is part of this report.

The CSR policy is available on the website of the Company which can be accessed at the link: [www.63moons.com/investors/corporate-governance/policies/CSR-policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/CSR-policy.pdf).

The Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as Annexure - II and the same forms part of this report.

## **RISK MANAGEMENT**

The Board of Directors of the Company has formed a Risk Management Committee to monitor the risk management plan for the Company.

The risk management system identifies and monitors risks which are related to the business and over all internal control systems of the Company. The Audit Committee has oversight responsibility in the areas of financial risks and controls. The risk management committee is responsible for reviewing the risk management policy and ensuring its effectiveness and assist the Board in ensuring that all material Compliances, Control, Safety and Operations and Financial risks have been identified and adequate risk mitigations are in place to address these risks.

The Audit Committee and the Board has also noted the risks prevailing in respect of what is stated in the paras relating to legal matters and explanation to the Qualifications in Auditors Report above that may affect the business of the Company.

## **CYBER SECURITY**

Cybersecurity is an important part of your Company's risk management processes. The Risk Management Committee regularly reviews and discusses the Company's cybersecurity framework and programs. The Company's cybersecurity risk management program is managed by a separate department headed by Chief Information Security Officer. In view of the increased cyberattack threats, the cybersecurity is reviewed periodically and the processes and technologies are enhanced on regular basis to mitigate the probable risk arising out of cyberattacks. Your Company's robust cybersecurity risk management framework is implemented to identify, evaluate, monitor and report cyber risks for Company's IT infrastructure. There were no cyber security incidents or breaches, or loss of data or documents occurred / happened, during the year under review.

## **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

Your Company has in place internal financial control systems, which are commensurate with its size and the nature of its operations. The Internal control system is reviewed and modified on an on-going basis to meet the changes in business conditions, accounting and statutory requirements. Internal Audit plays a key role to ensure that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported

properly. The Internal Auditors independently evaluate the adequacy of internal controls. The findings and recommendations of the Internal Auditors are reviewed by the Audit Committee and followed up till implementation wherever required. Further, as per requirement of clause (i) of sub-section (3) of section 143 of the Companies Act, 2013 ('the Act'), the statutory auditors have reported on the internal financial controls and opined that the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the Company has eight Directors comprising of two Executive Directors and six Non-Executive Directors, out of which three are Independent Directors. There is one Women Director. At the Annual General Meeting of the Company held on September 27, 2023, Mr. Sunil Shah(DIN:02569359) and Mr. Venkat Chary (DIN: 00273036) who were liable to retire by rotation were re-appointed as the Directors of the Company. Further, the Shareholders' also re-appointed Mr. Kanekal Chandrasekhar (DIN:06861358) as an Independent Director for a second term of 5 (five) years commencing from September 18, 2023 till September 17, 2028.

Mr. Rajendran Soundaram (DIN: 02686150) was re-appointed by the members by way of postal ballot, as Managing Director & CEO for a period of three years commencing from June 01, 2023 till May 31, 2026, not liable to retire by rotation. Similarly, Mr. Devendra Agrawal (DIN: 03579332) was also re-appointed by the members by way of postal ballot, as Whole-time Director & CFO for a period of three years commencing from May 27, 2023 till May 26, 2026, liable to retire by rotation.

Mr. Suresh Salvi (DIN: 07636298) ceased to be an Independent Director of the Company on the expiry of his term on 17th September 2023.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as provided in Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. The Board is of the opinion that all the Independent Directors are having good integrity and possess the requisite expertise and experience. All the Independent Directors have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Devendra Agrawal (DIN: 03579332) and Mr. Devender Singh Rawat (DIN: 02587354) retire by rotation at the forthcoming Annual General Meeting and, being eligible offers themselves for re-appointment. The Board recommend their re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

The other Directors continue to be on the Board of your Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are –

1. Mr. S. Rajendran, Managing Director and Chief Executive Officer
2. Mr. Devendra Agrawal, Whole-time Director and Chief Financial Officer
3. Mr. Hariraj Chouhan, Company Secretary.

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the SEBI on January 5, 2017, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors taking into consideration the various aspects of the Board's functioning, execution and performance of specific duties, obligations and governance. The performance of the Board, Chairman and Independent Directors was evaluated by the Board after seeking inputs from all the Directors. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in treasury and risk management, legal challenges faced by the Company, general corporate governance, strategic planning etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members as well as other directors. The criteria for performance evaluation of the Committees included aspects such as composition of committees, effectiveness of committee meetings, etc. The performance evaluation of the Independent directors was carried out by the entire Board, excluding the independent director whose performance being evaluated.

The Independent Directors of the Company met on March 19, 2024, without the presence of Non-independent Directors and members of the management to review the performance of Non-independent Directors including Whole time directors and the Board of Directors as a whole, and to assess the quality, quantity and timeliness of the flow of information between the management and the Board of Directors. The NRC and Board in evaluating the performance of Executive Directors have appreciated their good leadership role for ensuring effective risk and human resource management despite the various

financial and legal challenges faced by the Company. On review of Board as a whole, members expressed satisfaction on the diversity of experience, composition of group, and induction process of new members, and competency of directors. The members expressed appreciation on functioning of Audit committee, NRC, CSR, Stake holders, Risk Management and Investment Committee in discharging their expected role and expressed their satisfaction with the evaluation process.

#### **MEETINGS OF THE BOARD**

The Board of Directors of the Company met 4 (Four) times during the financial year. The details of Board Meetings are provided in the Corporate Governance Report, which forms part of this Annual Report.

As permitted by the relevant rules and regulations, Board and Committee meetings took place virtually through video conferencing and the applicable provisions were complied with for such virtual meetings.

#### **AUDIT COMMITTEE**

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY COMPANY**

Details of loans, guarantees and investments have been disclosed in the Financial Statements.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure - III and the same forms part of this Report.

#### **ANNUAL RETURN**

The Annual Return as required under Section 92 and Section 134 of the Companies Act, 2013 read with applicable Rules is available on the website of the Company and can be accessed at [www.63moons.com/investors/shareholders/annual-reports.html](http://www.63moons.com/investors/shareholders/annual-reports.html).

#### **PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure - IV to this Report.

Details of employee remuneration as required under

provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available electronically 21 days before the Annual General Meeting and members seeking to inspect such documents can send an email to [info@63moons.com](mailto:info@63moons.com). Such details are also available on your company's website and can be accessed at [www.63moons.com/investors/shareholders/annual-reports.html](http://www.63moons.com/investors/shareholders/annual-reports.html). None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a whistle blower policy and having necessary vigil mechanism in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations to report genuine concerns or grievances. The Whistle Blower Policy has been disseminated within the Company and also posted on the website of the Company and can be accessed at the link: [www.63moons.com/investors/corporate-governance/policies/Whistle-Blower-Policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/Whistle-Blower-Policy.pdf).

No employee was denied access to the Audit Committee.

#### **NOMINATION AND REMUNERATION POLICY**

The Board of Directors has framed a policy for selection and appointment of Directors including determining qualifications, independence of a Director, Key Managerial Personnel, Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178 (3) of the Act. The details of the policy are provided in the Corporate Governance Report, which forms part of this Annual Report. The Nomination and Remuneration Policy has been placed on the website of the Company and can be accessed at the link: [www.63moons.com/investors/corporate-governance/policies/Nomination-and-Remuneration-Policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/Nomination-and-Remuneration-Policy.pdf).

#### **MAINTENANCE OF COST RECORDS**

The Company is not required to maintain cost records as specified by the Central Government under sub-section(1) of section 148 of the Companies Act, 2013.

#### **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. The said policy is available on



the internal portal of the Company for information of all employees. During the FY 2023-24, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2024.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

Except as stated in the para relating to legal matters mentioned above, there are no other significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future. The details of litigation including tax matters are disclosed in the notes to the Financial Statements which forms part of this Annual Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. the Directors have taken proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis.
- e. the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

### **EMPLOYEES STOCK OPTION PLAN (ESOP)**

The Nomination & Remuneration Committee of the Board of Directors of the Company, inter-alia, administers and monitors the Employees Stock Option Plan of the Company in accordance with the applicable SEBI Guidelines. The ESOP Scheme 2020 is yet to be implemented and stock options are yet to be granted and hence no stock options are outstanding as on March 31, 2024.

### **SECRETARIAL STANDARDS**

The Company is in compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **AUDITORS**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. Sharp & Tannan Associates, Chartered Accountants, Mumbai (Regn. No. 109983W) were re-appointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) held on September 19, 2019 for a period of five years on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Accordingly, their tenure is upto the conclusion of ensuing Annual General Meeting. The Board at its meeting held on 12th August 2024, recommended the appointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants (Regn No. 118424W), Mumbai as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 36th Annual General Meeting for the approval of Shareholders at the ensuing Annual General Meeting.

### **DETAILS OF FRAUD, IF ANY REPORTED BY THE AUDITORS**

There have been no instances of fraud reported by Auditors pursuant to Section 143(12) of the Companies Act, 2013.

### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Act, the Board has appointed M/s BNP & Associates, Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2023-24. The Secretarial Audit Report for the financial year ended March 31, 2024 is annexed herewith marked as Annexure - V and the same forms part of this report. The Secretarial Auditors' report does not contain any qualifications, reservations or adverse remarks.

### **AWARDS AND RECOGNITIONS**

For any organization, winning of awards and accolades is never possible without its employees support and contribution. Your Company has won several awards and accolades during the year 2023-24. With great pride, we share the details of awards received by us for our organization's best practices in Talent Management, Employee Engagement, retention strategies etc. the details of the same are given here under.

- (i) Best Cyber Security award presented by Corporate Titan awards,
- (ii) Continuous Innovation in HR strategy at work, Brand Excellence in IT/ITES sector,
- (iii) Maharashtra State Best Employer Brand presented by National Awards for Excellence & Leadership,
- (iv) Asia's Best Award for Institution Building presented by Aisa's Best Employer

Branding Awards 2023, Singapore, (v) HR Team of the Year 2023 presented by Employee Happiness Awards, Kamikaze B2B Media, (vi) Business Transformation Award presented by Tech Circle's Business Transformation Awards 2023, (vii) India's Best Company of the Year 2023 presented by Berkshire Media LLC, USA, (viii) The Most Preferred Workplace 2023-2024 (IT&ITES Edition) presented by Prominent media network - Marksmen Daily.

## ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2023-24 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars / Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted by your Company to the Stock Exchanges.

## GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential voting rights as to dividend, voting or otherwise.
- Neither the Managing Director nor the Whole-time Director of the Company receive any remuneration or commission from any of its subsidiaries.

## HUMAN RESOURCES

63 moons technologies limited (63 moons) is an equal opportunity provider which ensures non-discrimination at the workplace. The Company remains committed to its employees and values each one's contribution in the collective growth. At 63 moons, we believe in providing a great workplace/ a conducive work culture to emphasize that employees have freedom to ideate towards its core philosophy of entrepreneurship and innovation while having fun and joy at work. As of 31 March 2024, the Company had employee strength of 863 (increased by 9% YoY).

The Company strongly believes and promotes transparent communication policy. The Human Resources Dept. (HR Dept.) has an open door policy to encourage employees to reach out HR. The HR dept. is trained to, always, be on alert and available for any help sought by the employees.

Most of our systems and processes are automated to ensure that required information is available anytime to our employees. At 63 moons, we believe in celebrating the differences and diversity. The organization has mix of people diversely different from each other in terms of age, experience, qualification, race, cultures, geographic

locations etc. Each one of us is unique and special and we as an organization cherish and celebrate these differences.

Even when we celebrate events, we ensure that each event has a unique theme so that the maximum number of employees can participate in one or other event based on their interests, likings and capabilities. We celebrate all the following festive occasions with equal commitment and fervor.

Through innovative HR initiatives, we empower to motivate employees by participating in various events such as International Women's Day, Holi Celebration, Independence Day, Ganesh Chaturthi, Navratri Celebration, Diwali Celebration, JOSH (Annual Sports), Juniors' Day, Annual Party etc. Many wellness events are arranged for employees such as Yoga, Zumba, Eye check-up, Blood Donation, Scalp & Skincare and talks on various Health Topics.

At 63 moons, we prioritize societal and reflecting our commitment to social responsibility through impactful CSR initiatives. Through regular events and programs, we empower employees to engage with and uplift underprivileged communities, making a tangible difference in society. Such as TATA Mumbai Marathon, Blood Donation Camp, Tree Plantation at Butterfly Garden. 63 moons participated by taking initiatives under Corporate Social Responsibility, in association with Srujna our NGO partner that supports Women Empowerment and motives to uplift the economically backward women in the society by teaching them skills which would help to earn livelihood. Also, in association with Anviksha Blood Bank by Deepak's Foundation who help needy patients with blood and blood products for the past 28 years.

An engaged employee is aware of the business context and works with colleagues to improve the job performance for the benefit of the organization. The employee goes beyond the basic job responsibility to delight the customers and drive the business forward. Engagement is closely related to job involvement and flow.

Along with this, HR communication remains committed to share daily news and updates over established channels as well as on social media platforms. In addition, MoonQuest (monthly digital magazine) is used as a timely communication feed providing varied subject knowledge.

All HR initiatives have not only helped us to strengthen our connection with employees but have also brought in a sense of general wellbeing and happiness at our workplace. Employee health benefit and engagement programs make 63 moons as one of the best companies to work.

At 63 moons, Learning & Development is inculcated through functional and behavioral based soft skill training programs to enhance employee's roles and responsibilities, conducted through **On the Job** (classroom training) and **Experiential Outbound training**. These are classroom training programs conducted to enrich soft skills that are important to develop for their job role like communication, presentation skills etc. An experiential outbound training

session fosters team building, a more engaged, resilient and high performing workforce.

The training session includes fun learning group activities based on skills development for their job roles. Post the training, employees are assessed for the learnings of the program. Since there were many changes and rotations in the POSH Committee, we have also arranged training sessions for refreshers and new Inductees in the existing POSH committee. There is also an extension of induction program conducted by imparting the knowledge on Capital markets, Agile technologies. This training helps employees to enhance their core skills.

The Company is equally concerned about the holistic wellbeing of all employees. Several employee beneficial programs (Insurance, health care etc.) have been initiated/ are well placed including new insurance coverage benefits. Additionally, we have arranged a full body check-up for our senior management. We have also introduced Insurance Top-Up scheme for our employees and their families which has enabled them to have enhanced sum insured coverage.

Structured interventions like our grievance redressal process of Prevention of Sexual Harassment (POSH), Information Security Awareness (ISA) and Innovative Thinking for our employees help us to proactively identify and mitigate risks on human rights and any other organization processes.

There are different channels through which employees are made aware of the importance of opting for provident fund, National Pension Scheme and employees have positively responded to the same. Company has also

registered under National Apprenticeship Training Scheme where minimum of 2.5% of employee strength is hired as apprentice. This enables the apprentice to receive government certification after successful completion of apprenticeship period.

On the policies and process, the organization is most compliant and employee friendly.

As far as Annual leaves are concerned, the HR at 63 moons has taken 'sharing is caring' to the next level by introducing 'AVADAAN', a Leave Donation Program that allows employees to donate their accumulated/excess leave voluntarily to their colleagues who are in need in their difficult time/ health exigencies.

At 63 moons we care for employees' work-life balance hence in addition to the Privilege leaves, the company has 'Family Bliss' leaves for the anniversary and birthday so that they can spend time with their near and dear ones on their special day. A religion-specific holiday has been introduced so that employees can take leave for their respective religious festival.

63 moons continue to trust the ability and quality of its Human Resources and has already started working on the next phase of the Company's growth. The Company treats its employees as integral partners of the organization's growth story. The Company's attrition number is 13.59% with focus on retention of Top and Niche talent.

At 63 moons, HR team always try to implement the plans and strategies aliening to the vision of the organisation and grateful to the **Top Management** for their continued faith, support and confidence in us that always brings out our best for the betterment of the employees.

## ACKNOWLEDGEMENT

Your Directors take this opportunity to thank all the Shareholders, Regulatory Authorities, business associates for their continued support.

Your Directors place on record their deep appreciation for all the employees for their hard work, dedication and commitment.

Your Directors also place on record their gratitude to the Central Government, State Government, clients, vendors, financial institutions, bankers and business associates for their continued support and the trust reposed in the Company.

For and on behalf of the Board of Directors

**Venkat Chary**

Chairman

DIN: 00273036

**S. Rajendran**

Managing Director & CEO

DIN: 02686150

Place : Mumbai

Date : August 12, 2024

## Annexure - I

### Form AOC-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)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

		(₹ in lakhs)														
Sr. No.	Name of the Subsidiary (includes step down subsidiaries) company	Date since when subsidiary was acquired	Reporting Currency	Exchange Rate as at March 31, 2024	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before taxation	Provision for taxation	Profit / (Loss) after taxation	Proposed dividend	% of share-holding	Country
1	Ticker Limited (formerly TickerPlant Limited)(Ticker)	04-02-2005	INR	-	12,377.89	(5,825.92)	7,800.38	1,248.41	-	1,537.28	(1,032.91)	-	(1,032.91)		75.18%	India
2	Ticker Data Limited	13-07-2023	INR	-	2,568.12	-	3,610.14	1,042.02	-	83.78	(101.12)	-	(101.12)		100.00%	India
3	3.0 verse Limited	21-06-2022	INR	-	2,000.00	(864.22)	1,294.66	158.88	-	13.33	(662.91)	-	(662.91)		100.00%	India
4	FT Knowledge Management Company Limited (FTKMCL)	07-09-2007	INR	-	375.00	(319.23)	56.67	0.90	-	-	1.66	0.26	1.40		100.00%	India
5	National Spot Exchange Limited (NSEL)	30-09-2005	INR	-	33,697.91	(29,366.82)	43,608.71	39,277.62	1,119.14	-	(4,205.14)	-	(4,205.14)		99.99%	India
6	Indian Bullion Market Association Limited (IBMA)	15-06-2007	INR	-	1,453.89	(10,603.43)	2,435.44	11,584.90	84.86	-	(3.47)	-	(3.47)		60.88%	India
7	Westernghats Agro Growers Company Limited(WGAGL)	05-09-2012	INR	-	5.00	(43.09)	1.55	39.64	-	-	(0.42)	-	(0.42)		84.00%	India
8	Farmer Agricultural Integrated Development Alliance Ltd (FAIDA)	01-08-2012	INR	-	10.00	(20.52)	0.06	10.58	-	-	(0.45)	-	(0.45)		100.00%	India
9	Global Payment Networks Limited (GPLN)	05-03-2007	INR	-	100.00	94.23	194.54	0.31	-	-	11.32	1.77	9.55		100.00%	India

(₹ in lakhs)

Sr. No.	Name of the Subsidiary (includes step down subsidiaries) company	Date since when subsidiary was acquired	Reporting Currency	Exchange Rate as at March 31, 2024	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before taxation	Provision for taxation	Profit / (Loss) after taxation	Proposed dividend	% of share-holding	Country
10	Financial Technologies Communications Limited (FTCL)	13-03-2007	INR	-	5.00	577.28	586.01	3.73	-	-	31.72	7.98	23.74		100.00%	India
11	FT Projects Limited. (FTPL)	18-05-2010	INR	-	22.50	2,983.50	3,006.88	0.88	-	-	(0.99)	-	(0.99)		100.00%	India
12	Apian Finance & Investment Limited (Apian)	25-04-2008	INR	-	431.44	475.88	1,415.20	507.88	686.36	33.30	55.00	14.01	40.99		100.00%	India
13	Financial Technologies Singapore Pte Limited (FTSPL)	15-04-2009	USD	83.37	68,652.93	(50,367.12)	18,297.45	11.64	-	-	(1,342.48)	-	(1,342.48)		100.00%	Singapore
14	Knowledge Assets Pvt. Ltd. (KAPL)	29-03-2007	USD	83.37	8.34	(180.00)	5.38	177.04	-	-	(12.47)	-	(12.47)		100.00%	Mauritius
15	ICX Platform (Pty) Limited (ICX)	07-04-2008	ZAR	4.41	0.00	(282.12)	5.57	287.69	-	-	(16.22)	-	(16.22)		100.00%	South Africa
16	FT Group Investments Pvt. Ltd. (FTGIPL)	29-03-2007	USD	83.37	1,03,433.66	(1,06,971.49)	169.19	3,707.02	-	-	73,433.17	-	73,433.17		100.00%	Mauritius
17	Three O Verse Global IT Services L.L.C., Dubai-United Arab Emirates	14-10-2022	AED	22.66	906.52	(624.66)	329.57	47.71	-	-	(4.77)	-	(4.77)		100.00%	U.A.E

**Note 1:** The following companies are under liquidation

- 1 IBS Forex Limited (IBS)

**Note 2:** In respect of following companies liquidation has been completed during the previous years.

- 1 Riskraft Consulting Ltd. (Riskraft) (Liquidated w.e.f. 20th November, 2023)
- 2 Financial Technologies Middle East- DMCC (FTME) (Subsidiary of FTGIPL) (Liquidated w.e.f. 6th October, 2022)

**Note 3:** Indian rupee equivalents of the figures in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on March 31, 2024.

**Statement pursuant to section 129(3) of the Companies Act, 2013  
related to Associate Companies and Joint Ventures  
Part "B": Associate**

(₹ in lakhs)

Name of Associate	<b>NTT Data Payment Services India Limited (formerly known as atom technologies limited (atom))</b>
<b>1. Latest audited Balance Sheet Date</b>	31-Mar-24
<b>2. Shares of Associate held by the company on the year end</b>	
No.	21,00,86,610
Amount of Investment in Associate	2,100.87
Extend of Holding %	29.15%
<b>3. Description of how there is significant influence</b>	Associate
<b>4. Reason why the Associate is not consolidated</b>	N.A
<b>5. Networth attributable to Shareholding as per latest audited Balance Sheet</b>	13,869.51
<b>6. Profit / Loss for the year</b>	
i. Considered in Consolidation	(259.13)
ii. Not Considered in Consolidation	(629.73)

Note: atom Technologies Limited (atom) is an associate w.e.f. September 28, 2019

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 12, 2024

**Venkat Chary**  
Chairman  
DIN: 00273036

**S. Rajendran**  
Managing Director & CEO  
DIN: 02686150

## ANNEXURE II

### ANNUAL REPORT ON CSR ACTIVITIES

#### 1. Brief outline on CSR Policy of the Company

The Company has framed a CSR policy in compliance with the provisions of the Companies Act 2013 (ACT).

The Company undertakes activities relating to rural development / tribal development, promoting education, employment enhancing livelihood skills etc. and such other areas as may be decided by the CSR Committee and covered under the CSR Rules.

#### 2. Composition of CSR Committee

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Chitkala Zutshi	Chairperson / Member, Independent, Non-Executive Director	1	1
2	Mr. Suresh Salvi <sup>1</sup>	Member, Independent Non-Executive Director	-	-
3	Mr. Sunil Shah <sup>2</sup>	Member, Non-Executive Director	1	1
4	Mr. S. Rajendran	Member, MD & CEO	1	1

<sup>1</sup>Ceased to be a Member on completion of his first term of two consecutive years w.e.f. September 17, 2023

<sup>2</sup>Appointed as Member w.e.f. September 18, 2023

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

<https://www.63moons.com/investors/corporate-governance/policies/CSR-policy.pdf>

<https://www.63moons.com/investors/CSR/project-activities.pdf>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

The Company will carry out impact assessment of projects, as and when applicable and will provide details as part of its future reports pursuant to Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any :**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹ Lakhs)	Amount required to be set-off for the financial year, if any (in ₹ Lakhs)
1	FY 2021-22	4.44	4.44
2	FY 2022-23	15.83	15.83
3	-	-	-
	<b>TOTAL</b>	20.27	20.27

6. Average net profit of the Company as per section 135(5) : 4233.03 lakhs
7. (a) Two percent of average net profit of the Company as per section 135(5): 84.66 lakhs  
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
 (c) Amount required to be set off for the financial year, if any: 20.27 lakhs  
 (d) Total CSR obligation for the financial year (7a+7b-7c): 64.39 lakhs



**8. (a) CSR amount spent or unspent for the financial year**

Total Amount Spent for the Financial Year. (in ₹): ₹ 29.38 lakhs

Amount Unspent (in ₹): 35.01 lakhs

Total Amount transferred to Unspent CSR Account as per section 135(6): 35.01 lakhs

(Amount spent for ongoing project during April 2024 before transfer Rs. 10.00 lakhs. Balance transferred to unspent CSR account)

Date of transfer: April 29, 2024

Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).

Name of the Fund:

Amount: NOT APPLICABLE

Date of transfer:

**(b) Details of CSR amount spent against ongoing projects for the financial year:**

Sr. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (₹ in lakhs)	Amount spent in the current financial Year (₹ in lakhs)	Amount transferred to unspent CSR Account for the project as per Section 135 (6) (₹ in lakhs)	Mode of Implementation - Direct (Yes / No)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration number
1	Community Eye Care	(i)	Yes	Gujarat	Mesha-na	Nov 23 – March 24	6.00	6.00	0	No	Jyothi Trust	CSR00053828
2	Health care	(iii)	Yes	TN	Chennai	Dec 23 – March 24	3.00	3.00	0	No	Dean Foundation	CSR00000401
3	Tribal welfare	(ii)	Yes	MH	Thane	Jan – Mar 2024	4.00	4.00	0	No	Vanvasi Kalayan Ashram	CSR00006104
4	Old age home	(iii)	Yes	TN	Nagapattinam	March 24 – June 24	6.00	6.00	0	No	Avvai Village welfare Society	CSR00002508
5	Health care	(i)	Yes	UP	Farid-abad	Nov 23 – Nov 24	25.00	7.50	17.50	No	Adharshila	CSR00008054
6	Promoting Education	(ii)	Yes	RJ	Palanpur	March 24 – June 24	5.00	-	5.00	No	UPA Knowledge Academy	CSR00056973
7	Old age home	(iii)	Yes	TN	Nagapattinam	Dec 23 – Sept 24	12.51	-	12.51	No	Avvai Village welfare Society	CSR00002508
	<b>TOTAL</b>						<b>61.51</b>	<b>26.50</b>	<b>35.01</b>			



(c) Details of CSR amount spent against other than ongoing projects for the financial year

Sr. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes /No)	Location of the project		Amount spent in the current financial Year (₹ in lakhs)	Mode of Implementation - Direct (Yes / No)	Mode of Implementation - Through Implementing Agency	
				State	Dis-trict			Name	CSR Registration number
-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>						-			

(d) Amount spent in Administrative Overheads : 2.88 lakhs

(e) Amount spent on Impact Assessment, if applicable : NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹29.38 lakhs

(g) Excess amount for set off, if any: NIL

Sr. No	Particular	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	84.66
(ii)	Total amount spent for the Financial Year	29.38
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sr. No.	Preceding Financial Year	Amount transferred to unspent CSR Account under section 135 (6) (₹ in lakhs)	Amount spent in the reporting Financial Year (₹ in lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (₹ in lakhs)
				Name of the Fund	Amount (in ₹)	Date of transfer	
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
				NIL				

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

**(Asset-wise details)**

(a)	Date of creation or acquisition of the capital asset(s).	Not Applicable
(b)	Amount of CSR spent for creation or acquisition of capital asset	Not applicable
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5). The amount remaining unspent pertains to "ongoing projects" and has been transferred to the unspent CSR Account on April 29, 2024 and it will be utilized in the next financial year(s).

On behalf of the CSR Committee

Place : Mumbai  
Date : August 12, 2024

**S. Rajendran**  
Managing Director & CEO  
DIN: 02686150

**Chitkala Zutshi**  
Chairperson CSR Committee  
DIN: 07684586

## ANNEXURE III

### Conservation of energy, technology absorption, foreign exchange earnings and outgo

[Pursuant to Clause (m) of sub-section 3 of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

#### (A) Conservation of energy

- (i) The steps taken or impact on conservation of energy:
- LED lights are fitted at all the floors at Corporate Office to reduce lighting energy consumption since last Eight years leading to considerable energy savings in lighting system.
  - 341.67 kWh of energy saved in lighting due to LED fittings in last one year, (April-23-March-24) resulting in net savings of Rs.35,95,689/- Per annum.
  - We have installed 50 KW Solar panel System at FT Tower, wherein we have generated around 65609 Units i.e. Rs.5,75,390/-in FY-2023-24.
  - Two passenger lifts are being switched off on all Saturdays / Sundays leading to optimum utilisation of lifts and resultant conservation of energy.
  - Air conditioning run time has been reduced by rescheduling the start / stop timing of air conditioning system from BMS system.
  - We are in process of replacing old HVAC Outdoor Units phase wise with New latest technology Outdoor units which will help us to save more energy.
  - Lights and Air conditioning in all cabins in the building are on sensor mode leading to savings in energy consumption.
- (ii) The steps taken by the company for utilizing alternate sources of energy besides what is stated in (i):

#### Water Conservation Initiatives:

- The water supply to urinals and WCs are being controlled to minimal by using urinal sensors and controlled flush valves in WCs. Displayed water savings awareness posters in the Wash rooms and pantry to save water.

#### Other Initiatives:

- Due to fitment of DGU glasses on façade and window glasses of the building, lot of heat load is reduced, resulting in savings in energy consumption of air-conditioning system.
- The lighting energy is being saved by installation of New transparent type centre canopy on terrace top.
- Planned Preventive Maintenance of all electrical equipment's / systems are being done to save considerable electrical energy.
- Waste Segregation: Dry and wet garbage segregated as per BMC norms on daily basis.

#### (B) Technology absorption

##### (i) Virtualisation & Cloud:

##### Cloud Application:- DevRev

63 moons have adopted cloud software considering business efficiencies, agility and scalability which excels performance over existing on-premises software.

This DevRev software has been beneficial to 63 moons customer care team with below mentioned features.

##### SOLUTIONS

- DevRev

##### BENEFITS

- Use the power of GPT and analytics to come together as one team with one purpose.
- Support with GPT-driven answers - Get personalized help in real time with natural language generated answers.
- Supercharge with an AI teammate - Reduce response times with suggested answers and similar tickets.
- Extract product insight in minutes - Shrink analysis from days to minutes and prioritize for customer impact.
- Increase visibility to end users - Automate updates and real time awareness on development progress.

**(ii) The efforts made towards technology absorption:****Morphisec – Breach Prevention Platform**

The Morphisec breach prevention platform enables 63moons ICT and Security Teams to secure critical systems against the most advanced and disruptive cyberthreats without needing prior knowledge of them. From endpoints to servers to the cloud, Morphisec streamlines cybersecurity .

**BENEFITS**

- Boost NGAV & EDR for Defense-in-Depth. Morphisec proactively prevents evasive threats that bypass today's AV, EDR and EPP solutions.
- Help us to audit critical infrastructure to ensure that we have the lowest possible risk of exposure to a cyber-attack.
- Provide recommendations for long-term risk reduction.
- Provides zero trust in-memory runtime protection against supply chain attacks.
- Prevents cyber-attacks on administrators, including zero-day attacks, fileless attacks, evasive unknown malware and browser-based attacks.

**Resecurity:- Digital risk monitoring solution**

Resecurity provides comprehensive visibility and proactive alerts about various threats targeting an enterprise. This platform help us to manage our digital risk by monitoring for changes in security posture, particularly those originating from the Dark Web, data breaches, compromised credentials, network infections, and other security incidents.

**BENEFITS**

- In-Depth Risk Evaluation: This platform does a thorough assessment of our risk profile, encompassing both internal and external threats.
- Early-Warning Notifications: The security Team receive timely alerts about potential security threats, enabling them to take pre-emptive action.
- Automated Security Posture Reports: Daily reports provide an overview of the current security status, helping 63moons to stay informed about our risk levels.
- Actionable Intelligence: The platform delivers detailed insights and recommendations for mitigating identified risks, leveraging a vast repository of data from over 20,000 sources.

**Zimperium:- Mobile Threat Defense (MTD)**

Mobile Threat Defense a privacy-first application that provides comprehensive mobile security for enterprises. Using this solution we have protected our corporate-owned and BYOD (bring-your-own) devices from advanced persistent threats across four categories: device, network, phishing, and app attacks.

**BENEFITS**

- Zimperium MTD uses its machine learning-based engine to detect known and unknown threats by analysing the behaviour of a mobile device and can accurately identify mobile system deviations, applications that behave as malware, anomalous network traffic, and advanced phishing attacks
- Its machine learning is delivered on-device, securing it even if the endpoint is not connected to the network.
- privacy-by-design - provides users with a transparent experience by delivering customisable user settings and insight into what data is collected and used for threat intelligence.
- Zimperium MTD also provides critical mobile forensics necessary for security teams to assess and respond to security incidents, reducing the mean time to remediation.

**JamF:- Apple Device Management**

The 63moons modern workplace requires modern management and security. Trusted Access by Jamf help us to deliver device management, user identity and endpoint protection.

**BENEFITS**

- Jamf Remote Assist - Help end users troubleshoot no matter where they are with a secure, in-product remote screen-sharing experience.
- Inventory Management — Automatically collect hardware, software and security configuration details from your Apple devices.

- App Lifecycle Management — Put apps in the hands of users without ever skipping a beat with automated and secure app management.
- Security — Secure your Apple devices by leveraging native security features. Manage device settings and configurations, restrict malicious software, and patch all your Apple devices without user interaction.
- Zero-Touch Deployment — Provision Mac, iPhone, iPad or Apple TV with hands-free zero-touch deployment and support secure BYOD programs for your users.

**(iii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

**SOLUTIONS**

**ZenDesk:-** Secured, efficient connectivity.

63Moons implemented the new generation complete customer care solution that is easy to use and helps our customer care team to do more with less while saving time and money.

**BENEFITS**

- Zendesk empowers to adapt to changing customer expectations. Align our teams and technology around what matters most.
- Drive better conversations - Offers rich, personalised conversations on the channels customers choose. They will feel like more than a transaction.
- Maximise agent efficiency - Transform customer care executive from problem solvers to revenue drivers. With all-in-one workspace, agent will focus less on repetitive tasks and more on relationship building.
- Using data and analytics to measure and improve the entire customer experience.
- The next level of data protection with advanced privacy and security controls.

**(iv) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –**

No Technology imported.

**(v) The expenditure incurred on Research and Development**

The aggregate amount of revenue expenditure incurred during the year on Research and Development as per allocation made by the management and shown in the respective heads of the account is ₹ 1,912.02 lakhs (Previous Year ₹ 1,521.40 lakhs).

**C) Foreign exchange earnings and outgo**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

**a) Expenditure in foreign currency (including foreign branches)**

(₹ in lakhs)

<b>Nature of Expenses</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
Travelling expenses	94.76	5.91
Legal and professional charges	4.16	-
IT Support Charges	37.20	25.12
Sponsorship expenses	7.85	-
Subscription & membership	3.60	-
Data Center & Hosting Charges	-	3.49
Software license fees	243.36	173.85
Miscellaneous expenses	0.95	3.03
<b>TOTAL</b>	<b>391.88</b>	<b>211.39</b>

**b) Earnings in foreign exchange: (including foreign branches)**

(₹ in lakhs)

<b>Nature of Income</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
Income from software services (Project based)	87.79	55.27
Interest on loans to subsidiary*	5.97	5.79
<b>TOTAL</b>	<b>93.76</b>	<b>61.05</b>

\*The Company has made provision for expected credit loss for the same.

For and on behalf of the Board of Directors

**Venkat Chary**

Chairman

DIN: 00273036

**S. Rajendran**

Managing Director & CEO

DIN: 02686150

Place : Mumbai

Date : August 12, 2024

## ANNEXURE IV

### Details of Ratio of Remuneration of Director [Section 197(12), r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

1	The ratio of the remuneration of each directors' and KMP to the median remuneration of the employees of the Company for the financial year ended 31st March 2024	Name of the Director(s) and Key Managerial Personnel	Designation	Ratio to Median remuneration of employees	% Increase / (Decrease) in remuneration@
		S. Rajendran	MD & CEO (KMP)	18.67	0%
		Devendra Agrawal	Whole-time Director & CFO (KMP)	7.66	0%
		Hariraj Chouhan	CS (KMP)	4.13	0%
<p>@Pursuant to the Hon'ble Bombay High Court Order dated 30.09.2015, in the Notice of Motion no. 1490/2015, in suit No. 121 of 2014, - L. J. Tanna Shares &amp; Securities Pvt. Ltd. And Ors., Vs. 63 moons technologies limited [earlier Financial Technologies (India) Ltd.], the Company has not paid any remuneration at the increased rate to its Managing Director / Whole-time Directors / KMPs / Senior employees and no increments has been given, pending hearing and final disposal of the aforesaid Notice of Motion.</p> <p>Note:</p> <ul style="list-style-type: none"> <li>The Non-Executive Directors of the Company are entitled for sitting fees / commission as per the statutory provisions and within the limits approved by the Members. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report and is governed by the Remuneration Policy, as detailed in the said report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.</li> <li>Sitting fees paid to Non-Executive Directors and Independent Directors are mentioned elsewhere in Annual Report.</li> </ul>					
2	The percentage increase in the median remuneration of employees in the financial year	The percentage increase in the median remuneration during the financial year is 9.32%. This has been arrived at, by comparing the median remuneration of the cost-to-the Company as on March 31, 2023, and the median remuneration of the cost-to-the Company as on March 31, 2024.			
3	The number of permanent employees on the rolls of Company	The total number of employees as on March 31, 2024 was 863.			
4	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average % increase for eligible employees was 8.88%. The Executive Directors remuneration for the FY 2023-24 has been computed in terms of Schedule V of the Companies Act, 2013. KMP's increase / decrease, if any, in remuneration has been reflected in para 1 above.			
5	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. The remuneration is as per the Nomination and Remuneration Policy of the Company.			

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 12, 2024

**Venkat Chary**  
Chairman  
DIN: 00273036

**S. Rajendran**  
Managing Director & CEO  
DIN: 02686150

## ANNEXURE V

### FORM MR-3

#### SECRETARIAL AUDIT REPORT

#### For the financial year ended 31st March 2024

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

To,

The Members

#### **63 Moons Technologies Limited**

Shakti Tower - II, 4th Floor,

Premises J, 766, Anna Salai,

Chennai 600002

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **63 Moons Technologies Limited** having **CIN No. L29142TN1988PLC015586** (hereinafter called 'the Company') for the audit period covering the financial year ended on **31<sup>st</sup> March 2024** (the 'audit period').

We conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our verification of the Company's books, papers, minute books, forms and returns filed, statutory records provided physically and other records maintained by the company;
- (ii) Compliance certificate confirming compliance with corporate laws applicable to the company given by the Key Managerial Personnel / Senior Managerial Personnel of the company and taken on record by the company's Board of Directors; and
- (iii) Representations made, documents produced and information provided by the Company, its officers, agents and authorized representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the financial year ended on 31<sup>st</sup> March 2024 the Company has:

- (i) complied with the statutory provisions listed hereunder, and
  - (ii) Board-processes and compliance mechanism are in place
- to the extent, in the manner and subject to the reporting made hereinafter.

#### **1. Compliance with specific statutory provisions**

We further report that:

1.1 We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the year in terms of the applicable provisions/clauses of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- (ii) Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investments.



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
  - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; \*
  - (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

\*The company has also maintained Structured Digital Database ("SDD") pursuant to the requirement of regulation 3 (5) and 3 (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.

- (vi) Secretarial Standards relating to Board Meetings and General Meetings issued by The Institute of Company Secretaries of India (Secretarial Standards) and notified by the Central Government under Section 118 (10) of the Act which have mandatory application.

1.2 During the audit period, and also considering the compliance related actions taken by the company after 31st March 2024 but before the date of issue of this report, the company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us:

- i. complied with the all the applicable provisions of all the aforesaid Acts, Rules, Regulations, Guidelines and Secretarial Standards as mentioned above.
- ii. Complied with the applicable provisions/ clauses of:
  - (a) The Act and rules mentioned under paragraph 1.1 (i); and
  - (b) The Secretarial standards on meetings of the Board of Directors (SS-1) and Secretarial standards on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above in respect of meetings of the Board and Committees constituted by the Board held during the audit period, and the 35th Annual General Meeting held on 27<sup>th</sup> September 2023 (35th AGM).

1.3 During the period under review, provisions of the following Acts / Regulations were not applicable to the Company and it was consequently not required to maintain any books, papers, minute books or other records or file any form/ returns thereunder:

- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (ii) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (iv) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (vi) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of External Commercial Borrowings.

1.4 Based on the nature of business activities of the Company, the following specific Act is applicable to the Company the provisions of which have been duly complied with:

- (i) The Information Technology Act, 2000.

## 2. Board Processes Of The Company

We further report that:

2.1 The Board of Directors of Company as on 31st March 2024 comprised of:

- (i) Three Independent Directors including one independent woman Director i.e., Justice Deepak Verma (Retd.) (DIN: 07489985), Mr. Kanekal Chandrasekhar (DIN: 06861358) and Mrs. Chitkala Zutshi (DIN: 07684586).
- (ii) Three Non- Executive Non- Independent Directors i.e. Mr. Sunil Shah (DIN: 02569359), Mr. Venkat Chary (DIN: 00273036) and Mr. Devender Singh Rawat (DIN: 02587354).

- (iii) One Managing Director & CEO i.e. Mr. Rajendran Soundaram (DIN: 02686150).
- (iv) One Whole Time Director & CFO i.e. Mr. Devendra Kumar Agrawal (DIN: 03579332).
- (v) (\*) Three Nominee Directors (nominated by MCA) i.e. Mr. Satyananda Mishra (DIN: 01807198), Mr. Parveen Kumar Gupta (DIN: 02895343) and Mrs. Malini Shankar (DIN: 01602529).

(\*) Note: The appointment of above three Nominee Directors by the Ministry of Corporate Affairs (MCA) has been stayed by the Hon'ble Supreme Court vide its order dated 9th March 2022 and the stay continues as on the date of this Report.

2.2 The processes relating to the following changes in the composition of the Board of Directors and Key Managerial Personnel during the year were carried out in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015:

- (i) Re-appointment of Mr. Rajendra Soundaram (DIN: 02686150) as Managing Director and CEO for further period of 3 years from June 01,2023 to May 31,2026, as per resolution passed by the shareholders of the company on 01st July 2023, vide the process of Postal Ballot.
- (ii) Re-appointment of Mr. Devendra Kumar Agrawal (DIN: 03579332) as Whole-Time Director and CFO, liable to retire by rotation, for further period of 3 years commencing from May 27,2023 till May 26,2026 as per resolution passed by the shareholders of the company on 01st July 2023, vide the process of Postal Ballot.
- (iii) Re-appointment of Mr. Sunil Shah (DIN: 02569359), as Non-executive, Non-Independent Director, who retired by rotation and was re-appointed at 35th Annual General Meeting held on 27th September 2023.
- (iv) Re-appointment of Mr. Venkat Chary (DIN: 00273036), as Non-executive, Non-Independent Director, who retired by rotation and was re-appointed at 35th Annual General Meeting held on 27th September 2023.
- (v) Re-appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358), as Non-Executive, Independent Director, not liable to retire by rotation, at 35th Annual General Meeting held on 27th September 2023, for a second term of 5(five) consecutive years commencing from 18th September, 2023.
- (vi) Cessation of office of Mr. Suresh Bhimrao Salvi as an Independent Director of the Company due to completion of his first term on 17th September 2023.

2.3 Adequate notices of the meetings of the Board and its committees were sent to all the Directors to enable them to plan their schedule for the meetings of the Board or its Committees, at least seven days in advance and necessary compliance as required under Section 173 (3) of the Act and SS-1 was in place.

2.4 Agenda and detailed notes on agenda were sent to the Directors at least seven days before the meetings of the Board and its committees, and necessary compliance as required under Section 173 (3) of the Act and SS-1 was in place.

2.5 Agenda and detailed notes on agenda for the following items were either circulated separately less than seven days before or at the meetings of the Board and its Committees and consent of the Board for so circulating them was duly obtained as required under SS-1.

- (i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited financial statement/ results, unaudited financial results and connected papers, and
- (ii) Additional subjects/ information/ presentations and supplementary notes.

2.6 A system exists for Directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.

2.7 We note from the minutes examined that, at the Board meetings held during the year:

- (i) Decisions are taken through the majority of the Board; and
- (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, which were required to be captured and recorded as part of the minutes.

### 3. Compliance mechanism:

There are adequate systems and processes prevalent in the Company, which are commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

#### 4. Management's response on Statutory Auditor's Qualified Opinion:

The Statutory Auditors vide their Independent Auditors Report dated May 24, 2024 on the financial results of the Company for the year ended 31st March 2024, have mentioned that,

'As stated by the Management of the Company in Note 6 (a) to the Statement, Civil Suits have been filed against the Company in relation to event occurred on National Spot Exchange Limited trading platform. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Company does not foresee that the parties who have filed Civil Suits would be able to sustain any claim against the Company. In addition, as stated by the management in Note 6 (b, c, d, e) to the Statement, there are First Information Reports ("FIR") / complaints / charge-sheets / orders / notices registered /received against various parties including the Company from / with the Economic Offences Wing of the Mumbai Police (EOW), Central Bureau of Investigation (CBI), Home Department - Government of Maharashtra under MPID Act, the Directorate of Enforcement and the Serious Fraud Investigation Office (SFIO). Above matters are pending at various stages of adjudication / investigation.

In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said notes to the Statement, there are no claims, litigations which require adjustments to / disclosures in the Statement.

Accordingly, in view of above representations regarding legal matters at various stages of adjudication and ongoing investigations/ matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the results for the quarter and year ended 31 March 2024.'

#### 5. Specific events/ actions:

5.1 No major corporate event has occurred during the year which has a major bearing on the Company affairs in pursuance of applicable laws, rules, regulations, guidelines, standards etc. except the following;

- a) Investment in Rights issue offered by the subsidiary of the Company viz. National Spot Exchange Limited which was duly approved by the Audit Committee, Board and NCLT Committee.
- b) The Company at its 35th Annual General Meeting has declared Dividend @100% (Rs. 2 per share) on equity shares for the financial year 2022-23, payment of which is subject to appropriate judicial orders.
- c) The Company received emails dated 05th and 06th December 2023, from SEBI, on reclassification of promoter shareholding and filing of revised shareholding pattern of the Company. The Company filed its reply vide its email dated 11th December 2023. As per directives of SEBI, a revised shareholding pattern was filed by the Company with the mentioning of Mr. Manish Shah, Mrs. Bina Shah and Ms. Nakshi Shah in the promoter group category of the company, with NIL Shareholding.
- d) M/s. Ticker Limited, a subsidiary of the Company, has raised an amount aggregating to Rs. 3.24 crores through private placement of 27 lakh equity shares at Rs.12/- per share (i.e. equity share of face value Re.1/- each, issued at a premium of Rs. 11/- per share).
- e) The Company has been informed on 18th July, 2023, by Ticker Limited, a subsidiary of the Company, that it had incorporated a wholly owned subsidiary namely "Ticker Data Limited" in Mumbai, India, and consequently it has become a step-down subsidiary of the Company effective 13th July, 2023.
- f) The Company has been informed on 12th March 2024, by Ticker Limited, a subsidiary of the Company, that it has transferred one of its business verticals / undertaking pertaining to "Content Providers Business / Content Undertaking" to Ticker Data Limited (Wholly Owned subsidiary of Ticker Limited), by way of a Business Transfer Agreement executed on March 12, 2024.
- g) Financial Technologies Middle East (FTME), a step-down subsidiary of the Company, ceased to be in existence, w.e.f 06th October 2022, as per communication dated 02nd February 2024 received from Dubai Multi Commodities Centre Authority (DMCC).
- h) We are informed that Riskraft Consulting Limited, a wholly owned subsidiary of the Company was liquidated, through voluntary liquidation process, by Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, vide its order dated 20th November 2023. A certified copy of the same was issued by NCLT to the Company on 01st March, 2024.
- i) Based on Hon'ble National Company Law Appellate Tribunal (NCLAT) order dated 12th March 2020, the Ministry of Corporate Affairs (MCA) vide its order dated 16th March 2020 appointed three Nominee Directors on the Board of the Company. The Hon'ble Supreme Court vide its order dated 09th March 2022 has stayed the NCLAT

order. Consequently, the MCA order dated 16th March 2020 appointing the said three nominee Directors i.e. Mr. Satyananda Mishra, Mrs. Malini Shankar and Mr. P. K. Gupta was stayed and the stay is effective as on the date of this report.

- j) Subsequent to the end of the FY 2023-24, the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its Order dated 06th June 2024, sanctioned the Composite Scheme of Arrangement between Metropolitan Stock Exchange of India Limited (MSE) and MSE Enterprises Limited (MEL) (formerly Metropolitan Clearing Corporation Ltd.) and their respective Shareholders. In pursuance of the abovesaid order, 24,40,603 equity shares of face value of Rs.10/- of MEL held by 63 moons technologies limited was cancelled and extinguished in order to give effect to the implementation of the Order. The Company has received an amount of Rs. 2,44,06,030/- on 18.06.2024, towards 24,40,603 equity shares of Rs.10/- each for capital reduction.
- k) The Board of Directors of the Company, at its meeting held on 12th February 2024 has approved proposed amendment in clause 11.6.3 and 11.6.4 to the original shareholders agreement dated 27th November 2028, with NTT Data Payment Services India Limited (formerly known as Atom Technologies Limited), in respect of sale of balance equity shares of NTT Data Payment Services India Limited (an Associate of the Company) to NTT Data Group Corporation.
- l) The Hon'ble Supreme Court, vide its order dated 22nd April 2022, has set aside the judgement dated 22nd August 2019 of the Hon'ble Bombay High Court, and upheld the attachment of properties of the company under the Maharashtra Protection of Interest of Depositors (MPID) Act 1999, in relation to the National Spot Exchange Limited (NSE), a subsidiary of the company. We are informed that appropriate steps have been taken by the company to get relief under various provisions of the MPID Act.

**Date: August 12, 2024**

**Place: Mumbai**

**For BNP & Associates  
Company Secretaries**

**[Firm Regn. No. P2014MH037400]**

**PR No. 637/2019**

**Name: Avinash Bagul  
Partner**

**FCS No: 5578 /COP: 19862**

**UDIN: F005578F000950491**

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

## Annexure A

To,

The Members

**63 Moons Technologies Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
6. Our 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.

**Date: August 12, 2024**

**Place: Mumbai**

**For BNP & Associates  
Company Secretaries**

**[Firm Regn. No. P2014MH037400]**

**PR No. 637/2019**

**Name: Avinash Bagul**

**Partner**

**FCS No: 5578 /COP: 19862**

**UDIN: F005578F000950491**

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# **MANAGEMENT DISCUSSION & ANALYSIS**

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# MANAGEMENT DISCUSSION & ANALYSIS

## OVERVIEW

Amidst the challenges faced by the global economy, the Indian economy remained resilient on the back of strong macroeconomic fundamentals. The upturn in capital expenditure by the public and the private sectors, and a broad-based revival in manufacturing and services sectors, upbeat business, and consumer sentiments, have been some of the prominent factors supporting the witnessed resilience on domestic front.

The untamed spirit exhibited by the Indian economy is commendable even as the world economy is reeling under supply-shocks of yesteryears caused by Covid-led crisis and geopolitical tensions due to continuing Russia-Ukraine and Israel-Hamas wars.

## GLOBAL ECONOMIC OVERVIEW

Global economy witnessed mixed environment on account of continual and overlapping shocks amidst unprecedented monetary tightening during the past year, as the growth in the US and several major emerging markets and developing economies (EMDEs) has held up better than expected. Sectoral overview exhibits that the manufacturing activities have remained calm and slow, while services showed vigor.

During the period under review, headline inflation softened across countries although the decline in core and services inflation has been quite slow emanating from continuing tight labour markets. Major central banks in Advanced Economies have kept policy rates on hold to ensure the aligning of inflation with their respective targets. Global financial markets remained volatile in response to fluctuating perceptions about the stance of the monetary policy, and the fund flows based on market dynamics.

Among the energy sector, crude oil prices which remained softened, largely reflecting weak global economic demand, during the first half of FY24, and rose sharply during the later part of the year in response to cuts in oil supplies by Saudi Arabia and Russia, and the onset of the Israel-Hamas war in October 2023.

Sharp rise in prices of food, metals and other essential commodities kept driving the consumer price inflation across the globe during 2023. Core inflation ruled above target in most inflation-targeting Advanced Economies and in about half of inflation-targeting in EMDEs, and despite the orchestrated efforts by central banks, globally, prices remained elevated, while goods inflation exhibited a notable stickiness despite remedial measures undertaken by governments world-over to mitigate the inflationary pressure. Services inflation, too, remained high, contributing to persistent price pressures.

On the whole, in the near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored. According to the International Monetary Fund's (IMF) World Economic Outlook (WEO) of April 2024, global inflation is projected to fall from 6.8% in 2023 to 5.8% in 2024 and is expected to further drop to 4.4%, which may align with the broad targets of the central banks in 2025.

Keeping in mind the current economic scenario along with continued focus to bring inflation under control in the near term, global economic growth projections for the medium term have been revised by various international agencies. In its latest World Economic Outlook Report, IMF has estimated global growth at 3.1% in 2023, and is projected to continue at the same pace in 2024, and in 2025, it is likely to look upward at 3.2%. A word of caution is needed as the new commodity price spikes amid regional conflicts, persistent inflation and financial stress, faltering China's recovery, debt distress, and intensifying geo-economic fragmentation leading to disruptions to global supply-chains, are the other major down-side risks to global economic growth.

## INDIAN ECONOMY

Indian economic activities, during the year, were supported by an upturn in the investment cycle on the back of the government's continued thrust on capital expenditure, alongside higher capacity utilization and the underlying resilience seen in the service sector. Besides the double-



digit credit growth registered, and healthier corporate and bank balance sheets provided the necessary fillip to the economic activities, as also, a bolstered business confidence has helped put up a good show.

The IMF has revised upwards India's real GDP growth forecast for 2024 by 30 basis points (bps) to 6.8% in its April 2024 Outlook compared to its previous Outlook in January 2024. The Reserve Bank of India (RBI), in its recent monetary policy, has projected real GDP growth for FY24 at 7.6% and FY25 at 7.0%, based on strengthening of rural demand, improving employment conditions, moderating inflationary pressures and sustained momentum in manufacturing and services sector. Going forward, these factors are expected to boost private consumption in the urban and rural areas. The prospects of rising investment activity, too, remain bright owing to upturn in the private capex cycle becoming steadily broad-based, persisting, and robust government capital expenditure, healthy balance sheets of banks and corporates, rising capacity utilization, and strengthening business optimism are expected to provide the necessary support the brisk economic activities.

With the improving global growth and trade prospects, coupled with India's rising integration in global supply chains and the expected force based on the external demand for India's exports, the domestic economy looks to better its performance. However, downside factors from the headwinds such as protracted geopolitical tensions and global financial market volatility, impact on agriculture due to adverse climatic conditions, oil shocks, etc., pose risks to the general positive economic outlook.

India's inflationary trends as exhibited by the CPI inflation had moderated from an average of 6.7% in 2022-23 to 5.4% in 2023-24 in response to monetary policy actions and supply side measures. Sporadic food price shocks continue to impart significant volatility to the inflation trajectory, with headline inflation rising sharply due to spikes in vegetable prices. Core inflation has, however, been on a steadily declining path.

Headline inflation dynamics of the second half of FY24 were broadly shaped by the interplay between volatile food price momentum and base effects, and trends are expected to moderate and enter the RBI's target range. Inflation trajectory for FY25 would be shaped by both domestic and global factors and expectations remain largely range bound with gradual cooling.

Amidst the global challenges, India's outlook for the external sector stayed quite resilient. The current account deficit (CAD) narrowed to 1.1% of GDP in Q1 of FY24 from 2.1% of GDP in the corresponding period of the previous year on the back of lower merchandise trade deficit, higher net surplus in services exports and robust inward remittances. Given the rapid pace of economic activities,

the CAD is expected to be around 1% of GDP in FY24 and will be a tad up to 1.2% for FY25 on the back of an improvement in net services trade and an increase in net transfer receipts.

## OUTLOOK FOR 2024-25

Leaving aside the risk factors emerging from the Russia-Ukraine and Israel-Hamas wars, and their impact on supply-chains of crude oil and other commodities world-wide, we look forward to a benign price trend leading to a moderate economic growth globally, and a similar scenario is expected in the domestic economy. We hope that with peace reigning over the world, more brisk economic activities will lead the global economy to a higher level of economic growth with cheaper funds made available for the business activities by the central bankers opening the doors of treasury with easy interest rate policy.

With the new NDA-led government properly set in the saddle, we look forward to major economic reforms that would help bolster investor and business confidence, which, in turn, shall drive economic growth. Also, a similar conducive business environment is expected world-over, especially post-US elections that are scheduled towards the end of 2024.

## NEW VISION MDA

With our pursuit for technological advancements and innovations, we are gearing up to enter the space of emerging technologies that would help enrich the economic agents. With newer technologies such as Web3, Artificial Intelligence and Blockchain technology, among others, we have taken the step ahead for broadening the horizon, which promises to take the stakeholders of 63 moons technologies to soar to greater heights.

As we begin our journey to the newer fields of technologies, major threats and challenges are posed and, in a bid to protect the interests, we are providing an umbrella of Cybersecurity solutions across various layers: individual-level, enterprise-level, and the government-level to combat the cyber threats. During the year under review, 63 moons has taken a strong step forward in the direction of Cybersecurity technology with the launch of **63SATS** – the Gold of Digital Economy. Our Cybersecurity technology is powered by avant-garde Cybersecurity in alliance with the world's leading 10 best digital security firms from Israel to USA.

With the launch of this venture, we are offering the most rewarding opportunities to many entrepreneurs to partake in this march against cyber threat, cyber frauds and protect the interests of the masses.



## FINANCIAL POSITION AND RESULT OF OPERATIONS

### Overview

The financial statements of the Company, including consolidated financial statements, have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with the Companies (Indian Accounting Standards) Rules, 2015, subsequent amendments thereto and the relevant provisions of the 2013 Act, as applicable.

The discussion on financial performance in the Management Discussion and Analysis relate to the standalone financial statement of the Company.

### Equity Share Capital

Your Company's authorised share capital is ₹ 3,000 lacs, divided into 1,500 lacs equity shares of ₹ 2 each. The paid up share capital of your company stood at ₹ 921.57 lacs. During the year, there was no change in the paid-up share capital of your Company.

### Other Equity

Your Company's other equity amounted to ₹ 286,682.77 lacs as on March 31, 2024 as against ₹ 260,734.88 lacs as on March 31, 2023. The addition is mainly on account of net profit for the year ₹ 26,921.63 lakhs (previous year net profit ₹ 2,775.41 lakhs)

During the year, there was no change in Securities premium account which stood at ₹ 41,746.62 lacs as on March 31, 2024.

During the year, there was no change in General reserve which stood at ₹ 32,579.86 lacs as on March 31, 2024.

### Total Equity

Total equity stood at ₹ 287,604.34 lacs as on March 31, 2024 as against ₹ 261,656.45 lacs as on March 31, 2023.

### Deferred Tax assets (net)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. At the year end, your Company has reported accrual of total net deferred tax asset of ₹ 4,612.75 lacs compared to ₹ 4,721.93 lacs at the end of previous year.

### Trade payable

At the end of the year, trade payables stood at ₹ 623.95 lacs as compared to ₹ 312.47 lacs at the end of previous year.

### Other financial liabilities (current + non-current)

Other financial liabilities at the end of the year amounted

to ₹ 10,411.85 lacs as against of ₹ 8,518.48 lacs at the end of previous year. It mainly includes ₹ 7,833.35 lacs (previous year ₹ 6,911.78 lacs) towards unpaid dividend, which has not been paid pursuant to the Hon'ble Bombay High Court's ad interim order dated September 30, 2015 inter alia restraining the Company from distributing any dividend or depositing the same in the dividend distribution account in accordance with the provisions of the Companies Act, 1956 (to be read as Companies Act, 2013) pending the final hearing and disposal of the Notice of Motion. The matter is pending for hearing.

### Current tax assets and liabilities

Current tax assets at the end of the year amounted to ₹ 5,614.29 lacs as against ₹ 3,270.51 lacs at the end of previous year.

### Other liabilities (current + non current)

Other liabilities at the end of the year amounted to ₹ 3,076.24 lacs as against of ₹ 10,751.36 lacs at the end of previous year. It mainly includes income received in advance / unearned revenue, statutory liabilities and other contractual obligations. Decrease is mainly due to reduction in receipt of income in advance during the year which was ₹ 2,543.98 lakhs at the year end as compared to ₹ 10,318.90 lakhs at the end of previous year. As at year ended March 31, 2023, advance received was higher mainly due to advance received from one of our customer viz Multi Commodity Exchange of India Ltd at the end of previous year for services to be provided in next financial year. The said agreement completed on December 31, 2023.

### Provisions (current + non-current)

Total provisions as at the end of the year amounted to ₹ 1,769.00 lacs as against of ₹ 1,556.44 lacs at the end of the previous year. It mainly includes provision for employee benefits viz. provision for compensated absences and gratuity.

### Lease Liability (current + non-current)

At the end of the year, lease liability, accounted in accordance with Indian Accounting Standard (Ind AS 116 Leases), stood at ₹ 517.11 lacs as compared to ₹ 420.19 lacs at the end of previous year. The increase in amount is mainly due to computer hardware and premises taken on long term lease.

### Property, plant and equipment, right of use assets, investment properties and other intangible assets

The carrying value of property, plant and equipment, right of use assets, investment properties and other intangible assets is shown in the table below:

	(₹ in lakhs)	
As on March 31,	2024	2023
(A) Property, plant and equipment		
Freehold Land	4,836.18	4,836.18
Buildings	14,263.01	14,563.26
Office Equipments	334.15	315.64
Computer Hardware	668.63	460.65
Furniture and Fixtures	40.43	48.62
Vehicles	334.37	245.13
<b>Total (A)</b>	<b>20,476.77</b>	<b>20,469.48</b>
(B) Right of use assets	484.43	428.01
(C) Investment Property	10,028.62	10,238.73
(D) Other Intangible assets including Software, Technical know-how etc.	89.23	207.47
<b>Total (A+B+C+D)</b>	<b>31,079.05</b>	<b>31,343.69</b>

#### Financial Investments (current + non-current)

The total financial investments (net of provision) as at March 31, 2024 were at ₹ 75,158.58 lacs as compared to ₹ 76,214.15 lacs as at March 31, 2023. The investments mainly comprised of investment in bonds, mutual funds and investments in subsidiaries. The reduction as compared to previous year was mainly on account of partial redemption of certain bonds, proceeds of which has been invested in bank fixed deposits and fair value gain in respect of mutual funds units.

#### Trade receivables

As at the end of year, trade receivables (net of provision) were at ₹ 942.22 lacs as compared to ₹ 915.31 lacs at the end of the previous year.

#### Cash & cash equivalents (including other bank balance)

At the end of the year cash & cash equivalent (including other bank balance) stood at ₹ 111,475.19 lacs as compared to ₹ 125,219.94 lacs at the end of the previous year. This included fixed deposits placed with banks ₹ 107,203.05 lacs (Previous Year ₹ 119,533.40 lacs). The decrease is mainly due to regrouping of long term bank deposits from Current assets to non-current assets.

#### Financial Assets:

##### loans (current + non-current)

At the end of the year, Loans and advances (current + non-current) (net of provision) amounted to ₹ 508.88 lacs as against ₹ 520.34 lacs at the end of previous year.

##### Other financial assets (current and non-current):

At the end of the year, other financial assets stood at

₹ 67,152.09 lacs as against ₹ 30,762.53 lacs at the end of the previous year. The increase is mainly due to regrouping of bank deposits kept for longer duration. It mainly includes fixed deposits with banks maturing after one year, deposit kept with Hon'ble Bombay High Court in respect of a legal matter, interest accrued on fixed deposits / bonds, and other bank balances.

##### Other assets (current and non-current):

At the end of the year, other assets amounted to ₹ 7,459.44 lacs as against ₹ 10,246.99 lacs at the end of the previous year. It includes income tax paid for earlier years which are in appeals, prepaid expenses and advance for goods and services etc.

#### Revenue Analysis

During the year, revenue from operations stood at ₹ 45,526.88 lacs compared to ₹ 27,249.38 lacs in the previous year. The increase is mainly due to increase in revenue from a major client viz. Multi Commodity Exchange of India Ltd which was ₹ 33,100.00 lakhs during the year as compared to ₹ 17,112.27 lakhs during the previous year.

#### Other Income

During the year, other income stood at ₹ 13,766.53 lacs as compared to ₹ 10,241.36 lacs in the previous year. The increase was mainly due to increase in interest rates on bank fixed deposits during the year. Other Income mainly includes interest from bonds, interest on bank deposits / investments, Income tax refunds, gain / (loss) on fair valuation of financial assets, rental income etc.

#### Expense Review

During the year, employee benefits expenses were at ₹ 14,843.07 lacs as compared to ₹ 12,304.16 lacs in the previous year, increase being in line with general industry trend.

Finance cost was ₹ 89.26 lacs during the current year as compared to ₹ 54.47 lacs during the previous year. Other expenses during the year were ₹ 10,970.80 lacs as compared to ₹ 9,672.21 lacs in the previous year.

Total expenses during the year was ₹ 27,490.96 lacs as compared to ₹ 23,218.10 lacs in the previous year.

#### Exceptional Items

During the year, exceptional items stood at loss of ₹ 4,750.00 lacs compared to ₹ 7,386.55 lacs in previous year. During the year, the Company has written off investment in its subsidiary viz. National Spot Exchange of India Ltd amounting to ₹ 33,697.90 lakhs considering the remote possibility of recovery of its investments and written back provision made till previous year ended March 31, 2023 of ₹ 28,947.90 lakhs.

### **Profit / (Loss)**

#### **Your Company has reported net profit during the year.**

- Profit before finance cost, depreciation, exceptional items and tax was ₹ 33,179.54 lacs, compared to profit of ₹ 15,514.37 lacs in the previous year.
- Profit before tax and exceptional items was ₹ 31,802.45 lacs, compared to Profit before tax and exceptional items ₹ 14,272.64 lacs in the previous year.
- Profit before tax was ₹ 27,052.45 lacs, compared to Profit before tax ₹ 6,886.09 lacs in the previous year.
- Net Profit after tax was ₹ 26,921.63 lacs, compared to Net Profit after tax ₹ 2,775.41 lacs in the previous year.
- Other Comprehensive Loss, net of tax, for the year was ₹ 52.17 lacs as compared to loss of ₹ 138.51 lacs in the previous year.
- Total comprehensive Income for the year was ₹ 26,869.46 lacs as compared to Total comprehensive income ₹ 2,636.90 lacs in the previous year.

### **CAUTIONARY STATEMENTS**

This report may contain forward-looking statements about 63 moons technologies limited and its group companies, including their business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or concern future financial performance (including revenues, earnings, or growth rates), possible future Company plans and action. Forward-looking statements are based on current expectations and understanding about future events. They are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors, and the industry in general. The Company's actual performance and events could differ materially from those expressed or implied by forward-looking statements made by the Company due to, but not limited to, important factors such as general economic, political and market factors in India and internationally, competition, technological change, and changes in Government regulations.

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# **BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT**

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# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L29142TN1988PLC015586
2.	Name of the Listed Entity	63 moons technologies limited
3.	Year of incorporation	1988
4.	Registered office address	Shakti Tower -II, 4th Floor, Premises -J 766, Anna Salai, Chennai - 600002
5.	Corporate address	FT Tower, CTS Nos.256 & 257, Suren Road, Andheri (East) Mumbai - 400093
6.	E-mail	info@63moons.com
7.	Telephone	022 – 66868010
8.	Website	www.63moons.com
9.	Financial year for which reporting is being done	April 1, 2023 to March 31, 2024
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	The paid-up equity share capital of the Company as on March 31, 2024, stood at Rs. 9,21,57,074 consisting of 46078537 equity shares of Rs.2/- each
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Hariraj Chouhan, Company Secretary & Compliance Officer, Tel No. 022 – 66868010, E-mail Id – info@63moons.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosure under this report is made on standalone basis, unless specified in a particular disclosure.

### II. Products/services

#### 14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Computer programming, consultancy and related services	STP Technologies / Solutions	98.68%

#### 15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

63 moons is a software solutions provider company. The NIC Code is

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Computer programming, consultancy and related services	620	98.68%

### III. Operations

#### 16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	NA	5	5
International	NA	2 through subsidiaries	2

#### 17. Markets served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States)	Pan India
International (No. of Countries)	2 through subsidiaries

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

Exports contributes 0.20% of the total turnover of the entity on standalone basis.

##### c. A brief on types of customers

Our customers are mainly from Capital market, Banking and financial services sectors.

### IV. Employees

#### 18. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	863	671	78%	192	22%
2.	Other than Permanent (E)	57	49	86%	8	14%
3.	<b>Total employees (D + E)</b>	920	720	78%	200	22%
<b>WORKERS</b>						
4.	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5.	Other than Permanent (G)	NIL	NIL	NIL	NIL	NIL
6.	<b>Total workers (F + G)</b>	NIL	NIL	NIL	NIL	NIL

##### b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	1	1	100%	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	<b>Total differently abled employees (D + E)</b>	1	1	100%	0	0

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	NA	NA	NA	NA	NA
5.	Other than Permanent (G)	NA	NA	NA	NA	NA
6.	<b>Total differently abled workers (F + G)</b>	NA	NA	NA	NA	NA

\*There are no workers on the employment of the Company.

**19. Participation/Inclusion/Representation of women**

Location	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.5%
Key Management Personnel*	3	-	-

\*Includes Managing Director, Chief Financial Officer and Company Secretary

**20. Turnover rate for permanent employees and workers**

Location	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male (Number)	Female (Number)	Total (%)	Male (Number)	Female (Number)	Total (%)	Male (Number)	Female (Number)	Total (%)
Permanent Employees	87	27	13.59	13	21	14.98	23	34	25.79
Permanent Workers	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**21. (a) Names of holding / subsidiary / associate companies / joint ventures**

Refer to Form AOC- 1 provided at page no. 25 of this Annual Report for information on subsidiary/associate companies/ joint ventures.

**VI. CSR Details**

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes /No)

(ii) Turnover (in Rs. in lakhs) : 45526.88 lakhs

(iii) Net worth (in Rs. in lakhs) : 287456.75 lakhs

**VII. Transparency and Disclosures Compliances**

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

- Employees may register their concerns through the dedicated e-mail address available (whistleblower@63moons.com) or by writing a letter to the Chairman of the Audit Committee. The Company encourages the employees to register their concerns/grievances, if any, and ensures that there is no discrimination or harassment of any kind against the employee who reports through vigil mechanism or participates in the investigation.

- Investors and shareholders may register their complaints/grievances through the grievance redressal mechanism in co-ordination with Company's Registrar and Transfer Agent M/s. Kfin Technologies Limited. The details of Investor complaints received and resolved during the year is provided on page No. 82 of this Annual Report.
- Suppliers may provide their feedback either through e-mail to Head of the Procurement department. Company takes feedback and suggestions from its suppliers from time to time.
- Customers may raise grievances through the respective Customer account managers or by sending email at info@63moons.com
- The Company monitors and track the complaints/grievances received from different stakeholders on an ongoing basis.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
National	(If Yes, then provide web-link for grievance redress policy)						
Communities	<a href="https://www.63moons.com/investors/corporate-governance/policies/Whistle-Blower-Policy.pdf">https://www.63moons.com/investors/corporate-governance/policies/Whistle-Blower-Policy.pdf</a>	NIL	NIL	----	NIL	NIL	----
Investors (other than shareholders)		NIL	NIL	----	NIL	NIL	----
Shareholders		5	NIL	----	5	NIL	----
Employees and workers		NIL	NIL	----	NIL	NIL	----
Customers		NIL	NIL	----	NIL	NIL	----
Value Chain Partners		NIL	NIL	----	NIL	NIL	----
Other (please specify)		NIL	NIL	----	NIL	NIL	----

#### 24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format: NA

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	NA	NA	NA	NA	NA

#### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.



Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9									
<b>Policy and management processes</b>																		
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y									
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y									
c. Web Link of the Policies, if available	<a href="https://www.63moons.com/investors/corporate-governance/policies.html">https://www.63moons.com/investors/corporate-governance/policies.html</a>																	
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y									
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N									
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Policies have been formulated and implemented in accordance with National Guidelines on responsible business conduct, requirements of the Companies Act, 2013 and SEBI Regulations, aligned with internationally renowned quality standards and models like ISO 9001:2015, ISO 14001:2015, ISO/IEC 27001:2013, ISO 20000-1:2018																	
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Not applicable																	
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable																	
<b>Governance, leadership and oversight</b>																		
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements ( <i>listed entity has flexibility regarding the placement of this disclosure</i> )																		
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company and Stakeholders Relationship Committee is responsible for implementation and oversight of the Business Responsibility policies.																	
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Stakeholders Relationship Committee of the Board of Directors of the Company is responsible on decision making on sustainability related issues.																	
10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The policies of the Company are reviewed periodically or on need basis by the Board. The effectiveness of the policies are reviewed and necessary changes to policies and procedures are implemented, if needed																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is in compliance with the regulations, as applicable to the Company. Further, the compliance certificate on applicable laws is taken from the respective department heads on an Annual basis. Further, the Company has obtained ISO certifications viz., ISO 9001:2015, ISO 14001:2015, ISO/IEC 27001:2013, ISO 20000-1:2018 and there is regular compliance audit process on annual basis																	
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	The evaluation of the working of its policies is being done internally.																	

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

#### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year: The employees of the Company undergo various programs

Segment	Total Number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	10	Annual / quarterly financial performance & reporting / business review / budgets, Regulatory framework and updates, Legal status and updates, Products and Services updates	100%
Key Managerial Personnel	10	Annual / quarterly financial performance & reporting / business review / budgets, Regulatory framework and updates, Legal status and updates, Products and Services updates	100%
Employees other than BODs and KMPs	18	Capital markets sessions, Crucial Conversation, POSH awareness training, Skill upgradation	33%
Workers	-	-	-

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):  
During the year, Company has not paid any fines/ penalties/ punishment/ award/ compounding fees/ settlement which are material in nature.

**Monetary**

	<b>NGRBC Principle</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>	<b>Amount (In INR)</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred? (Yes/No)</b>
Penalty/ Fine	NA	NA	NA	NA	NA
Settlement	NA	NA	NA	NA	NA
Compounding fee	NA	NA	NA	NA	NA

**Non-Monetary**

	<b>NGRBC Principle</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred? (Yes/No)</b>
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed: Not applicable.

<b>Case Details</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, our Code of Conduct complies with the legal requirements of applicable laws and regulations. All the policies are accessible at [www.63moons.com](http://www.63moons.com).

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

None

6. Details of complaints with regard to conflict of interest: NIL

	<b>FY 2023-24 (Current Financial Year)</b>		<b>FY 2022-23 (Previous Financial Year)</b>	
	<b>Number</b>	<b>Remarks</b>	<b>Number</b>	<b>Remarks</b>
Number of Complaints received in relation to issue of conflict of interest of the Director	NIL	NIL	NIL	NIL
Number of Complaints received in relation to issues of conflict of interest of the KMPs	NIL	NIL	NIL	NIL

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not applicable

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe****Essential Indicators**

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively. Not applicable

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
 b. If yes, what percentage of inputs were sourced sustainably?  
 Not applicable considering that the sourcing of materials is not significant part of the company's operations.
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.  
 63 moons does not manufacture any products, hence it is not applicable. However, 63 moons has waste management strategies in place for its own operations, as mentioned on page no. 32 of this Annual Report.
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. Not applicable.

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains****Essential Indicators**

1. a. Details of measures for the well-being of employees:  
 Please refer to the para on Human Resources on page no. 23 of this Annual Report.

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	671	671	100%	671	100%	NA	NA	671	100%	NA	NA
Female	192	192	100%	192	100%	192	100%	NA	NA	NA	NA
<b>Total</b>	<b>863</b>	<b>863</b>	<b>100%</b>	<b>863</b>	<b>100%</b>	<b>192</b>	<b>22%</b>	<b>671</b>	<b>78%</b>	<b>NA</b>	<b>NA</b>
<b>Other than Permanent employees</b>											
Male	49	37	76%	37	76%	NA	NA	NA	NA	NA	NA
Female	8	7	88%	7	88%	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>57</b>	<b>44</b>	<b>77%</b>	<b>44</b>	<b>77%</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

b. Details of measures for the well-being of workers: PL refer the response to 1.a. above.

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent workers</b>											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Other than Permanent workers</b>											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	No. of Employees covered as a % of total employees	No. of worker-s covered as a % of Total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of Employees covered as a % of total employees	No. of worker-s covered as a % of Total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	77.78%	-	Yes	77.30%	-	Yes
Gratuity	100%	-	Yes	100%	-	Yes
ESI	1.95%	-	Yes	3.40%	-	Yes
Others – Please Specify	NA	NA	NA	NA	NA	NA

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the office is accessible for persons with disabilities.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company have an equal opportunity policy as per the Rights of persons with Disabilities Act, 2016. All the policies are accessible to all the employees.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
<b>Total</b>	100%	100%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (if yes, then give details of the mechanism in brief)
Permanent Workers	The grievance redressal mechanism is available through various medium be it through policies, be it e-mail, be it personal meet with HR as well as with Management.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity: None

8. Details of training given to employees and workers:

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	671	448	67%	441	66%	632	NA	NA	191	30%
Female	192	125	65%	159	83%	162	NA	NA	67	41%
<b>Total</b>	<b>863</b>	<b>573</b>	<b>66%</b>	<b>600</b>	<b>70%</b>	<b>794</b>	<b>NA</b>	<b>NA</b>	<b>258</b>	<b>33%</b>
<b>Workers</b>										
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

9. Details of performance and career development reviews of employees and worker:

100% coverage for employees.

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	Under Process			632	632	100%
Female				162	162	100%
<b>Total</b>				794	794	100%
<b>Workers</b>						
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, the Company understands its obligations around occupational hazards and has prioritize actions towards health and safety of its employees. Refer Human Resource para on page no. 23 of Directors' Report. In addition to the above, canteen food is provided at subsidised rate & purified water is provided to all employees.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Company encourages proactive approach and reporting through defined channels available to employees.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N),

Yes, all health and safety related concerns can be raised to HR through e-mail.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)  
 Yes, First aid kits are provided on all floors reception. Wheel chair and stretcher is also available. Ambulance is arranged by the BMS team whenever required. Sick rooms are available for employees.

11. Details of safety related incidents, in the following format: no such safety related incidence has happened during the F.Y. 2023-24.

Safety Incident/Number	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Company has taken various initiatives to maintain hygiene & sanitation in the company premises. Hand sanitizer made available at all entry points, regular temperature and oxygen level checking done during covid period and is still continuing with the possible signs of come back of covid.

Access to company premises is controlled by Access control system and the security guards are available on all floors and at all entry/exit points. The premises is under CCTV surveillance to ensure security of employees and the premises. Fire safety equipments like fire extinguishers, smoke detectors are installed at the office premises.

13. Number of Complaints on the following made by employees and workers: NIL

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	---	0	0	----
Health & Safety	0	0	---	0	0	----

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	All the offices were assessed for health, safety and working condition as part of the business operating process.
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable. As no significant risks arising from assessments of health & safety practices and working conditions.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity.

The key stakeholders identified are employees, investors, customers and suppliers. Stakeholders expectations are taken into consideration while determining the organization’s materiality to ensure fair representation of key material areas.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as vulnerable & Marginalized Group	Channels of Communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Others)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ Others – Please Specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Email	Continuous	<ul style="list-style-type: none"> <li>Customer Satisfaction</li> <li>Product/ Services quality</li> </ul>
Employees	No	Email, Website	Continuous	<ul style="list-style-type: none"> <li>Learning opportunities</li> <li>Compensation Structure</li> <li>Growth prospects</li> <li>Developing safe work practices among employees</li> </ul>
Investors	No	Email, Newspaper, Website	Continuous	<ul style="list-style-type: none"> <li>Investors and Shareholders queries, Complaints</li> <li>Corporate Governance</li> </ul>

## PRINCIPLE 5 Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

During the financial year 2023-24 the Company didn't provide any training on human rights issues to its employees. However, the Company has imparted training on POSH through its online assessment training module. Further, in the coming years the Company will take endeavour to provide various other trainings to its employees.

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	863	15	1.73%	794	10	1.26%
Other permanent	57	0	0%	40	0	0%
<b>Total Employees</b>	920	15	1.63%	834	0	1.20%
<b>Workers</b>						
Permanent	NA	NA	NA	NA	NA	NA
Other permanent	NA	NA	NA	NA	NA	NA
<b>Total Employees</b>	NA	NA	NA	NA	NA	NA



2. Details of minimum wages paid to employees and workers, in the following format:

All employees and Contractors have been paid more than the minimum wage in accordance with the applicable laws.

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
<b>Permanent</b>										
Male	671	NA	NA	671	100%	632	NA	NA	632	100%
Female	192	NA	NA	192	100%	162	NA	NA	162	100%
<b>Other than Permanent</b>										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Workers</b>										
<b>Permanent</b>										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Other than Permanent</b>										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

3. Details of remuneration/salary/wages, in the following format:

Please refer Annexure IV on page no. 36 of the Annual Report for KMP and for BOD, please refer page no. 81 of corporate governance report.

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	8	Ref page no. 81 of Corporate governance report	1	Ref page no 81 of Corporate governance report
Key Managerial Personnel (KMP)	3	Refer Annexure IV to Directors' Report.	NIL	NA
Employees other than BoD and KMP	668	10,65,000	192	7,07,500
Workers	-	-	-	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, Mr. Pravin Sawant, CHRO, is responsible for addressing human rights issue.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Company has grievance redressal mechanism which is governed in accordance with Code of Conduct. In addition, Company has Whistleblower mechanism to report and take appropriate action on any such practices.

6. Number of Complaints on the following made by employees and workers:

There have been no complaints made by the employees during the past two years.

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/ Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Code of Business Conduct & Ethics and Whistle Blower Policy provides the mechanism to prevent adverse consequences to the complainant discrimination and harassment cases.

8. Do human rights requirements form part of your business agreements and contracts?

(Yes/No) Yes.

9. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	0
Forced/involuntary labour	0
Sexual harassment	0
Discrimination at workplace	0
Wages	0
Others – please specify	0

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

We conduct periodical review to address risks and escalate to the next level in case of any issues. We ensure all applicable statutory compliances regarding minimum wages and strictly prohibit employment of child labour.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total electricity consumption (A)	44,88,720 Units	45,07,226 Units
Total fuel consumption (B)	2,600 Units	2981 Units
Energy consumption through other sources (C) Solar	65,609 Units	63,316 Units
Total energy consumption (A+B+C)	45,56,929 Units	45,73,523 Units
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	NA	NA
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency: No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, the Company is not covered under Performance, Achieve and Trade(PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	14,185 KL	14,140 KL
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	14,185 KL	14,140 KL
<b>Total volume of water consumption (in kilolitres)</b>	14,185 KL	14,140 KL
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	NIL	NIL
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	NIL	NIL

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency: No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not applicable. Water is recycled as per the practice of the office building maintenance agencies.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format: Air emissions (other than GHG emissions) by the entity are insignificant and not being tracked.

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx		NA	NA
Sox		NA	NA
Particulate matter (PM)		NA	NA
Persistent organic pollutants (POP)		NA	NA
Volatile organic compounds (VOC)		NA	NA
Hazardous air pollutants (HAP)		NA	NA
Others – please Specify		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency: No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of CO<sub>2</sub> equivalent</i>	NA	NA
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of CO<sub>2</sub> equivalent</i>	NA	NA
Total Scope 1 and Scope 2 emissions per rupee of Turnover		NA	NA
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency: No

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details. No
8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	0.574	1.20
E-waste (B)	NA	NA
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	NA	NA
Battery waste (E)	NA	NA
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	NA	NA
Other Non-hazardous waste generated (H). <i>Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)</i>	NA	NA
<b>Total (A+B + C + D + E + F + G + H)</b>	0.574	1.20

**For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)**

Category of waste		
(i) Recycled	0.574	1.20
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
<b>Total</b>		

**For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)**

Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
<b>Total</b>		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency: No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Your Company being an IT company, does not manufacture physical products and therefore does not use hazardous or toxic chemicals in any of the process. The waste generated by the company is disposed through government approved e-waste recyclers.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of our offices are in/around ecologically sensitive areas.

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	NA	NA	NA
	NA	NA	NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the Company is complied with applicable environmental laws/regulations/ guidelines

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	NA	NA	NA	NA

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

1. a. Number of affiliations with trade and industry chambers/ associations.  
ASSOCHAM, FICCI, CII, EU, AIMA
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	ASSOCHAM	National
2	FICCI	National
3	CII	National
4	EU	National
5	AIMA	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

None

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development****Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

As per provisions governing CSR activities, the Company will conduct SIA's, wherever applicable.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not applicable

S. No.	Name of project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
NA	NA	NA	NA	NA	NA	NA
NA	NA	NA	NA	NA	NA	NA

3. Describe the mechanisms to receive and redress grievances of the community.

The Community stakeholders have the option of sharing their concerns with us through e-mail mentioned on our website, in addition to the Grievance Redressal.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Not applicable, being a software Company.

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	-	-
Sourced directly from within the district and neighbouring districts	-	-

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner****Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.  
Customers may raise grievances through the respective Customer account managers or by sending email at info@63moons.com

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:  
Not applicable

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

3. Number of consumer complaints in respect of the following: The Company is committed to deliver the services and solutions which exceeds customer expectations. No severe/serious complaints from customers were received.

	FY 2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	None	None	None	None	None	None
Advertising	None	None	None	None	None	None
Cyber-security	None	None	None	None	None	None
Delivery of essential services	None	None	None	None	None	None
Restrictive Trade Practices	None	None	None	None	None	None
Unfair Trade Practices	None	None	None	None	None	None
Other	None	None	None	None	None	None

4. Details of instances of product recalls on account of safety issues: Not applicable

	<b>Number</b>	<b>Reasons for recall</b>
Voluntary recalls	NA	NA
Forced recalls	NA	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, 63 moons is committed towards protecting the data of its customers and employees. 63 moons also have a business contingency plan for mitigation in case of cyber security issues or data breaches.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:

No regulatory action has been done regarding advertising, essential services, cyber security, data privacy or product recalls.



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# **CORPORATE GOVERNANCE**

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# CORPORATE GOVERNANCE

## REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the detailed report on Corporate Governance of 63 moons technologies limited for the Financial Year 2023-24 is set out hereunder:

### 1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

Your Company's corporate governance is based on a philosophy of trusteeship, transparency, empowerment, accountability, consistency and ethical corporate behaviour.

Your Company adheres to the corporate practices as per the applicable Listing Regulations and also constantly strives to adopt globally emerging best practices.

The Company's governance framework is based on the following principles:

- Well informed and Independent Board to ensure highest standards of corporate governance;
- Systems and processes in place for Internal control;
- Board overseeing function of Company's Management and thus protects long term interests of stakeholders;
- Timely disclosure of requisite material, operational and financial information to the stakeholders.

The Company is in compliance with the applicable provisions of the Listing Regulations.

#### Governance Structure

The Corporate Governance structure at 63 moons technologies limited is as follows:

- a) Board of Directors:** The Board provides leadership, guidance, objective and an independent view to the Company's management to have long-term vision to improve the quality of governance and ensuring that the management complies with ethics, transparency and disclosure requirements. The Company has an established framework for the meetings of the Board and Board Committees. The Board periodically reviews related party transactions, risk mitigation measures, presentations from MD & CEO, Business heads, CFO and Company Secretary.
- b) Committees of the Board:** Board Committees are the pillar of corporate governance. In this background various committees, statutory as well as non-statutory, are formed, for improving Board effectiveness and efficiency where more focused, specialized and technically oriented discussions are required. Committees enable better management of the Board's time and allow in-depth scrutiny and focused attention. The Board has constituted the following mandatory committees viz., Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Stakeholders Relationship Committee and Risk Management Committee apart from non-mandatory committees mentioned elsewhere in this report. Each of the Committees has been mandated to operate within a given framework.

#### Governance Policies

The Company has adopted various codes and policies to carry out the duties in an ethical manner and to ensure transparency in dealing with all stakeholders. Some of the codes and policies are:

- Code of Conduct for Board and Senior Management
- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Vigil Mechanism and Whistle Blower Policy

- Corporate Social Responsibility Policy
- Policy for determining Material Subsidiaries
- Policy on Related Party Transactions
- Policy for determination of materiality of event or information
- Nomination and Remuneration Policy
- Archival Policy

## 2. BOARD OF DIRECTORS (BOARD)

### 2.1 Composition and Category of Board of Directors

The Board comprises an optimum combination of Executive and Non-Executive (Independent and Non-Independent) Directors with a good mix of age, experience & background which enables the Board to discharge its responsibilities and provide effective entrepreneurial leadership to the business. As on 31st March 2024, the Board consisted of eight (8) professionally competent members comprising one Managing Director, one Whole-time Director, three Independent Directors and three Non-Independent Non-Executive Directors. The Composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The position of the Chairman and Chief Executive Officer is held by separate individuals, where the Chairman of the Board is a Non-Independent Non-Executive Director. None of the Directors of your Company are inter-se related to each other. The composition of the Board as on date is as per the table given below:

Name of Director	Director Identification Number (DIN)	Designation	Category	Shareholding in the Company as of 31st March, 2024 (No. of shares)
Mr. Venkat Chary	00273036	Chairman	Non-Independent, Non-Executive Director	Nil
Justice Deepak Verma (Retd.)	07489985	Director	Independent, Non-Executive Director	Nil
Mrs. Chitkala Zutshi	07684586	Director	Independent, Non-Executive Director	Nil
Mr. Suresh Salvi <sup>1</sup>	07636298	Director	Independent, Non-Executive Director	Nil
Mr. Kanekal Chandrasekhar	06861358	Director	Independent, Non-Executive Director	Nil
Mr. Sunil Shah	02569359	Director	Non-Independent, Non-Executive Director	Nil
Mr. Devender Singh Rawat	02587354	Director	Non-Independent, Non-Executive Director	Nil
Mr. S. Rajendran	02686150	Managing Director & CEO	Executive Director	Nil
Mr. Devendra Agrawal	03579332	Whole-time Director & CFO	Executive Director	200
Mr. Satyananda Mishra <sup>2</sup>	01807198	Director	Nominee Director	Nil
Dr. Malini V. Shankar <sup>3</sup>	01602529	Director	Nominee Director	Nil
Mr. Parveen Kumar Gupta <sup>4</sup>	02895343	Director	Nominee Director	Nil

<sup>1</sup> Ceased to be an Independent Director of the Company on completion of his first term of two consecutive years at the close of business hours on September 17, 2023.

<sup>2,3,4</sup> Based on Hon'ble NCLAT order dated 12th March, 2020, Ministry of Corporate Affairs (MCA) vide its order dated 16th March, 2020 had communicated to the Company about appointment of three Nominee Directors on their Board with immediate effect. The Company had filed an appeal challenging the order dated 12th March, 2020, passed by Hon'ble NCLAT before Hon'ble Supreme Court along with an application for stay of the Order passed by MCA. Hon'ble Supreme Court has vide its order dated 9th March, 2022 stayed the NCLAT order and consequently MCA order dated 16th March, 2020 remain stayed.

## 2.2 Independent Directors

Independent Directors are non-executive directors as defined under Regulation 16 (1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act alongwith Rules framed thereunder. Independent Directors bring objective view and valuable outside perspective to the Board deliberations. They act as the guardians of the interest of all stakeholders, especially in the areas of potential conflict of interest. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence laid down under the Companies Act, 2013 and the Listing Regulations. Further, pursuant to the notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Independent Directors have completed the registration with the Independent Directors Databank and the Company has received requisite disclosures in this regard. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfil the conditions of independence specified in the Listing Regulations and are independent of the management of the Company.

A formal letter of appointment stating the terms and conditions of appointment of Independent Director as required under the Companies Act, 2013 and the Listing Regulations is posted on the website of the Company (Weblink: [www.63moons.com/investors/corporate-governance/policies/terms-and-conditions-of-appointment-of-Independent-Director.pdf](http://www.63moons.com/investors/corporate-governance/policies/terms-and-conditions-of-appointment-of-Independent-Director.pdf))

## 2.3 Skills, Expertise and Competencies of Directors

Considering, the present state of affairs of the Company mainly revolving around treasury management, existing business operation, follow up on numerous legal cases, general corporate governance, support of administration etc, the Board identified the following core skills / expertise / competencies amongst its members for the Board to function effectively:

- Legal and Regulatory compliance;
- Treasury management, banking & investments;
- Corporate Governance;
- Functional and managerial experience, knowledge and skills in accounting, finance and audit, Taxation, general management practices, crisis response and management, human resources, risk management, senior level government experience and academic background;
- Diversity of thought, experience, knowledge, perspective, gender and culture.

### Board Membership Criteria/skills:

The Board comprises of the eminent personalities and leaders in their respective fields. The NRC alongwith the Board identifies the candidate based on well defined selection criteria viz., qualifications, skills, expertise, diversity and experience etc. In case of appointment of Independent Directors, NRC Committee satisfy itself with regards to the independence of Directors to enable the Board to discharge its functions and duties effectively. As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered themselves with the Independent Directors Databank. The Board and NRC ensures that the candidates identified for appointment as Directors are not disqualified for appointment under section 164 and other applicable provisions of the Companies Act, 2013.

The NRC has identified the following core skills, expertise and competencies required in the context of the Company's business which are available with the Board:

Skills	Definition
Wide Management and Leadership experience	Strong management and leadership experience, strategic planning, operations in technology, banking, investments and finance, senior level Government experience and academic administration.
Strategy and Planning	Advising and guiding management team in deciding various business related strategies, decision making process in uncertain environment.
Corporate Governance, Risk and compliance	Experience in developing best governance practices, managing stakeholders interest and Company's responsibility towards customers, employees, suppliers, regulatory bodies. To identify key risks associated with the Company including legal, regulatory framework and its mitigation.
Functional and managerial experience	Knowledge and skills in Accounting and finance, Taxation, crisis response and management, industry knowledge, sales and marketing.
Global exposure	Understanding of global business dynamics across various international markets and guiding the management.

## 2.4 Board Meetings

Decisions relating to business strategies, legal issues, risks, policies and operations of the Company are arrived at the meetings of the Board held periodically. The notice and detailed agenda along with relevant notes and other material information are provided to the Directors in a timely manner to enable them to prepare for the Board Meeting. However, in case of Business exigencies, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is duly noted in the subsequent Board meeting.

### 2.4.1 Number of Board Meetings held and the dates thereof

The Board of Directors met four (4) times during the year. The dates of meetings being 24th May 2023, 08th August 2023, 08th November 2023 and 12th February 2024.

Necessary quorum was present in all the meetings convened after adequate notice as required by law.

### 2.4.2 Attendance at the Board Meetings and the last Annual General Meeting

The table mentioned below gives the attendance record of Directors at the Board Meetings held during FY 2023-24 as well as the last Annual General Meeting, which was held on 27th September 2023. It also gives details of the number of other Directorships and Chairmanship / Membership of Committees, such Directors hold in various public companies, as on 31st March 2024.

Name of Director	No. of Board Meetings held during respective tenure of Director	Attendance Particulars		No. of other Directorships and Committee Membership / Chairmanship		
		Board Meetings	Last AGM	Committee		
				Directorship of other Indian Public Companies	Member-ship	Chairman-ship
Mr. Venkat Chary	4	3	Yes	-	-	-
Justice Deepak Verma (Retd.)	4	4	Yes	2	2	1
Mrs. Chitkala Zutshi	4	4	Yes	1	-	-
Mr. Kanekal Chandrasekhar	4	4	Yes	1	2	2
Mr. Sunil Shah	4	4	Yes	1	-	-
Mr. Devender Singh Rawat	4	4	Yes	-	-	-
Mr. S. Rajendran	4	4	Yes	-	-	-
Mr. Devendra Agrawal	4	4	Yes	4	-	-

The table mentioned below gives the attendance record of ex-Directors (i.e. those who ceased to be Directors during the FY 2023-24) at the Board Meetings held during FY 2023-24 as well as the last Annual General Meeting. It also gives details of the number of other Directorships and Chairmanship / Membership of Committees, such Directors holds in various Companies, on the date of their cessation.

Name of Director	No. of Board Meetings held during respective tenure of Director	Attendance Particulars		No. of other Directorships and Committee Membership / Chairmanship		
		Board Meetings	Last AGM	Committee		
				Directorship of other Indian Public Companies	Member-ship	Chairman-ship
Mr. Suresh Salvi*	2	2	NA	-	-	-

\* Ceased to be an Independent Director of the Company on completion of his first term of two consecutive years at the close of business hours on September 17, 2023.

**Notes:**

1. Comprises directorship, membership & chairmanship of committees of only Indian Public Limited Companies.
2. The committees considered for the above purpose are those as specified in Regulation 26 of the Listing Regulations i.e. Audit Committee and Stakeholders Relationship Committee.
3. None of the Directors on the Board hold directorship in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.
4. Brief profile of each of the above Directors is available on the Company's website ([www.63moons.com](http://www.63moons.com))

**2.4.3 Board Support**

The Company Secretary attends the Board / Committee meetings and provides inputs to the Board on Compliances with applicable laws and governance.

**2.4.4 Post meeting mechanism**

The important decisions taken at Board / Committee meetings are communicated to the concerned departments / divisions by Secretarial dept.

**2.4.5 Familiarization programme for Independent Directors**

The Company had conducted various sessions during the financial year to familiarize Independent Directors with the Company's annual / quarterly financial performance & reporting / business review / budgets, regulatory framework and updates, legal status and updates etc.

The details of such familiarization programs are displayed on the website of the Company and can be accessed at [www.63moons.com/investors/corporate-governance/policies/familiarization-programme-FY2023-24.pdf](http://www.63moons.com/investors/corporate-governance/policies/familiarization-programme-FY2023-24.pdf)

At the time of appointing a Director, a formal letter of appointment is given to the Independent Directors, which explains the role, function, duties and responsibilities expected from a Director of the Company. The Director is also explained in detail the compliance required under the Companies Act, 2013, applicable listing regulations and other relevant regulations and affirmation taken from the Directors, with respect to the same.

**2.4.6 Code of Conduct**

The Company has formulated and implemented a Code of Conduct for the Board of Directors and Senior Management of the Company (one level below the Board). Annual affirmation of compliance with the Code has been made by the Directors and Senior Management of the Company. The Code has also been posted on the website of the Company (Weblink: [www.63moons.com/investors/corporate-governance/policies/code-of-conduct.pdf](http://www.63moons.com/investors/corporate-governance/policies/code-of-conduct.pdf)). The necessary declaration by the Managing Director & CEO of the Company regarding compliance of the Code of Conduct by Directors and Senior Management of the Company for the financial year ended 31st March 2024 forms a part of the Corporate Governance Report.

**2.4.7 Conflict of Interest**

The Company's code of conduct provides for the Directors / Senior management / Employees to avoid in dealings which may be in conflict with the interest of the Company. If such an interest exists, they are required to make adequate disclosures to the Board or to the Compliance officer of the Company. An Interested Director neither participates in the meeting nor votes in respect of any item in which he is interested. The Board members inform the Company on an annual basis about their Directorship and Committee positions in other companies including Chairmanship and notifies changes during the year. Such disclosures are placed before the Board. Members of the Board avoid conflict of interest in the decision making process, while discharging their duties.

**2.4.8 Insider Trading Policy**

The Company has formulated 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons', 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Policy for Procedure of Inquiry in case of leak of UPSI' in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 to deter the insider trading in the securities of the Company based on Unpublished Price Sensitive Information (UPSI). The aforesaid policies are amended from time to time reflecting the changes brought in by SEBI in the Insider Trading Regulations. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company (Weblink: [www.63moons.com/investors/corporate-governance/policies/code-of-practices-and-procedures-for-fair-disclosure-of-upsi.pdf](http://www.63moons.com/investors/corporate-governance/policies/code-of-practices-and-procedures-for-fair-disclosure-of-upsi.pdf))

**2.5 The details of directorship of the Company's Directors in other Indian public limited Companies as on 31st March 2024 are given below:**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Other Listed Company Directorship (alongwith category of directorship)</b>	<b>Other Directorship details</b>
1	Mr. Venkat Chary	Nil	Nil
2	Justice Deepak Verma (Retd.)	Nil	Ticker Limited Alpex Solar Limited
3	Mrs. Chitkala Zutshi	Birla Corporation Limited – Independent Director	Nil
4	Mr. Kanekal Chandrasekhar	Nil	Trualt Bioenergy Limited
5	Mr. Sunil Shah	Nil	NTT Data Payment Services India Limited
6	Mr. Devender Singh Rawat	Nil	Nil
7	Mr. Devendra Agrawal	Nil	(i) IBS Forex Limited (under Liquidation), (ii) Financial Technologies Communications Limited, (iii) 63SATS Global Cyber Technologies Networks Limited (Formerly Global Payment Networks Limited), (iv) FT Knowledge Management Company Limited
8	Mr. S. Rajendran	Nil	Nil

The details of directorship of the Company's ex-Directors (i.e. those who ceased to be Directors during FY 2023-24) in other Indian public Companies on the date of their cessation are given below:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Other Listed Company Directorship (alongwith category of directorship)</b>	<b>Other Directorship details</b>
1	Mr. Suresh Salvi	Nil	Nil

**2.6 Information provided to the Board**

The Board of the Company is presented with all the information whenever applicable and materially significant. This information is submitted either as a part of agenda papers or tabled before the Board Meeting or circulated to the members of the Board. This information inter-alia includes:

- Annual operating plans and budgets and half yearly review on its adherence.
- Capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.



- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Quarterly Corporate Governance report and other periodical disclosures as submitted to stock exchanges.
- Quarterly Legal MIS and status update on ongoing legal cases.
- Quarterly review and noting of Related Party Transactions.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

### 3 BOARD COMMITTEES:

Details of the Board Committees are provided hereunder:

#### a) Audit Committee

Mrs. Chitkala Zutshi – Independent Director (Chairperson of the Committee)  
 Mr. Venkat Chary – Non-Executive Director  
 Mr. Kanekal Chandrasekhar – Independent Director

#### b) Nomination & Remuneration Committee

Mr. Kanekal Chandrasekhar – Independent Director (Chairman of the Committee)  
 Mr. Venkat Chary – Non-Executive Director  
 Mrs. Chitkala Zutshi – Independent Director

#### c) Stakeholders' Relationship Committee

Mr. Deepak Verma – Independent Director (Chairman of the Committee)  
 Mr. Venkat Chary – Non-Executive Director  
 Mr. S. Rajendran – MD & CEO

#### d) Corporate Social Responsibility Committee

Mrs. Chitkala Zutshi – Independent Director (Chairperson of the Committee)  
 Mr. Sunil Shah – Non-Executive Director  
 Mr. S. Rajendran – MD & CEO

#### e) Risk Management Committee

Mr. Kanekal Chandrasekhar – Independent Director (Chairman of the Committee)  
 Mr. S. Rajendran – MD & CEO  
 Mr. Devendra Agrawal – Whole-time Director & CFO

#### f) Investment Committee

Mr. Kanekal Chandrasekhar – Independent Director  
 Mr. Sunil Shah – Non-Executive Director  
 Mr. S. Rajendran – MD & CEO  
 Mr. Devendra Agrawal – Whole-time Director & CFO

#### g) Restructuring Committee

Mr. Venkat Chary – Non-Executive Director (Chairman of the Committee)  
 Mrs. Chitkala Zutshi – Independent Director  
 Mr. Kanekal Chandrasekhar – Independent Director  
 Mr. S. Rajendran – MD & CEO

#### h) Governance Committee

Mr. Kanekal Chandrasekhar – Independent Director (Chairman of the Committee)  
 Mr. Sunil Shah – Non-Executive Director  
 Mr. Devendra Agrawal – Whole-time Director & CFO

#### i) MCX Sub-Committee

Mrs. Chitkala Zutshi – Independent Director  
 Mr. Kanekal Chandrasekhar – Independent Director  
 Mr. S. Rajendran – MD & CEO  
 Mr. Devendra Agrawal – Whole-time Director & CFO

**j) National Company Law Tribunal Committee (NCLT Committee)\***

Justice G. P. Mathur (Retd.) – Appointed by NCLT

Dr. Anup K. Pujari – Nominated by Union of India

Mr. Kanekal Chandrasekhar – Independent Director

Mr. S. Rajendran – MD & CEO

Mrs. Chitkala Zutshi – Independent Director

*\*Constituted by NCLT, New Delhi*

**4 AUDIT COMMITTEE****4.1 Composition, Names of Members and Chairperson**

The Audit Committee comprises of two Independent Directors and one Non-Executive Director:

<b>Name of the Member</b>	<b>Designation</b>	<b>Category</b>
Mrs. Chitkala Zutshi	Chairperson	Independent Director
Mr. Venkat Chary	Member	Non-Executive Director
Mr. Kanekal Chandrasekhar	Member	Independent Director

The Composition of the Audit Committee is in compliance with the provisions of Section 177 of the Companies Act 2013 and Regulation 18 of the Listing Regulations.

**4.2 Powers of the Audit Committee**

- To call for comments on Auditor's Report, about internal control systems, the scope of the audit, including the observations of the auditors and review of financial statements before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- To investigate any activity within its terms of reference and shall have full access to the information and records of the Company.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

**4.3 Brief Description of terms of reference / Responsibility of the Audit Committee**

The brief terms of reference of the Audit Committee, inter alia, include,

- 4.3.1 Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 4.3.2 Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 4.3.3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4.3.4 Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013, as may be applicable.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Modified opinion(s) in the draft audit report
- 4.3.5 Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 4.3.6 Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate

- recommendations to the Board to take up steps in this matter;
- 4.3.7 Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 4.3.8 Approval or any subsequent modification of transactions of the Company with related parties;
- 4.3.9 Scrutiny of inter-corporate loans and investments;
- 4.3.10 Valuation of undertakings or assets of the Company, wherever it is necessary;
- 4.3.11 Evaluation of internal financial controls and risk management systems;
- 4.3.12 Reviewing with the management performance of statutory and internal auditors and adequacy of the internal control systems;
- 4.3.13 Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 4.3.14 Discussion with internal auditors of any significant findings and follow up there on;
- 4.3.15 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 4.3.16 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 4.3.17 To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 4.3.18 To review the functioning of the Whistle Blower mechanism / Vigil Mechanism;
- 4.3.19 Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 4.3.20 Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 4.3.21 Reviewing the utilization of loans and / or advances from / investment by the holding Company in the subsidiary exceeding Rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower.

#### 4.4 Review of information by Audit Committee

The Audit Committee reviews the following information:

- 4.4.1 Management discussion and analysis of financial condition and results of operations;
- 4.4.2 Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4.4.3 Internal audit reports relating to internal control weaknesses; and
- 4.4.4 The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- 4.4.5 Statement of deviations:
- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
  - annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.

#### 4.5 Meetings and attendance

The Audit Committee met four (4) times during the year. The dates of the meeting being 23rd May 2023, 07th August 2023, 08th November 2023 and 12th February 2024. The MD & CEO, Chief Finance Officer, Partners / Representatives of the Statutory Auditors and the Internal Auditors were some of the invitees to the Audit Committee meetings. The Company Secretary of the Company acts as the secretary to the Committee. The Internal Auditor reports directly to the Audit Committee.

Name of the Member	No. of Audit Committee Meetings held during the tenure of Members	Attendance Particulars
Mrs. Chitkala Zutshi	4	4
Mr. Venkat Chary	4	3
Mr. Kanekal Chandrasekhar	4	4

#### 4.6 Internal Controls and Governance Processes

The Company has appointed a firm of Chartered Accountants as Internal Auditors to inter alia review and report on the internal control system. The report of the Internal Auditors is reviewed by the Audit Committee. The Internal Auditors attend the meetings of the Audit Committee on regular basis and submit their recommendations to the Audit Committee which provides a road map for future action.

### 5 NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomination and Remuneration Committee has been constituted to meet the requirements of Section 178 of the Companies Act 2013 and Regulation 19 of the Listing Regulations.

#### 5.1 Composition, Names of Members and Chairperson:

The Nomination and Remuneration Committee comprises of two Independent Directors & one Non-Executive Director:

Name of the Member	Designation	Category
Mr. Kanekal Chandrasekhar	Chairman	Independent Director
Mr. Venkat Chary	Member	Non-Executive Director
Mrs. Chitkala Zutshi	Member	Independent Director

#### 5.2 Brief Description of terms of reference

The Role, terms of reference and powers of Nomination and Remuneration Committee (NRC), inter alia, includes the following:

- 5.2.1 To identify persons who are qualified to become Directors and who may be appointed in the senior management;
- 5.2.2 To formulate a criteria for determining qualifications, positive attributes and independence of a director;
- 5.2.3 To recommend to the Board, appointment and removal of the identified directors and senior management personnel based on the laid down criteria and formulated policy;
- 5.2.4 To formulate criteria for evaluation of Independent Directors and the Board and shall carry out evaluation of every director's performance;
- 5.2.5 To review the performance of the Managing Director and Whole-time Director and recommend to the Board in this regard;
- 5.2.6 To devise a policy on the Board diversity;
- 5.2.7 To recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees. Also, to recommend to the Board, all remuneration, in whatever form, payable to senior management;
- 5.2.8 To review the overall compensation policy and service agreements of the Managing Director and Whole-time Directors and other employees of appropriate cadres;
- 5.2.9 To evaluate the remuneration paid by comparable organizations;
- 5.2.10 To monitor and implement the ESOS / ESOP Scheme and also formulate such schemes hereafter for grant of Stock Options to the employees including the Managing and the Whole-time Director (other than Promoter Directors) in accordance with the relevant regulations in force at the time; To issue and allot equity shares and recommend the same to the Board for its consideration and monitor proper implementation thereof;
- 5.2.11 The Committee discharges such other function(s) or exercise such power(s) delegated to the Committee by the Board from time to time.

During the year under review, the Committee met three (3) times viz. 24th May 2023, 08th August 2023 and 8th November 2023.

Name of the Member	No. of Nomination & Remuneration Committee Meetings held during the tenure of the member	Attendance Particulars
Mr. Kanekal Chandrasekhar	3	3
Mr. Venkat Chary	3	2
Mrs. Chitkala Zutshi	3	3

### 5.3 Nomination and Remuneration Policy

Pursuant to Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which has following objectives:

- guide and recommend to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management personnel.
- to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel.
- to ratify / approve, the appointment / removal / remuneration of Senior Management and other employees, other than Executive Directors and KMPs. For Senior Management & other employees, the Committee shall consider the recommendation of the MD & CEO and / or HR Head.

The policy is placed on Company website [www.63moons.com/investors/corporate-governance/policies/Nomination-and-Remuneration-Policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/Nomination-and-Remuneration-Policy.pdf).

### 5.4 Performance evaluation criteria

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates evaluation of performance of Independent Directors, Non-Independent Directors and Chairman. The Board has carried out the annual evaluation of its own performance, its committees and its Directors individually. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Performance evaluation of Independent Directors was done by the entire Board of Directors, excluding the Directors being evaluated. The performance evaluation criterion for Independent Directors is determined by Nomination and Remuneration Committee. Factors considered for performance evaluation of Independent Directors include commitment to fulfilment to the Directors obligations and fiduciary responsibilities, participation and contribution by a Director, independence of behaviour and judgement, ability to address challenges and risk, effective deployment of knowledge and expertise, long term strategic planning, effective management of relationship with stakeholders, maintenance of confidentiality & integrity, objective view in evaluation of performance of board and management, etc. The performance evaluation of Managing Director, Whole-time Director and the non-executive Directors was carried out by the NRC as well as Independent directors in their independent meeting.

### 5.5 Directors' Remuneration

- Remuneration paid to the Executive Directors

The aggregate value of salary, perquisites paid for the year ended 31st March 2024 to the Managing Director and Whole-time Director are as follows:

(₹ in lakhs)			
PARTICULARS	S. Rajendran (Managing Director & CEO)	Devendra Agrawal (Whole-time Director & CFO)	Total
Salaries and Allowances*	177.37	72.80	250.17
Monetary value of perquisites	-	-	-
Commission	-	-	-
<b>TOTAL</b>	<b>177.37</b>	<b>72.80</b>	<b>250.17</b>

\*Post-employment benefits which are actuarially determined on overall basis are not included.

\*The above remuneration includes basic salary, allowances, taxable value of perquisites excluding Company contribution towards PF etc. It excludes gratuity and compensated absences which are actuarially valued and where separate amounts are not identifiable and which are paid on termination of services.

\*Remuneration in respect of Employee Stock Option Scheme is considered at the time of exercise of option at a perquisite value as defined under Income Tax Act, 1961

\*The Company has entered into agreements with Managing Director and Executive directors. Services of the Managing Director and Executive Directors may be terminated by either party, giving the other party three months' notice or by paying gross salary for the deficient notice period.

## ii. Remuneration paid to the Non-Executive Directors

The criteria of making payments to Non-Executive Directors:

The Nomination and Remuneration Committee considers and is bound by the statutory requirements, interests of the Company and its stakeholders and such other factors as it deems appropriate while making proposal for compensation for the Board of the Company. Contribution of the Non-Executive Directors in the Board and Committee Meetings, time devoted by them, participation in strategic decision making, timely guidance to the Board on various matters of the Company, performance of the Company and industry practices and benchmarks form the main criteria for determining payments to Non-Executive Directors. The Non-Executive Director(s) may receive Sitting fees for attending meetings of the Board or Committee thereof or any other meeting within the limits prescribed under Companies Act, 2013. In addition to the sitting fees, a Non-Executive Director can be paid fee if such Director renders any service(s) of Professional nature to the Company which in the opinion of the Nomination and Remuneration Committee requires specific judgement and skills for the practice of that particular profession.

The Company pays following sitting fees per meeting to the Non-Executive Directors for attending various meetings:

1. Board Meeting: ₹ 100,000/-
2. Audit Committee, MCX Sub-Committee and Independent Directors Meeting: ₹ 50,000/-
3. Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee, Restructuring Committee, Investment Committee & Governance Committee: ₹ 25,000/-
4. National Company Law Tribunal Committee: ₹ 100,000/-

Gross sitting fees for the year ended 31st March 2024 is as follows:

Name of the Director	Total (₹)
Mr. Venkat Chary	5,50,000
Mr. Sunil Shah	5,75,000
Mr. Suresh Salvi <sup>1</sup>	2,25,000
Justice Deepak Verma (Retd.)	4,75,000
Mrs. Chitkala Zutshi	10,25,000
Mr. Kanekal Chandrasekhar	11,75,000
Mr. Devender Singh Rawat	4,00,000

<sup>1</sup> Ceased to be an Independent Director at the close of business hours on September 17, 2023.

During the year, the Non-Executive Directors were not issued any stock options by the Company. For the details of shares held by Directors, refer section 2.1 of this Report.

Payment of Rs. 21.6 lakhs each was made to Mr. Sunil Shah and to Mr. Devender Singh Rawat towards professional fees during the financial year 2023-24.

As per the details given hereunder, the commission, for Non-Executive Directors, provided for the year ended March 31, 2023 was paid during the FY 2023-24 after adoption of the accounts by the shareholders at the Annual General Meeting held on 27th September, 2023:

Name of the Director	Total (₹)
Mr. Venkat Chary	25,50,000
Mr. Sunil Shah	4,00,000
Mr. Suresh Salvi <sup>1</sup>	17,00,000
Justice Deepak Verma (Retd.)	25,00,000
Mrs. Chitkala Zutshi	25,00,000
Mr. Kanekal Chandrasekhar	24,50,000
Mr. Devender Singh Rawat	4,00,000

<sup>1</sup> Ceased to be an Independent Director at the close of business hours on September 17, 2023.

## 6 STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of Stakeholders Relationship Committee is in compliance with Section 178(5) of the Companies Act 2013 and Regulation 20 of the Listing Regulations.

### 6.1 Composition, Names of Members and Chairperson

The Committee comprises of:

Name of the Member	Designation	Category
Mr. Suresh Salvi <sup>1</sup>	Chairman	Independent Director
Mr. Justice Deepak Verma <sup>2</sup>	Chairman	Independent Director
Mr. Venkat Chary	Member	Non-Executive Director
Mr. S. Rajendran	Member	MD & CEO

<sup>1</sup>Ceased as Chairman on completion of his first term of two consecutive years w.e.f. September 17, 2023

<sup>2</sup>Appointed as Chairman w.e.f. September 18, 2023

### 6.2 Compliance Officer

Mr. Hariraj S. Chouhan, Sr. Vice-President & Company Secretary is the Compliance Officer and can be contacted at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400 093.

T: +91-22-6686 8010 | F: +91-22-67250257 | E: info@63moons.com

### 6.3 Brief Description of terms of reference

The Scope of the Committee inter alia includes:

- 6.3.1 Approval of transfer and transmission of shares, issuance of duplicate share certificates and reviews all the matters connected with share transfers. The Committee also looks into the redressal of shareholders / investors complaints related to transfer of shares, non-receipt of Annual Report, non- receipt of dividends etc. received directly or through SEBI (SCORES), Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies etc. Moreover, the Committee oversees the performance of the Registrar & Share Transfer Agent of the Company.
- 6.3.2 Consideration and resolution / redressal of the grievances of the security holders of the Company. The Committee met once during the year under review on 8th November 2023.

Name of the Member	No. of Stakeholders Relationship Committee Meetings held during the tenure of the member	Attendance Particulars
Mr. Suresh Salvi	-	-
Mr. Deepak Verma	1	1
Mr. Venkat Chary	1	1
Mr. S. Rajendran	1	1

The status of nature of complaints received, resolved and pending during the financial year ended 31st March 2024

Nature of Complaints	Received	Resolved	Pending
Non receipt of dividend	2	2	0
Non-receipt of share certificates after transfer / merger / split / consolidation	0	0	0
Non-receipt of Annual Report	0	0	0
SEBI / BSE / NSE	3	3	0
<b>TOTAL</b>	<b>5</b>	<b>5</b>	<b>0</b>

During the year under review, no share transfer / complaints remained pending for more than 30 days. Also, there were no share transfers pending as on 31st March 2024.

## 7 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Composition of Corporate Social Responsibility Committee (CSR) is pursuant to the provisions of Section 135 of the Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.



## 7.1 Composition, Names of Members and Chairperson

Name of the Member	Designation	Category
Mrs. Chitkala Zutshi	Chairperson	Independent Director
Mr. Suresh Salvi <sup>1</sup>	Member	Independent Director
Mr. S. Rajendran	Member	MD & CEO
Mr. Sunil Shah <sup>2</sup>	Member	Non-Executive Director

<sup>1</sup>Ceased to be a Member on completion of his first term of two consecutive years w.e.f. September 17, 2023

<sup>2</sup>Appointed as Member w.e.f. September 18, 2023

## 7.2 Brief Description of terms of reference

- 7.2.1 To recommend CSR Policy which inter alia, elucidates activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013;
- 7.2.2 To evaluate and recommend amount to be spent on each of CSR activities;
- 7.2.3 To monitor CSR Policy and CSR amount spent on approved CSR projects;
- 7.2.4 Preparation and review of information / disclosure on CSR activities in the Annual Report.

7.3 The Company has formulated CSR Policy, duly approved by the Board, which is uploaded on the website of the Company (Weblink: [www.63moons.com/investors/corporate-governance/policies/csr-policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/csr-policy.pdf))

## 7.4 Meeting and attendance

The CSR Committee met once (1) during the year under review i.e. on 7th November 2023.

Name of the Member	No. of Corporate Social Responsibility Committee Meetings held during the tenure of the member	Attendance Particulars
Mrs. Chitkala Zutshi	1	1
Mr. Suresh Salvi	-	-
Mr. S. Rajendran	1	1
Mr. Sunil Shah	1	1

## 8 RISK MANAGEMENT COMMITTEE

The Company has laid down procedures about the risk assessment and its mitigation. The procedures are reviewed periodically to ensure that risk is controlled through properly defined framework. For further details refer Directors Report.

### 8.1 Composition, Names of Members and Chairperson:

Name of the Member	Designation	Category
Mr. Suresh Salvi <sup>1</sup>	Chairman	Independent Director
Mr. Kanekal Chandrasekhar <sup>2</sup>	Chairman	Independent Director
Mr. S. Rajendran	Member	MD & CEO
Mr. Devendra Agrawal	Member	Whole-time Director & CFO

<sup>1</sup>Ceased as Chairman on completion of his first term of two consecutive years w.e.f. September 17, 2023

<sup>2</sup>Appointed as Chairman w.e.f. September 18, 2023

### 8.2 Brief description of terms of reference:

The Risk Management Committee monitors the risk management plan of the Company and is responsible for reviewing the risk management policy and ensuring its effectiveness and assist the Board in ensuring that all material compliances, control, safety and operations and financial risks have been identified and adequate risk mitigations are in place to address these risks. The risk management system identifies and monitors risks which are related to the business and over all internal control systems of the Company.

### 8.3 Meetings and attendance:

The Risk Management Committee met twice (2) during the year under review i.e. on 18th May 2023 and 07th November 2023

Name of the Member	No. of Risk Management Committee Meetings held during the tenure of Members	Attendance Particulars
Mr. Suresh Salvi	1	1
Mr. Kanekal Chandrasekhar	1	1
Mr. S. Rajendran	2	2
Mr. Devendra Agrawal	2	2

## 9 INVESTMENT COMMITTEE

The Investment Committee has been constituted with the following mandate

- To formulate and amend, as may be required from time to time, the Investment policy of the Company;
- To approve and authorize investments as per the Investment policy;
- To advise Management on the review and exit of investments based on any developments.

### 9.1 Composition, Names of Members and Chairperson:

Name of the Member	Designation	Category
Mr. Kanekal Chandrasekhar	Member	Independent Director
Mr. Sunil Shah	Member	Non-Executive Director
Mr. S. Rajendran	Member	MD & CEO
Mr. Devendra Agrawal	Member	Whole-time Director & CFO

*Note: Chairman is elected at the commencement of the meeting*

### 9.2 Meetings and attendance

The Investment Committee met twice (2) during the year under review i.e on 23rd May 2023 and 07th November 2023.

Name of the Member	No. of Investment Committee Meetings held during the tenure of Members	Attendance Particulars
Mr. Kanekal Chandrasekhar	2	2
Mr. Sunil Shah	2	2
Mr. S. Rajendran	2	2
Mr. Devendra Agrawal	2	2

## 10 RESTRUCTURING COMMITTEE

The Restructuring Committee has been constituted to oversee a restructuring plan for the Company in its efforts to charter new growth path for the Company. Restructuring plan includes the possibility of identifying a strategic partner who will help drive growth of the Company and contribute towards leveraging the Company's core DNA of technology creation to drive strategic growth beyond financial markets. The Committee also considers divestment of the Company's investment in other Exchanges as a part of the restructuring.

### 10.1 Composition, Names of Members and Chairperson

Name of the Member	Designation	Category
Mr. Venkat Chary	Chairman	Non-Executive Director
Mr. S. Rajendran	Member	MD & CEO
Mrs. Chitkala Zutshi	Member	Independent Director
Mr. Kanekal Chandrasekhar	Member	Independent Director

## 10.2 Meetings and attendance

The Restructuring Committee met once (1) during the year under review i.e on 12th February 2024

Name of the Member	No. of Restructuring Committee Meetings held during the tenure of Members	Attendance Particulars
Mr. Venkat Chary	1	1
Mr. S. Rajendran	1	1
Mrs. Chitkala Zutshi	1	1
Mr. Kanekal Chandrasekhar	1	1

## 11 GOVERNANCE COMMITTEE

As per the requirements of SEBI Circular dated May 10, 2018 for Implementation of certain recommendations of the Committee on Corporate Governance formed under the Chairmanship of Shri Uday Kotak, the Governance Committee has been constituted on May 21, 2018 inter-alia with the following mandate:

- To review the performance of various direct subsidiaries on a quarterly / half-yearly basis;
- To review the utilization of loans and / or advances from / investment by the holding Company in the subsidiary on a half-yearly basis;
- To review the investments made by subsidiaries periodically.

### 11.1 Composition, Names of Members and Chairperson

Name of the Member	Designation	Category
Mr. Kanekal Chandrasekhar	Chairman	Independent Director
Mr. Sunil Shah	Member	Non-Executive Director
Mr. Devendra Agrawal	Member	Whole-time Director & CFO

### 11.2 Meeting and attendance

The Governance Committee met four (4) times during the year under review i.e. on 23rd May 2023, 07th Augst 2023, 07th November 2023 and 12th February 2024

Name of the Member	No. of Governance Committee Meetings held during the tenure of Members	Attendance Particulars
Mr. Kanekal Chandrasekhar	4	4
Mr. Sunil Shah	4	4
Mr. Devendra Agrawal	4	4

## 12 MCX SUB-COMMITTEE

The MCX Sub-Committee has been constituted to negotiate the extension of Exchange License to MCX and/or negotiate for a price for perpetual license of the IPR to MCX for its own use.

### 12.1 Composition, Names of Members and Chairperson

Name of the Member	Designation	Category
Mrs. Chitkala Zutshi	Member	Independent Director
Mr. Kanekal Chandrasekhar	Member	Independent Director
Mr. S. Rajendran	Member	MD & CEO
Mr. Devendra Agrawal	Member	Whole-time Director & CFO

Note: Chairman is elected at the commencement of the meeting

**12.2 Meeting and attendance**

The MCX Sub-Committee met once (1) during the year under review i.e. on 24th May 2023.

<b>Name of the Member</b>	<b>No. of MCX Sub-Committee Meetings held during the tenure of Members</b>	<b>Attendance Particulars</b>
Mrs. Chitkala Zutshi	1	1
Mr. Kanekal Chandrasekhar	1	1
Mr. S. Rajendran	1	1
Mr. Devendra Agrawal	1	1

**13 COMMITTEE FORMED AS PER NATIONAL COMPANY LAW TRIBUNAL (NCLT) ORDER**

As per Order passed by Hon'ble National Company Law Tribunal (NCLT) dated 24th June 2016 and as modified on 25th June 2016 and as continued by the Appellate Tribunal order dated 27th June 2018 and 3rd July 2018, a Committee has been formed comprising of two Independent Directors and Managing Director & CEO of 63 moons technologies ltd. (Company), a retired Judge of the Hon'ble Supreme Court and Nominee of the Petitioner i.e. Union of India; or as be modified by NCLT from time to time.

The Committee has been empowered by the NCLT to consider the following:

- i. Sale of investments held by the Company in compliance with any order / direction passed by any Regulatory or Statutory Authority in India or Abroad, as and when such sale is proposed by the Company;
- ii. Treasury operations of the Company such as investment of surplus funds or switching and/or altering the investment of surplus funds;
- iii. Funding of the working capital requirements of the subsidiaries of the Company.

The Retired Judge and the Nominee of the Petitioner i.e. Union of India, shall have veto powers individually. Anything not agreed upon in the Committee meeting has to be referred to NCLAT / Supreme Court.

**13.1 Composition, Names of Members and Chairperson**

The Committee comprises of:

<b>Name of the Member</b>	<b>Designation</b>	<b>Category</b>
Justice G. P. Mathur (Retd.)	Chairman	Appointed by NCLT
Dr. Anup K. Pujari	Member	Nominated by Union of India
Mr. S. Rajendran	Member	MD & CEO
Mrs. Chitkala Zutshi	Member	Independent Director
Mr. Kanekal Chandrasekhar	Member	Independent Director

**13.2 Meeting and attendance**

The NCLT Committee met twice (2) during the year under review i.e. on 27th June 2023 and 23rd February 2024.

<b>Name of the Member</b>	<b>No. of NCLT Committee Meetings held during the tenure of Members</b>	<b>Attendance Particulars</b>
Justice G. P. Mathur (Retd.)	2	2
Dr. Anup K. Pujari	2	2
Mr. S. Rajendran	2	2
Mrs. Chitkala Zutshi	2	2
Mr. Kanekal Chandrasekhar	2	2

#### 14 MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. The meeting reviews the performance of Non-Independent Directors and the Board as a whole, reviews the performance of the Chairman of the Board, taking into account the views of the Executive Directors and Non-Executive Directors and assessed the quality and timelines of flow of information between the Management and the Board to effectively perform its duties.

At such meeting, the Independent Directors discussed inter alia, the performance of the Company and risks faced by it, governance, compliance, performance of executive members of the Board including the Chairman.

One meeting of Independent Directors was held during the year on 19th March 2024. All the Independent Directors were present at this meeting.

#### 15 GENERAL BODY MEETINGS

##### 15.1 The date, time and venue for the last three Annual General Meetings (AGM) are mentioned hereunder:

Financial Year	Date	Time	Venue of the Meeting
2020-21	18-09-2021	11.30 a.m.	Meeting conducted through Video Conferencing / Other Audio Visual Means pursuant to various Circulars Issued by MCA and SEBI.
2021-22	27-09-2022	11.30 a.m.	Meeting conducted through Video Conferencing / Other Audio Visual Means pursuant to various Circulars Issued by MCA and SEBI.
2022-23	27-09-2023	11.30 a.m.	Meeting conducted through Video Conferencing / Other Audio Visual Means pursuant to various Circulars Issued by MCA and SEBI.

Particulars of Special Resolutions passed in the previous three Annual General Meetings:

Financial Year	Date of AGM	Particulars
2020-21	18-09-2021	<ul style="list-style-type: none"> <li>i) Re-appointment of Mr. Rajendran Soundaram (DIN: 02686150) as Managing Director and Chief Executive Officer (MD &amp; CEO) of the Company.</li> <li>ii) Appointment of Mr. Suresh Salvi (IAS, Retd.) (DIN: 07636298), as an Independent Director, not liable to retire by rotation.</li> <li>iii) Appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358), as an Independent Director, not liable to retire by rotation.</li> <li>iv) Appointment of Mr. Venkat Chary (IAS, Retd.) (DIN: 00273036) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.</li> </ul>
2021-22	27-09-2022	<ul style="list-style-type: none"> <li>i) Appointment of Director in place of Mr. Devender Singh Rawat (DIN: 02587354), who retires by rotation and being eligible, offers himself for re-appointment.</li> </ul>
2022-23	27-09-2023	<ul style="list-style-type: none"> <li>i) Appointment of Director in place of Mr. Venkat Chary (DIN: 00273036), Non-executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.</li> <li>ii) Re-appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358), as Non-executive, Independent Director, not liable to retire by rotation for a second term of 5(five) consecutive years commencing from September 18, 2023.</li> </ul>

## 15.2 Postal Ballot

15.2.1 The Company successfully completed the process of obtaining the approval of shareholders through postal ballot vide its Postal Ballot Notice dated May 24, 2023.

Particulars of resolutions passed by the shareholders and the details of voting pattern are as under:

Description of Resolution	Type of Resolution	Number of Votes Polled	Votes cast in favour & %	Votes cast against & %
Re-appointment of Mr. Devendra Agrawal as Whole-time Director and CFO of the Company	Special Resolution	26,863,351	26,835,152 (99.8950%)	28,199 (0.1050%)
Re-appointment of Mr. Rajendran Soundaram as Managing Director and CEO of the Company	Special Resolution	26,863,350	26,835,159 (99.8951%)	28,191 (0.1049%)

The aforesaid resolutions were passed with requisite majority.

15.2.2 Procedure for Postal Ballot:

The postal ballot is conducted in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014. The Postal Ballot Notice was sent in electronic form only to those shareholders whose name appeared in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email addresses were available with the Depository participants or with the Company's Registrar and Share Transfer Agent as on the cut-off date, and Shareholders were required to communicate their assent or dissent only through remote e-voting process in accordance with the provisions of the Companies Act, 2013, applicable rules and MCA Circulars. The Company availed the services of M/s. KFin Technologies Limited, Registrar & Share Transfer Agent of the Company to enable the shareholders to cast their votes electronically. The Board of Directors of the Company appointed Mr. B. Narasimhan (FCS No.1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai or failing him, Mr. Avinash Bagul (FCS No. 5578) or failing him, Mr. K. Venkataraman (ACS No. 8897), partners of M/s. BNP & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The Company also published a Notice in the newspapers in accordance with the requirements under the Companies Act 2013. Subsequent to the submission of the Scrutinizer's report, the result were communicated to the stock exchanges and were placed on the website of the Company and the service provider. The results were also displayed on the Notice Board at the Registered Office and Corporate Office of the Company. The detailed procedure of passing of resolutions through Postal Ballot was explained in the notice of Postal Ballot circulated to the shareholders.

## 15.3 Disclosures

15.3.1 The Company has complied with the Accounting Standards specified under Section 133 and relevant provisions of the Companies Act, 2013, as applicable in the preparation of the financial statements of the Company.

15.3.2 During the FY 2023-24:

- The Company has made investments in its subsidiary i.e. NSEL amounting to Rs. 4750 lakhs in terms of earlier shareholders' approval obtained in 2022 and prior approval of the NCLT Committee.
- The Company has not entered into any materially significant transaction with related parties that may have any potential conflict with the interest of the Company at large.

Apart from payment of sitting fees and commission, there is no pecuniary transaction with the Independent / Non-Executive Directors except with two Non-Executive Directors, details of which are provided in Clause 5.5 (ii) above.

During the year 2022-23, the Company has renewed the agreement with Mr. Jignesh Shah, the Promoter, for a period of three years on professional basis to mentor the senior technology team and for rendering services in advising strategy for the IT initiatives of the Company besides litigation matters of the Company and its affiliate.

A statement showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 is set out separately in this Annual Report (Note No. 39 to Standalone Financial Statements).

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transaction intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time. The aforesaid policy can be accessed at the website of the Company (Weblink: [www.63moons.com/investors/corporate-governance/policies/related-party-transactions-policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/related-party-transactions-policy.pdf))

- 15.3.3 During the financial year 2020-21, Company received a letter dated 7th September, 2020 from SEBI, stating that 63 Moons (the Company) is yet to comply with the directions of SEBI's order dated 19th March, 2014, with respect to divestment of Company's stake in both Metropolitan Stock Exchange of India Limited (MSEI) and Metropolitan Clearing Corporation of India Ltd (MCCIL). The Company has successfully divested its investment in MSEI, but despite significant efforts, shares held by Company in MCCIL could not be divested, for which Company has been requesting MCCIL to provide any prospective buyer and at the time of reduction of share capital, Company has indicated to MCCIL that they are ready to surrender their entire shareholding and offered MCCIL to buy back from them to comply with the SEBI Order. The Company has been penalized by SEBI for not being able to divest its shareholding despite rigorous efforts. MCCIL has implemented Scheme of Capital reduction and in the process has reduced Company's shareholding also. However, the residual shareholding of 24,40,603 shares or 1.95% continues to be held by the Company in MCCIL. As per the Regulator instruction MCCIL has not paid the proceeds of capital reduction to the Company, as implemented by them. Company had vide letter dated 26th June, 2020, requested MCCIL to take up the matter with its Promoter i.e. MSEI to consider acquiring Company's stake also. They had also requested SEBI vide letter dated 17th December, 2019, 23rd June, 2020 and 15th July, 2020 to permit MCCIL to release the money as they were unable to divest the investment in MCCIL. Under such circumstances, the Company has requested MSEI to buy 63 Moons shares in MCCIL for enabling compliance by all. At the meeting of Board of Directors of the company held on February 04, 2023, the proposal for buy-back of shares of MCCIL by MSEI, was approved. MSEI has announced scheme of Amalgamation wherein MSEI will buy-back the shares of MCCIL from the Company. Further, the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its Order dated June 06, 2024, sanctioned the Composite Scheme of Arrangement between Metropolitan Stock Exchange of India Limited (MSE) and MSE Enterprises Limited (MEL) (formerly Metropolitan Clearing Corporation Ltd.) and their respective Shareholders. In pursuance of the abovesaid Order, 24,40,603 equity shares of face value of Rs.10/- of MEL held by the Company were cancelled and extinguished in order to give effect to the implementation of the Order. The Company has received an amount of Rs. 2,44,06,030/- on 18.06.2024, towards 24,40,603 equity shares of Rs.10/- each for capital reduction.

Besides this, there were no instances of any non-compliances by the Company, penalties, strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter relating to capital markets, during the last three years.

- 15.3.4 Please refer to the Directors' Report for the Auditors qualification and Management response thereto.

15.3.5 Whistle Blower Policy:

The Company has established a vigil mechanism and also adopted a Whistle Blower Policy in compliance with the Companies Act, 2013 and Listing Regulations under which the directors and employees are free to report genuine concerns, violations of applicable laws and regulations and the Code of Conduct. It provides for adequate safeguards against victimization of director(s) or employee(s) who avails such mechanism and also provides for direct access to the Chairman of the audit committee in appropriate or exceptional cases. During the year under review, no personnel have been denied access to the Audit Committee. The Whistle Blower Policy is uploaded on the Company's website viz [www.63moons.com/investors/corporate-governance/policies/whistle-blower-policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/whistle-blower-policy.pdf)

- 15.3.6 Details of preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of the Listing Regulations

The Company has not raised funds through preferential allotment or qualified institutional placement.

15.3.7 Certificate from Practicing Company Secretary

The Company has obtained a certificate from M/s. BNP & Associates, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority and the same forms part of this report.



## 15.3.8 Recommendations of Committees of the Board

There were no instances during the financial year 2023-24, wherein the Board had not accepted recommendations made by any committee of the Board.

## 15.3.9 Details of total fees paid to statutory auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to its statutory auditor and all entities in the network form / network entity of which the statutory auditor is a part, are as follows:

(₹ in lakhs)		
Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
As auditors - statutory audit	69.05	64.89
For limited reviews	17.26	16.76
For taxation matters*	5.60	-
For other services*	12.38	5.42
Reimbursement of expenses	1.78	2.85
<b>Total</b>	<b>106.07</b>	<b>89.92</b>

\*Includes amounts paid to group firm

15.3.10 During the FY 2023-24, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2024.

15.3.11 None of the Independent Directors of the Company have resigned before the expiry of their tenure during the year under review. Thus, disclosure of detailed reasons of their resignation along with their confirmation that there are no material reasons, other than those provided by them is not applicable.

15.3.12 Disclosure by the Company and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount:

No loans and advances were given to firms / companies in which Directors are interested during the financial year 2023-24.

15.3.13 The Company has fulfilled the mandatory corporate Governance requirements as per the Listing Regulations and discretionary requirements as prescribed in Part E of Schedule II, which are as under:

- a. Separate posts of Chairperson and MD & CEO and reimbursement of expenses in the performance of duties.
- b. Auditor's qualification: The Auditors' qualifications and the management reply to the same have been disclosed in the Directors' Report. Therefore, to avoid the repetition, same are not being reproduced here.
- c. Internal auditor reports directly to the audit committee.

15.3.14 The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

## 15.3.15 Particulars of Senior Management

Name	Designation
Mr. S. Rajendran	Managing Director & CEO
Mr. Devendra Agrawal	Whole-time Director & CFO
Mr. Paras Ajmera	President – Legal
Mr. Dinanath Kolamkar	President & Chief Economist – Research & Strategy
Mr. Parag Ajmera	President – New Ventures
Mr. Keshav Samant	President & CEO – Brokerage Technology Solutions
Mr. Hariraj Chouhan	Sr. VP & Company Secretary

Note: There is no change in the Senior Management since the close of the previous financial year.



## 16 SUBSIDIARY COMPANIES

The Audit Committee reviews on quarterly basis the investments made by the Company into the unlisted Subsidiary Companies and reviews on yearly basis the consolidated financial statements of the Company. The minutes of the Board meetings of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. The Governance Committee is constituted on May 21, 2018 as per the requirements of SEBI Circular dated May 10, 2018 to monitor the governance of subsidiary companies, the details of the same are stated elsewhere in this Report.

Pursuant to the provisions of Listing Regulations the Company has also formulated a policy for determining material subsidiaries and the same is displayed on the website of the Company (Weblink: [www.63moons.com/investors/corporate-governance/policies/material-subsiary-policy.pdf](http://www.63moons.com/investors/corporate-governance/policies/material-subsiary-policy.pdf))

## 17 MEANS OF COMMUNICATION

- 17.1 The quarterly results are published in newspapers, namely The New Indian Express in English and Dinamani in the regional language.
- 17.2 The quarterly, half-yearly and annual financials appear on our corporate website [www.63moons.com](http://www.63moons.com) under the Investors section.
- 17.3 The Company's audited and un-audited financial results, press releases, other press coverage, press clippings, stock information, Annual Reports, etc, are posted on the Company's Website [www.63moons.com](http://www.63moons.com)
- 17.4 The Company's financial results, shareholding pattern and all other corporate communications to the Stock Exchanges are filed electronically through NSE Electronic Application Processing System (NEAPS) / Digital Exchange and BSE Listing Centre, electronic filing platform developed and provided by NSE and BSE respectively. Various applicable compliances as required under Listing Regulations are filed through these systems. All the Disclosures / Communications to the stock exchanges are also posted on the website of the Company.
- 17.5 The information regarding schedule of investor meet and its outcome are filed with the stock exchanges and are posted on the Company's Website: [www.63moons.com](http://www.63moons.com)
- 17.6 Management's Discussion and Analysis Report: This information is covered elsewhere in this Annual Report.
- 17.7 CEO / CFO Certification: In terms of the Listing Regulations, the certification by the Managing Director & CEO and Whole-time Director & CFO on the financial statements and the internal controls relating to financial reporting has been obtained and is provided in this Annual Report.

## 18 GENERAL SHAREHOLDER INFORMATION

### 18.1 Annual General Meeting

Date : September 27, 2024

Time : 11.30 am

Venue : Through Video Conferencing / Other Audio Visual Means

### 18.2 Financial Calendar

Financial Year 1st April 2024 to 31st March 2025

Financial Reporting for the quarter ending as per Listing Regulations (tentative and subject to change):

30th June 2024 On or before 14th August 2024

30th September 2024 On or before 14th November 2024

31st December 2024 On or before 14th February 2025

31st March 2025 On or before 30th May 2025 (audited figures) as per SEBI Listing Regulations

### 18.3 Book-Closure Date and Dividend Disclosure

- a) The Books shall be closed from September 21, 2024 to September 27, 2024 (both days inclusive) for the purpose of the ensuing Annual General Meeting. The Dividend, as recommended by the Board, if approved by the shareholders at the Annual General Meeting, shall be paid to all shareholders, subject to the appropriate judicial orders whose name appear
  - as beneficial owners at the end of the business day on September 20, 2024, as per the details available with NSDL & CDSL, and
  - on the Register of Members as on September 20, 2024, of owners holding shares in physical form.

## b) Announcement of Dividend

The Board of Directors have recommended a dividend of ₹ 2/- (i.e. 100%) per equity share subject to approval of shareholders at the ensuing Annual General Meeting and appropriate judicial orders.

## c) Mode of Payment and Date of Payment

Final Dividend shall be remitted through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) / National Electronic Funds Transfer (NEFT) / Direct Credit (DC) at approved locations, wherever NECS / ECS / NEFT / DC details are available with the Company, and in all other cases, through warrants payable at par. These warrants shall be valid for a period of 3 months from the date of issue.

**18.4 Listing**

The equity shares of the Company are presently listed on the following Stock Exchanges:

1. BSE Limited (BSE), P.J. Towers, Dalal Street, Mumbai 400 001
2. National Stock Exchange of India Limited (NSE), Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Note: Annual Listing fees have been paid to the aforesaid stock exchanges.

As on 31st March 2024, there were 52,104 shareholders in the Company.

**18.5 Stock Market Codes**

## 18.5.1 Trading Symbol

Name of the Stock Exchanges	Scrip Code / Symbol	Reuters	Bloomberg
BSE Ltd.	526881	63MO.BO	63MOONS:IN
National Stock Exchange of India Ltd.	63MOONS	63MO.NS	-

18.5.2 Depository for Equity Shares : NSDL and CDSL

18.5.3 Demat ISIN Number

Equity share : INE111B01023

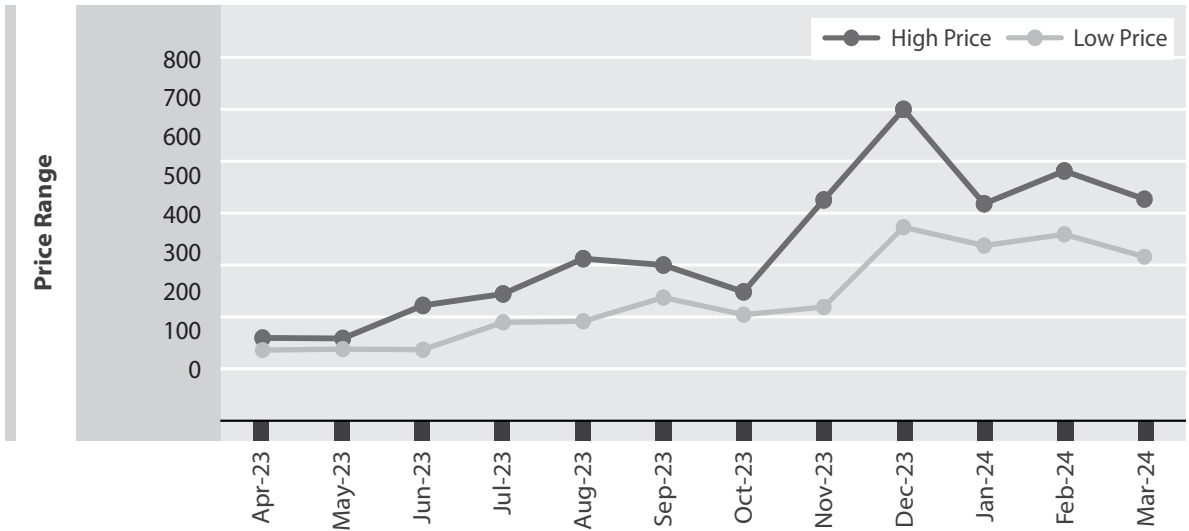
**18.6 Stock Market Data**

(Amount In ₹)

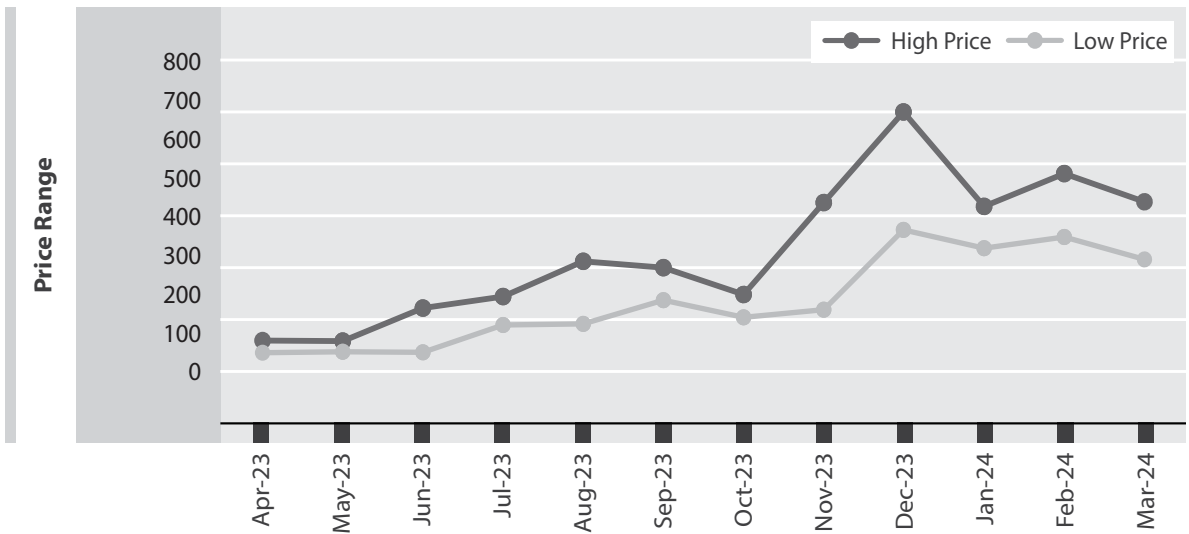
Month & Year	National Stock Exchange			Bombay Stock Exchange		
	High Price	Low Price	Volume Nos.	High Price	Low Price	Volume Nos.
Apr-23	185	162.1	16,83,906	185	162.6	2,15,611
May-23	184	162	30,64,160	183.8	161.8	2,58,423
Jun-23	255.9	162.5	1,54,40,860	256.2	162.8	10,49,062
Jul-23	282.1	221	89,39,110	282.2	221	10,64,969
Aug-23	360.7	223	98,15,211	360.15	220.55	14,52,263
Sep-23	347.25	273.35	27,95,262	348.2	273.45	4,91,386
Oct-23	290.15	239.05	21,54,793	290	240	3,05,582
Nov-23	492	260	74,83,564	490.8	260.1	10,40,118
Dec-23	690.75	426	60,73,400	688.8	424.65	8,57,313
Jan-24	484.75	392.1	19,63,894	477	394.7	2,89,895
Feb-24	552.7	415	32,76,930	554	405	7,82,429
Mar-24	495	365	16,99,640	489.8	365.5	3,01,128

The market price data is given below, covering the period April 2023 to March 2024

**NSE Price**



**BSE Price**



**18.7 Share Price Performance in broad based indices**

Performance of the Company’s shares vis-à-vis Sensex and Nifty 50 at a common base of 100 for the year ended 31st March 2024 is given in the chart below:

Chart showing 63 moons technologies limited price in BSE vs Sensex

(At a common base of 100 from April 2023 to March 2024)

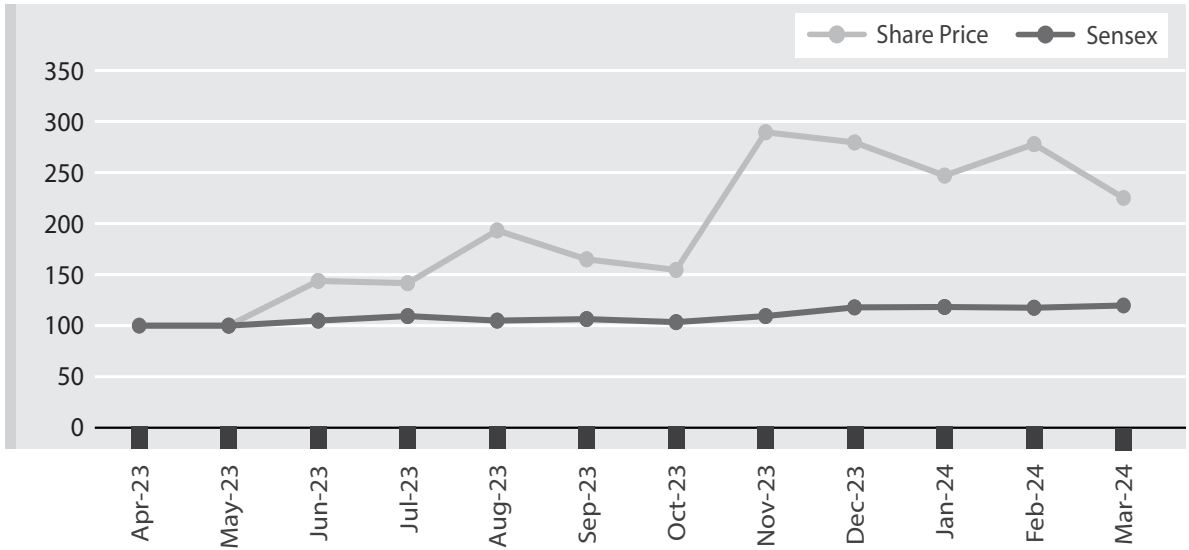
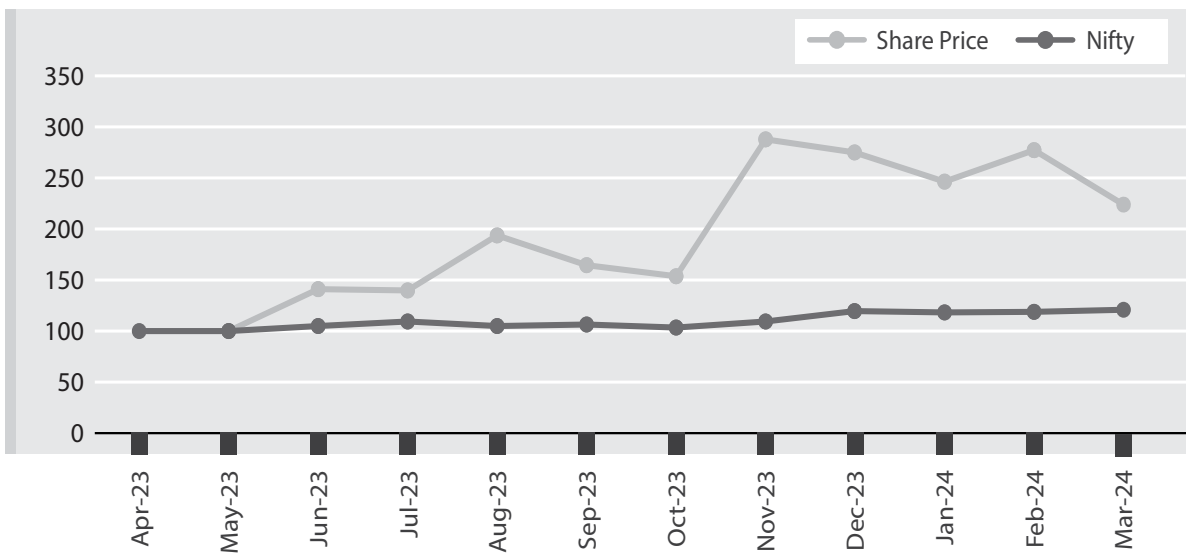


Chart showing 63 moons technologies limited price in NSE vs Nifty

(At a common base of 100 from April 2023 to March 2024)



**18.8 Registrar & Share Transfer Agent**

KFin Technologies Limited

Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District,

Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032.

Direct line: +91-40-67162222

F: +91-40-23001153 | E: einward.ris@kfintech.com

**18.9 Share Transfer System**

SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios in prescribed form ISR 1 alongwith all required documents with the RTA. Shareholders may contact the RTA at, einward.ris@kfintech.com and also refer details at <https://www.63moons.com/investors/shareholders/investor-service-request.html>.

**18.10 Dematerialisation of Shares and Liquidity**

The shares of the Company are compulsorily traded in dematerialized (electronic) form and available for trading under both the Depositories viz. NSDL and CDSL. As on 31st March 2024, a total of 4,60,31,462 equity shares of the Company were dematerialised, forming 99.89% of the Company's total Share Capital.

Description	No. of Shareholders	% of Shareholders	No. of Equity Shares	% of Shares
Physical	226	0.43	47,075	0.10
Electronic				
Under NSDL	23,117	44.37	3,79,79,134	82.42
Under CDSL	28,761	55.20	80,52,328	17.48
<b>TOTAL</b>	<b>52,104</b>	<b>100.00</b>	<b>46,078,537</b>	<b>100.00</b>

**18.11 Distribution of Shareholding and Shareholding Pattern as on 31st March 2024**

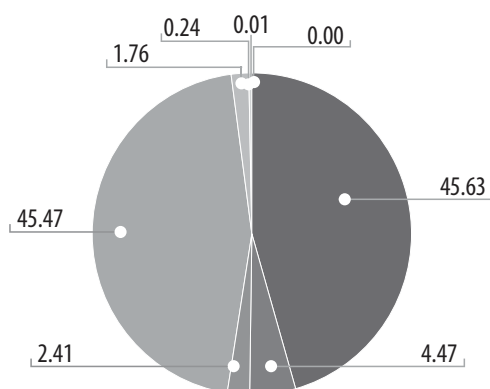
Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Equity
1 – 500	48231	92.57	3566572	7.74
501 – 1000	1917	3.68	1501782	3.26
1001 – 2000	919	1.76	1363083	2.96
2001 – 3000	342	0.66	869093	1.89
3001 – 4000	163	0.31	588439	1.28
4001 – 5000	122	0.23	568825	1.23
5001 – 10000	225	0.43	1603396	3.48
10001 - AND ABOVE	185	0.36	36017347	78.17
<b>TOTAL</b>	<b>52104</b>	<b>100.00</b>	<b>46078537</b>	<b>100.00</b>

**Shareholding Pattern**

Shareholding Pattern of 63 moons technologies limited (As on 31st March 2024)

Sr. No.	Category	No. of Shares Held	% of Shareholding
<b>A.</b>	<b>Promoter's Holding</b>		
1	<b>Promoters:</b>		
	Indian Promoters: (Promoters, their relatives and companies under their control)	21,025,878	45.63
	Foreign promoters:	-	-
2	<b>Persons acting in concert:</b>	-	-
	<b>Sub Total (A)</b>	21,025,878	45.63
<b>B.</b>	<b>Public Shareholding:</b>		
3	<b>Institutional Investors:</b>		
	a) Financial Institutions	-	-
	b) Bank	55,984	0.12
	c) Foreign Portfolio Investors	2,004,587	4.35
4	<b>Non-Institutional Investors:</b>		
	a) Corporate bodies	1,111,317	2.41
	b) Indian public	20,953,472	45.47
	c) NRIs	810,910	1.76
	d) Clearing Members	150	0.00
	e) Directors	402	0.00
	f) NBFCs	6,448	0.01
	g) Trusts	850	0.00
	h) IEPF	108,539	0.24
	<b>Sub Total (B)</b>	25,052,659	54.37
	<b>GRAND TOTAL (A+B)</b>	<b>46,078,537</b>	<b>100.00</b>

Notes: Total foreign shareholding is 2,815,497 shares, i.e. 6.11% of the total share capital



Indian Promoters	<b>45.63</b>
Institutional Investors	<b>4.47</b>
Corporate Bodies	<b>2.41</b>
Indian Public	<b>45.47</b>
NRIs	<b>1.76</b>
IEPF	<b>0.24</b>
NBFCs	<b>0.01</b>
Others	<b>0.00</b>

**18.12 Statutory Compliance:**

During the year under review, your Company has generally complied with the applicable provisions, filed all returns / forms and furnished all relevant particulars as required under the Companies Act, 2013 and allied Acts and Rules, the Securities and Exchange Board of India (SEBI) Regulations and the Listing Agreements with Stock Exchanges under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**18.13 Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity****18.13.1 Employee Stock Option Scheme (ESOP)**

The Shareholders of the Company have approved the ESOP Scheme 2020 of the Company / its subsidiaries at the 32nd AGM held on 9th December 2020. The stock options are yet to be granted under the said Scheme. Hence there are no stock options outstanding as on March 31, 2024.

**18.13.2 Global Depository Receipts (GDRs): NIL****18.14 Foreign exchange risk and hedging activities**

The Company's exchange risk arises primarily from its trade receivable. The advance in foreign currency are provided for. Since, outstanding amount is not material, foreign currency exposures have not been hedged by a derivative instrument or otherwise.

**18.15 Corporate Identity Number of the Company as allotted by Ministry of Corporate Affairs is L29142TN1988PLC015586. Your Company is registered in the State of Tamil Nadu.****18.16 Credit ratings obtained and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:**

There are no credit ratings obtained by the Company.

**19 LOCATION OF OFFICES**

- a. Chennai: Shakti Tower - II, 4th Floor, Premises J, 766, Anna Salai, Chennai - 600 002.
- b. Mumbai: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400093.
- c. The Company has branch offices at Delhi, Kolkata, Ahmedabad and Noida.

**20 INVESTOR CORRESPONDENCE**

All routine correspondence regarding transfer and transmission of shares, split, consolidation and issue of duplicate / renewed share certificates, etc. should be addressed to the Company's Registrars and Share Transfer Agent – M/s. KFin Technologies Limited

- a. Complaints / grievances, if any, should be addressed to

Hariraj Chouhan

Sr. Vice President & Company Secretary

**63 moons technologies limited**

FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.

T: +91 22 6686 8010 | F: +91 22 67250257 | E: info@63moons.com

- b. Financial queries, if any, should be addressed to

Investor Relations Department

**63 moons technologies limited**

FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.

T: +91 22 6686 8010 | F: +91 22 67250257 | E: info@63moons.com

**21 UNCLAIMED DIVIDEND / SHARES**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by a Company to the Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of section 125 of the Companies Act, 2013.

In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), as amended, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account of IEPF Authority. Accordingly, the Company had sent notices to all shareholders whose shares were due to be transferred to the IEPF Authority and published requisite advertisement in newspaper. However, the unclaimed dividend and shares transferred to IEPF Authority can be claimed by the shareholders from the IEPF Authority after following due procedure as prescribed in the Rules.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company [www.63moons.com/investors/shareholders/unclaimed-dividend-equity-shares.aspx](http://www.63moons.com/investors/shareholders/unclaimed-dividend-equity-shares.aspx)

In terms of Regulation 34(3) read with Schedule V, there are no equity shares lying in Suspense Account.

During the year under review, no amount was transferred relating to unpaid and unclaimed dividend and corresponding shares in respect of which Dividend had been declared by the Company but has remained unclaimed or unpaid by the Shareholder for a period of seven consecutive years or more, to Investor Education and Protection Fund (IEPF)

The Company has informed IEPF authority vide its letter dated December 07, 2022 that subsequent to a civil suit filed against the Company, the Hon'ble Bombay High Court, vide its order dated September 30, 2015 directed that pending hearing and final disposal of Notice of Motion, the Company shall not distribute any dividend amongst its shareholders and shall also not deposit any amount for the purpose of such distribution, into a specified bank account to be maintained for the purpose in compliance with the provisions of section 123 of the Companies Act, 2013.

The Company has, however, based on profits available for distribution and on recommendation of the Board and approval of shareholders at respective Annual General Meetings, declared dividends (as tabled below) but could not distribute the same to the shareholders till date pursuant to the above High Court order, which is valid and subsisting as on date.

<b>Dividend type</b>	<b>Declared at AGM held on</b>	<b>Percentage</b>
Final Dividend FY 2014-15	30-Sep-2015	250% (5/- per share)
Final Dividend FY 2016-17	27-Sep-2017	100% (2/- per share)
Final Dividend FY 2017-18	27-Sep-2018	100% (2/- per share)
Final Dividend FY 2018-19	18-Sep-2019	100% (2/- per share)
Final Dividend FY 2019-20	09-Dec-2020	100% (2/- per share)
Final Dividend FY 2020-21	18-Sep-2021	100% (2/- per share)
Final Dividend FY 2022-23	27-Sep-2023	100% (2/- per share)

The shareholders of the Company have been regularly informed in all Annual Reports since 2015 that the payment of the above dividends shall be done consequent to receipt of appropriate judicial orders.

The Company further informed that, since the Company was not able to distribute the pending dividends due to the aforesaid intervening order of the Hon'ble Bombay High Court, the same cannot be treated as unpaid/unclaimed under section 124 of the Companies Act, 2013 read with applicable rules framed thereunder and is not liable for transfer to IEPF under section 125 of the Act as on date.

## 22 SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

As stipulated by SEBI, a qualified Practising Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges, where the Company's shares are listed. The audit confirmed that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.



**23 SECRETARIAL AUDIT FOR FY 2023-24**

Pursuant to Section 204 of the Companies Act, 2013, your Company has appointed M/s BNP & Associates, Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2023-24. The Secretarial audit includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India and any other applicable laws.

**24 ANNUAL SECRETARIAL COMPLIANCE REPORT**

The Company has undertaken an audit for the financial year 2023-24 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted by your Company to the Stock Exchanges within 60 days from the end of the financial year.

**25 INFORMATION ON DIRECTORS APPOINTMENT/RE-APPOINTMENT**

Detailed information on Directors appointment / re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are mentioned in the AGM Notice.

Place : Mumbai

Date : August 12, 2024

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

To the Members of  
63 moons technologies limited

I hereby declare that all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2024.

Place : Mumbai  
Date : August 12, 2024

**For 63 moons technologies limited**

**S. Rajendran**  
Managing Director & CEO  
(DIN: 02686150)

**CERTIFICATION OF FINANCIAL STATEMENTS OF THE COMPANY BY THE MANAGING DIRECTOR & CEO AND THE WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER (CFO)**

We, Soundaram Rajendran, Managing Director & CEO, and Devendra Agrawal, Whole-time Director & CFO, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2024 and to the best of our knowledge and belief;
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - these statements together present a true and fair view of the Company's affairs, and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting. We have also evaluated the effectiveness of the internal control systems of the Company with respect to financial reporting and deficiencies in the design or operation of internal controls, if any, have been disclosed to the Auditors and the Audit Committee. They have been intimated about the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee of;
  - i. significant changes, if any, in internal control over financial reporting during the year;
  - ii. significant changes, if any, in accounting policies during the year; the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee who has a significant role in the Company's internal control system over financial reporting.

**S. Rajendran**  
Managing Director & CEO  
(DIN: 02686150)

**Devendra Agrawal**  
Whole-time Director & CFO  
(DIN: 03579332)

Place : Mumbai  
Date : May 24, 2024

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

To,  
The Members  
63 Moons Technologies Limited  
Shakti Tower - II, 4th Floor, Premises J  
766, Anna Salai,  
Chennai, 600002.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of 63 Moons Technologies Limited having CIN: L29142TN1988PLC015586 and having Registered Office at Shakti Tower-II ,4th Floor, Premises J, 766, Anna Salai, Chennai, 600002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India, Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company (*)</b>
1.	Mr. Venkat Chary	00273036	10-10-2013
2.	Mr. Devender Singh Rawat	02587354	12-02-2019
3.	Mr. Sunil Hasmukhlal Shah	02569359	20-11-2014
4.	Mr. Devendra Kumar Agrawal	03579332	27-05-2017
5.	Mr. Rajendran Soundaram	02686150	29-11-2013
6.	Mr. Deepak Verma	07489985	21-12-2016
7.	Mrs. Chitkala Zutshi	07684586	21-12-2016
8.	Mr. Chandrasekhar Kanekal	06861358	27-09-2017
9.	Mrs. Malini Vijay Shankar**	01602529	12-03-2020
10.	Mr. Satyananda Mishra**	01807198	12-03-2020
11.	Mr. Parveen Kumar Gupta**	02895343	12-03-2020

**Note:**

(\*) The date of appointment is as per the date reflected in MCA records.

(\*\*) Based on Hon'ble NCLAT order dated 12th March, 2020, Ministry of Corporate Affairs (MCA) vide its order dated 16th March 2020 had communicated to the Company about appointment of three Nominee Directors on their Board with immediate effect. The Company had filed an appeal challenging the order dated 12th March 2020, passed by Hon'ble NCLAT before Hon'ble Supreme Court along with an application for stay of the Order passed by MCA. Hon'ble Supreme Court has vide its order dated 9th March 2022 stayed the NCLAT Order and consequently MCA order dated 16th March 2020 remain stayed.

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.

**Date : August 12, 2024**  
**Place : Mumbai**

**For BNP & Associates**  
**Company Secretaries**  
**[Firm Registration. No. P2014MH037400]**  
**PR No.: -637/2019**

**Avinash Bagul**  
**Partner**  
**FCS No. 5578/COP No. 19862**  
**UDIN: F005578F000950566**

## Independent Auditors' certificate on compliance with the Corporate Governance requirements under SEBI [Listing Obligation and Disclosure Requirements] Regulation, 2015

To the members of 63 moons technologies limited

1. This certificate is issued in accordance with engagement letter and as requested by you.
2. We have examined the compliance of conditions of Corporate Governance by **63 moons technologies limited** ("the Company"), for the year ended on 31 March 2024, as stipulated in regulation 17 to 27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

### Management's responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the SEBI listing regulations is the responsibility of management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of corporate governance stipulated in the SEBI Listing Regulations, including preparation and maintenance of all relevant supporting records and documents.

### Auditors' responsibility

4. Our examination was limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of corporate governance as stipulated in the SEBI Listing Regulations for the year ended 31 March 2024.
6. We conducted our examination of the above corporate governance compliance in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ("the ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing regulations as applicable during the year ended 31 March 2024.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirements of aforesaid SEBI Listing Regulations and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Sharp & Tannan Associates**  
Chartered Accountants  
Firm's registration no.: 109983W  
by the hand of

**CA Pramod Bhise**  
Partner

Membership No. (F) 047751  
UDIN: 24047751BKAAUV8749

Mumbai, 12 August, 2024

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FINANCIAL STATEMENTS

# STANDALONE

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## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### QUALIFIED OPINION

We have audited the accompanying Standalone Financial Statements of **63 moons technologies limited** (hereinafter referred as "the Company"), which comprise the Balance Sheet as at 31 March, 2024, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes In Equity for the year then ended and notes to the Standalone Financial Statements, including a summary of material and significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report*, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred as "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 (hereinafter referred as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31 March, 2024, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### BASIS FOR QUALIFIED OPINION

*As stated by the Management of the Company in Note 47 (a) to the Standalone financial statements, Civil Suits have been filed against the Company in relation to event occurred on National Spot Exchange Limited trading platform. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Company does not foresee that the parties who have filed Civil Suits would be able to sustain any claim against the Company. In addition, as stated by the management in Note 47 (b, c, d, e) to the Standalone financial statements, there are First Information Reports ("FIR")/ complaints/ charge-sheets/ orders/ notices registered/ received against various parties including the Company from/ with the Economic Offences Wing of the Mumbai Police (EOW), Central Bureau of Investigation (CBI), Home Department - Government of Maharashtra under MPID Act, the Directorate of Enforcement and the Serious Fraud Investigation Office (SFIO). Above matters are pending at various stages of adjudication/investigation.*

*In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said notes to the Standalone financial statements, there are no claims, litigations, potential settlements involving the Company directly or indirectly which require adjustments to/disclosures in the Standalone Financial Statements.*

*Accordingly, in view of above representations regarding legal matters at various stages of adjudication and ongoing investigations/ matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the Standalone Financial Statements for the year ended 31 March, 2024.*

We conducted our audit in accordance with the Standards on Auditing (hereinafter referred as "SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's responsibilities for the audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other 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 *qualified audit opinion*.

#### EMPHASIS OF MATTERS

1. We draw attention to the Note 43 to the Standalone Financial Statements which describes Company's investment of Rs. 20,000 Lakhs (face value) in secured non-convertible debentures issued by IL&FS Transportation Networks Ltd (ITNL) (subsidiary of Infrastructure Leasing & Finance Ltd – ILFS), whereas, the ITNL has defaulted in repayment of interest. During the resolution process, Hon'ble NCLAT has approved the Revised Distribution Framework proposed by the New Board for interim distribution. The Company without prejudice to its rights had impaired the investment for the expected credit loss by ₹ 11,636.55 lakhs till 31 March, 2023 and has written off above-mentioned amounts in respective years.
2. We draw attention to Note 44 to the Standalone Financial Statements which describes Company's investment of Rs. 30,000 Lakhs (face value) in 9% Yes Bank Perpetual Additional Tier I (AT-1) bonds. The hon'ble Bombay High Court has quashed and set aside the letter dated 14 March, 2020 issued by the Administrator, Yes Bank and decision to write off Additional Tier 1 bonds. On the request of the Yes Bank Counsel the hon'ble Bombay High Court has stayed this order for period of six weeks. Yes Bank and RBI challenged the Bombay High Court's order before the Supreme Court and accordingly stay was extended subject to the final order passed by the Supreme Court. It describes the uncertainty related to the current outcome of the above-mentioned order.

Our opinion is not modified in respect these matters of emphasis.



## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

### KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements taken as a whole; in forming our opinion thereon and we do not provide a separate opinion on these matters. Apart from 'Basis for qualified opinion' we have determined the key audit matters as described below:

- A. Determination of fair value of carrying amount of investments
- B. Accounting treatment for contracts with customer
- C. Contingent liabilities

#### A. Determination of fair value of carrying amount of investments

##### Description of key audit matter

The Company has investments net of provision of Rs. 75,158.58 Lakhs as at 31 March, 2024 consisting of investments in the equity instruments of subsidiaries, third party bonds, mutual funds, other equity instruments etc. and are valued as per Ind AS 109, "Financial instruments". By their nature, these are subjected to various factors related to respective investee entities including but not limited to, economic factors, business dynamics, financial performance etc. and impact a fair valuation of these investments. Accordingly, this necessitates a close monitoring by the management of these situations and judgement, based on appropriate evaluation criteria to arrive at a fair value of carrying amounts of these assets as at balance sheet date. Against this background, this matter was of significance in the context of our audit.

##### Description of Auditor response

We have carried out a comparison between carrying value of investment as at balance sheet date and net worth as reflected by latest audited financials of investee companies. Wherever carrying amount of investment is more than the net-worth of investee Company we have discussed and enquired with the management the process followed by them to identify permanent diminution, if any, in the value of investment and necessary accounting treatment adopted in the books. In addition, management has provided us with the future business plans, wherever necessary and how in their business judgement such gap between investment and net-worth of the investee is either compensated with improving business conditions or valuations of such entities. Going forward our regular audit procedures are designed to keep a follow up on outcomes of these management assertions.

#### B. Accounting treatment for contracts with customer

##### Description of key audit matter

Revenue amounting to Rs. 45,526.88 Lakhs reported in the Company's financial statements pertains to customer specific contracts and the same are required to satisfy the recognition and measurement criteria as prescribed in IND AS 115, 'Revenue from Contracts with Customers'. Company's revenue is bifurcated into two main parts (a) revenue from software products (IPR based licenses) and (b) revenue from software services. Certain contracts necessarily involve estimations and certain assumptions to be made by the management in determining the quantum of revenue to be recognised in specific period. This inherently creates certain uncertainties and results in complexities in accounting treatment wherein incorrect assumptions and estimates can lead to revenue being recognised in incorrect accounting periods thereby impacting the results. Considering these factors, in the context of our audit this matter was of significance and hence a key audit matter.

##### Description of Auditor's response

With a view to verify the reasonableness of the revenue accounting we carried out following procedures:

- a) Understanding the internal control environment for revenue recognition and to test check with a view to verify its operating effectiveness;
- b) Major contracts were read and analysed to verify correctness of accounting of revenue as calculated by the Company's Management;
- c) Discussed with the management process of identification of variable consideration and verified the working on test basis;
- d) Verified the working of unbilled revenue and unearned revenue on test basis;
- e) Performed analytical procedures and obtained reasons for major variances;
- f) Ensured that revenue is recognized in accordance with accounting policy of the Company and Ind AS 115;

#### C. Contingent liabilities

##### Description of key audit matter

Contingent liabilities as at 31 March, 2024 amounted to Rs. 23,568.96 Lakhs, which mainly include pending income-tax matters and certain legal cases other than those forming basis for our qualified opinion. Contentious income tax matters relate to interpretational differences between the Company and various tax authorities, certain matters subjected to internal circulars and guidelines within tax authorities irrespective of stated legal provisions sometimes requiring decision making only by higher tax authorities through appellate procedures resulting in delays in outcome. Given the current legal and

## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

operational embargo that the Company is facing, it is subjected the multiple litigations by and on the Company sub-judice at various courts and levels requiring the Company's Management to exercise significant judgement on these outcomes to determine the liabilities that are contingent in nature. Considering these factors, in the context of our audit, this matter was of significance and hence a key audit matter.

### Description of Auditor's response

With a view to ensure that disclosures made by the Company in Note 33 to the Standalone Financial Statements, are determined appropriately and prudently, we obtained information of pending income-tax matters from the Company and have obtained/verified the documents including the communication with the departments provided by the Company. In addition, we have carried out comparison with respect to previous year and obtained/reviewed documentation for additional tax matters arisen during the year. Our tax team has carried out discussions with the Company's internal tax team on these cases mainly with respect to issues raised by various tax authorities in their communication to the Company to substantiate Company's assessment that there are no present obligations perceived.

With respect to legal cases disclosed to us, we have obtained updates on pending cases from the management and discussed it with the Company's internal legal department, wherever necessary. We carried out a comparison between the latest status and immediate previous status. While comparing, we have tried to ascertain the appropriateness, without being judgemental, of the management judgement exercised in updating to the latest status and have tried to evaluate an impact on such ascertainment of whether the Company liabilities to which it is contingently liable are appropriately ascertained with prudence principle.

### **INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON (HEREINAFTER REFERRED AS "OTHER INFORMATION")**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Directors' Report including any annexures thereto, Corporate Governance Report and Management Discussion and Analysis, but does not include the Standalone Financial Statements and our auditor's report thereon.

These reports are expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read these reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable as per applicable laws and regulations.

### **RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS**

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

In preparing the Standalone Financial Statements, Company's Management and Board of Directors are 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 and Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

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

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

## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may 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 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 section 143(11) 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 and based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes In Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, *except for the effects, if any, of the matters described in the basis for qualified opinion paragraph*;
  - e) On the basis of the written representations received from the directors as on 31 March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 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 an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
  - g) With respect to the other matters to be included in the auditor's report in accordance with the requirements of section 197(16) of the Act, as amended, we report that 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; and

- h) With respect to the other matters to be included in the auditor's report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March, 2024 on its Standalone Financial Statements, *to the extent it is ascertainable* [Refer Note 33 to the Standalone Financial Statements and 'Basis for Qualified Opinion'].
  - ii. The Company does not have any outstanding long-term contracts including derivative contracts as on 31 March, 2024.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. Reporting on rule 11(e):
    - (a) The Management has represented that, to the best of its knowledge and belief, as stated in Note no. 40 (2), no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (b) The Management has represented, that, to the best of its knowledge and belief, as stated in Note no. 40 (2), no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The dividend for the current and previous years is proposed/declared but cannot be paid due to restrictions imposed pursuant to the directions of the Court is in accordance with section 123 of the Act, as applicable. [Refer Note 45 to the Standalone Financial Statements]
  - vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April, 2023 however reporting under Rule 11(g) of the Companies (Audit and Auditor) Rules, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended 31 March, 2024.

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software and operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

**For Sharp & Tannan Associates**

Chartered Accountants

Firm's Registration No.: 0109983W

by the hand of

**CA Pramod Bhise**

Partner

Membership No.: (F) 047751

UDIN: 24047751BKAARP3350

Mumbai, May 24, 2024

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under the heading, "Report on Other Legal and Regulatory Requirements" of our report on even date:

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
 (B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment have been physically verified by the management at regular intervals based on the programme of verification in a phased manner which in our opinion is reasonable. No material discrepancies were noticed during such physical verification conducted by the Company during the year.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) The Company has neither revalued its Property, Plant and Equipment (including Right of Use assets) nor intangible assets during the year. Accordingly, reporting under paragraph 3(i)(d) of the Order is not applicable.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under paragraph 3(i)(e) of the Order is not applicable
- (ii) According to the process explained to us and as followed by the Company, the Company's inventory items are directly delivered to its customers on their procurement. Accordingly, reporting on paragraph 3(ii) of the Order is not applicable.
- (iii) With respect to investments, guarantees, security, loans or advances:
- during the year, the Company has made investments in certain group companies;
  - in earlier years, the Company had granted loans to group companies out of which certain loans are outstanding as at balance sheet date;
  - during the year, the Company has not provided any guarantee to companies, firms, Limited Liability Partnerships or any other parties.
- (a) Details of loans outstanding (net of provisions, if any) as at balance sheet date are as follows: (also refer Note 40 for details):

PARTICULARS	Loans (Amounts in Rs. Lakhs)	
	Loan given during the year	Balance outstanding as at 31 March, 2024
- Subsidiaries, joint-ventures and associates	Nil	500
- Other than Subsidiaries, joint-ventures and associates	Nil	Nil

- (b) Investments made and the terms and conditions of all loans given, to the extent stipulated, are not prejudicial to the Company's interest.
- (c) Schedule of repayment of principal and payment of interest has not been stipulated for loan given to a subsidiary. Accordingly, reporting on repayments or receipts is not applicable.
- (d) Schedule of repayment of principal and payment of interest has not been stipulated for loan given to a subsidiary. Accordingly, we do not have anything to report on paragraph 3(iii)(d) of the Order.
- (e) In furtherance to above, no loan or advance in the nature of loan granted has fallen due during the year. Accordingly, the reporting under para 3(iii)(e) is not applicable.
- (f) Details with respect to the unsecured loan given to a subsidiary repayable on demand are as follows:

PARTICULARS	Loans (Amounts in Rs. Lakhs)	
	Balance outstanding as at 31 March, 2024	Percentage
- Subsidiaries, joint-ventures and associates	500	100%
- Related parties other than Subsidiaries, joint-ventures and associates	Nil	Nil
<b>Total loans</b>	<b>500</b>	<b>100%</b>

- (iv) The Company has complied with provisions of section 185 and section 186 of the Act.
- (v) The Company has not accepted deposits or deemed deposits to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act, and the rules framed there under, are applicable. Accordingly, reporting under para 3(v) is not applicable

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under the heading, "Report on Other Legal and Regulatory Requirements" of our report on even date:

- (vi) Maintenance of cost records has not been specified by the Central government under section 148(1) of the Act. Accordingly reporting on paragraph 3 (vi) of the Order is not applicable.
- (vii)(a) The Company is generally regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of excise, value added tax, cess and any statutory dues as applicable, to the appropriate authorities. Based on verification carried out by us on test basis, there are no arrears of undisputed statutory dues outstanding as at 31 March, 2024 for a period of more than six months from the date they became payable.
- (b) The details of statutory dues referred to in sub-paragraph (a) above which have not been deposited with the concerned authorities as on 31 March, 2024, on account of dispute are given below:

Name of the Statute	Name of the disputed dues	Amount involved* (Rs. Lakhs)	Period to which the amount relates	Forum where disputes are pending
			(Assessment Year)	
Income Tax Act, 1961	Income Tax	231.89	2016-17	Commissioner of Income Tax Appeals
		210.66	2017-18	
MVAT Act 2002	CST Tax	206.77	FY 2017-18	Deputy Commissioner of Sales Tax
<b>Total</b>		<b>649.32</b>		

- (viii) There are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, reporting under para 3(viii) is not applicable.
- (ix) The Company has neither raised short term funds nor long term funds during the current year as well as in the immediately preceding year. Accordingly, reporting under para 3(ix)(a), 3(ix)(b), 3(ix)(c), 3(ix)(d), 3(ix)(e), 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting on para 3(x)(a) is not applicable.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting on para 3(x)(b) is not applicable.
- (xi) (a) Except for the matters(s) referred in the 'Basis for Qualified Opinion' of our audit report which are sub-judice and hence are inconclusive, to the best of our knowledge and information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the year, we have taken into consideration the whistle blower complaints, if any, received by the company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company. Accordingly, reporting on para 3(xii) of the order is not applicable.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of the Act, wherever applicable, and the details have been disclosed in the financial statements as required by the applicable IND AS.
- (xiv)(a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports issued during the year and pertaining to the year under audit.
- (xv) The company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, reporting on para 3(xv) of the order is not applicable.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting on para 3(xvi)(a) is not applicable.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting on para 3(xvi)(b) is not applicable.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting on para 3(xvi)(c) of the order is not applicable.
- (d) The group does not have CIC as part of the group. Accordingly, reporting on para 3(xvi)(d) of the order is not applicable.



- (xvii) The company has not incurred cash losses in the current financial year as well as in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting on para 3(xviii) of the order is not applicable.
- (xix) Except for the matters(s) referred in the 'Basis for Qualified Opinion' of our audit report which are sub-judice and hence are inconclusive, to the best of our knowledge and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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) (a) There is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects. Accordingly, reporting on para 3(xx) (a) of the order is not applicable.
- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount outstanding on 29 April, 2024, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

**For Sharp & Tannan Associates**  
Chartered Accountants  
Firm's Registration No.: 0109983W  
by the hand of

**CA Pramod Bhise**  
Partner  
Membership No.: (F) 047751  
UDIN: 24047751BKAARP3350

Mumbai, May 24, 2024

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 (f) under the heading, "Report on other legal and regulatory requirements" of our report on even date:

### REPORT ON THE INTERNAL FINANCIAL CONTROLS

[UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")]

#### OPINION

We have audited the internal financial controls over financial reporting of **63 moons technologies limited** (hereinafter referred as "the Company") as of 31 March, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2024, based on the internal financial 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 (hereinafter referred as "the guidance note") issued by the Institute of Chartered Accountants of India (hereinafter referred as "ICAI").

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and Board of Directors are 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 and the SAs issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 (f) under the heading, "Report on other legal and regulatory requirements" of our report on even date:

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

**For Sharp & Tannan Associates**  
Chartered Accountants  
Firm's Registration No.: 0109983W  
by the hand of

**CA Pramod Bhise**  
Partner  
Membership No.: (F) 047751  
UDIN: 24047751BKAARP3350

Mumbai, May 24, 2024

**BALANCE SHEET**

as at March 31, 2024

(₹ in lakhs)

<b>PARTICULARS</b>	<b>NOTE</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	20,476.77	20,469.48
Right of use assets	6	484.43	428.01
Investment property	7	10,028.62	10,238.73
Other intangible assets	8	89.23	207.47
Financial assets			
(i) Investments	9	62,992.00	64,901.21
(ii) Loans	10	2.45	10.68
(iii) Other financial assets	11	62,572.03	26,539.83
Deferred tax assets (net)	20	4,612.75	4,721.93
Other non-current assets	12	4,315.38	7,180.12
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,65,573.66</b>	<b>1,34,697.46</b>
<b>Current assets</b>			
Financial assets			
(i) Investments	9	12,166.58	11,312.94
(ii) Trade receivables	13	942.22	915.31
(iii) Cash and cash equivalents	14	4,272.14	5,686.54
(iv) Bank Balances other than (iii) above	15	1,07,203.05	1,19,533.40
(v) Loans	10	506.43	509.66
(vi) Other financial assets	11	4,580.06	4,222.70
Current tax assets (net)	20	5,614.29	3,270.51
Other current assets	12	3,144.06	3,066.87
<b>TOTAL CURRENT ASSETS</b>		<b>1,38,428.83</b>	<b>1,48,517.93</b>
<b>TOTAL ASSETS</b>		<b>3,04,002.49</b>	<b>2,83,215.39</b>

**BALANCE SHEET (CONTD.)**

as at March 31, 2024

(₹ in lakhs)

<b>PARTICULARS</b>	<b>NOTE</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	16	921.57	921.57
Other equity		2,86,682.77	2,60,734.88
<b>TOTAL EQUITY</b>		<b>2,87,604.34</b>	2,61,656.45
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Lease Liability		266.28	259.17
(ii) Other financial liabilities	17	484.26	484.26
Provisions	18	885.96	783.19
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>1,636.50</b>	1,526.62
<b>Current liabilities</b>			
Financial liabilities			
(i) Lease Liability		250.83	161.02
(ii) Trade payables	21		
Due to micro and small enterprises		114.46	92.08
Due to others		509.49	220.39
(iii) Other financial liabilities	17	9,927.59	8,034.22
Other current liabilities	19	3,076.24	10,751.36
Provisions	18	883.04	773.25
<b>TOTAL CURRENT LIABILITIES</b>		<b>14,761.65</b>	20,032.32
<b>TOTAL LIABILITIES</b>		<b>16,398.15</b>	21,558.94
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,04,002.49</b>	2,83,215.39
<b>See accompanying notes forming part of the financial statements 1 to 51</b>			

In terms of our report attached  
**For Sharp & Tannan Associates**  
Chartered Accountants  
(Firm's Registration No.109983W)  
by the hand of

**For and on behalf of the Board**

**Pramod Bhise**  
Partner  
Membership No:(F) 047751

**Chitkala Zutshi**  
Director  
DIN- 07684586

**Hariraj Chouhan**  
Company Secretary

**S. Rajendran**  
Managing Director & CEO  
DIN - 02686150

**Devendra Agrawal**  
Whole-time Director & CFO  
DIN - 03579332

Place : Mumbai  
Date : May 24, 2024

Place : Mumbai  
Date : May 24, 2024

# STATEMENT OF PROFIT AND LOSS

for the Year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	NOTE	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Continuing Operations</b>			
Revenue from operations	22	45,526.88	27,249.38
Other income (net)	23	13,766.53	10,241.36
<b>TOTAL INCOME</b>		<b>59,293.41</b>	37,490.74
<b>Finance costs</b>			
Purchases of stock-in-trade	24	300.00	-
Employee benefits expense	25	14,843.07	12,304.16
Finance costs	26	89.26	54.47
Depreciation and amortisation expenses	27	1,287.83	1,187.26
Other expenses	28	10,970.80	9,672.21
<b>TOTAL EXPENSES</b>		<b>27,490.96</b>	23,218.10
Profit/ (Loss) before exceptional item and tax		31,802.45	14,272.64
Exceptional items	29	(4,750.00)	(7,386.55)
<b>Profit / (Loss) before tax</b>		<b>27,052.45</b>	6,886.09
<b>Tax expense / (credit):</b>			
Current tax	20	0.21	3,743.31
Deferred tax	20	130.61	367.37
<b>TOTAL TAX EXPENSE</b>		<b>130.82</b>	4,110.68
<b>Profit / (Loss) for the year</b>		<b>26,921.63</b>	2,775.41
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement of the net defined benefit liability/asset		(73.60)	(195.41)
Income tax relating to above mentioned items		21.43	56.90
<b>Total Other Comprehensive Income (net of tax)</b>		<b>(52.17)</b>	(138.51)
<b>Total comprehensive income for the year</b>		<b>26,869.46</b>	2,636.90
<b>Earnings per share:</b>	37		
Basic and Diluted per share (in ₹)		58.43	6.02
Face Value Per Share (in ₹)		2.00	2.00
<b>See accompanying notes forming part of the financial statements 1 to 51</b>			

In terms of our report attached  
**For Sharp & Tannan Associates**  
 Chartered Accountants  
 (Firm's Registration No.109983W)  
 by the hand of

**For and on behalf of the Board**

**Pramod Bhise**  
 Partner  
 Membership No:(F) 047751

**Chitkala Zutshi**  
 Director  
 DIN- 07684586

**Hariraj Chouhan**  
 Company Secretary

**S. Rajendran**  
 Managing Director & CEO  
 DIN - 02686150

**Devendra Agrawal**  
 Whole-time Director & CFO  
 DIN - 03579332

Place : Mumbai  
 Date : May 24, 2024

Place : Mumbai  
 Date : May 24, 2024

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	Equity Share Capital	Reserves and surplus				Other Comprehensive Income	Total other equity	Total equity attributable to equity holders of the Company
		Capital reserve	Securities premium reserve	General reserve	Retained earnings			
<b>Balance at 01.04.2022</b>	921.57	147.59	41,746.62	32,579.86	1,83,658.19	(34.29)	2,58,097.98	2,59,019.55
<b>Changes in equity for the year ended 31.03.2023</b>								
Remeasurement of The Net Defined Liability/Asset (Net of Tax)	-	-	-	-	-	(138.51)	(138.51)	(138.51)
Profit for the year	-	-	-	-	2,775.41	-	2,775.41	2,775.41
<b>Balance at 31.03.2023</b>	921.57	147.59	41,746.62	32,579.86	1,86,433.60	(172.80)	2,60,734.88	2,61,656.45
<b>Balance at 01.04.2023</b>	921.57	147.59	41,746.62	32,579.86	1,86,433.60	(172.80)	2,60,734.88	2,61,656.45
<b>Changes in equity for the year ended 31.03.2024</b>								
Dividends ( Refer Note 45)	-	-	-	-	(921.57)	-	(921.57)	(921.57)
Remeasurement of The Net Defined Liability/Asset (Net of Tax)	-	-	-	-	-	(52.17)	(52.17)	(52.17)
Profit for the year	-	-	-	-	26,921.63	-	26,921.63	26,921.63
<b>Balance at 31.03.2024</b>	921.57	147.59	41,746.62	32,579.86	2,12,433.66	(224.97)	2,86,682.77	2,87,604.34

(₹ in lakhs)

**NATURE AND PURPOSE OF RESERVES:**

**Capital reserve:**

During amalgamation, the excess of net assets taken over the cost of consideration paid is treated as capital reserve.

**Securities Premium Reserve:**

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

**General Reserve:**

General Reserve was created by transferring a portion of the net profit of the Company as per the requirements of the Companies Act, 1956 (Now Companies Act, 2013).

**Retained earnings:**

Remaining portion of profits earned by the Company till date after appropriations.

In terms of our report attached  
**For Sharp & Tannan Associates**  
 Chartered Accountants  
 (Firm's Registration No.109983W)  
 by the hand of

**For and on behalf of the Board**

**Chitkala Zutshi**  
 Director  
 DIN- 07684586

**S. Rajendran**  
 Managing Director & CEO  
 DIN - 02686150

**Pramod Bhise**  
 Partner  
 Membership No:(F) 047751

**Hariraj Chouhan**  
 Company Secretary

**Devendra Agrawal**  
 Whole-time Director & CFO  
 DIN - 03579332

Place : Mumbai  
 Date : May 24, 2024

Place : Mumbai  
 Date : May 24, 2024

## STATEMENT OF CASH FLOW

for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024		Year ended 31.03.2023	
<b>A. Cash flow from operating activities</b>				
Profit / (Loss) before tax		27,052.45		6,886.09
<b>Adjustments for:</b>				
Depreciation and amortisation expense	1,287.83		1,187.26	
Gain on fair valuation of financial assets at fair value through profit or loss	(855.88)		(536.81)	
Impairment / allowance for expected credit loss on debentures	-		14,344.83	
Less: Reversal of allowance for expected credit loss - debentures	-		(10,208.28)	
Allowance for expected credit loss on investment in subsidiaries	-		3,500.00	
Investment in subsidiary written off	33,697.90		-	
Less: Earlier allowance for expected credit loss on investment in subsidiaries written back	(28,947.90)		-	
Allowance for credit loss on loans to subsidiaries made earlier written back	-		(250.00)	
Bad debts / advances written off (net of provision held)	11.68		36.22	
Provision for doubtful trade receivables / advances	0.19		99.22	
Finance costs	89.27		54.47	
Interest income	(11,862.33)	(6,579.24)	(8,671.01)	(444.10)
<b>Operating profit / (loss) before working capital changes</b>		<b>20,473.21</b>		<b>6,441.99</b>
<b>Changes in working capital:</b>				
<b>Adjustments for:</b>				
Trade receivables, loans, other financial assets and other assets	(218.32)		(198.98)	
Trade payables, other financial liabilities, other liabilities and provision	(6,526.11)	(6,744.43)	8,290.96	8,091.98
<b>Cash used in operations</b>		<b>13,728.78</b>		<b>14,533.97</b>
Net Income Tax paid		392.31		-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>14,121.09</b>		<b>14,533.97</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on Property, plant and equipment and other Intangible assets including capital advances		(382.57)		(455.69)
Purchase of stake in subsidiaries		(4,750.00)		(3,507.50)
Proceeds from sale of Financial assets - others		1,911.48		10,270.61
Loan repaid by subsidiary company		-		250.00
Bank deposits not considered as Cash and cash equivalents				
- Placed		(1,72,212.67)		(2,43,624.44)
- Matured		1,48,526.32		2,17,208.20
Interest income		11,620.03		7,748.53
<b>Cash flow from investing activities</b>		<b>(15,287.41)</b>		<b>(12,110.29)</b>
Income tax paid (net of refund)		-		917.87
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>		<b>(15,287.41)</b>		<b>(11,192.42)</b>
<b>C. Cash flow from financing activities</b>				
Repayment of lease liabilities - Principal		(195.33)		(98.36)
- Interest		(52.76)		(26.07)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>		<b>(248.09)</b>		<b>(124.43)</b>

**STATEMENT OF CASH FLOW (CONTD.)**

for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>(1,414.41)</b>	3,217.12
Cash and cash equivalents (opening balance)	8,713.72	5,496.60
Cash and cash equivalents (closing balance)	7,299.31	8,713.72

**Notes to Statement of cash flow:**

- Cash and cash equivalents include cash and bank balances in current and deposit accounts, with original maturities not exceeding three months. Reconciliation of bank balances with cash and cash equivalents is as follows.

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024	Year Ended 31.03.2023
Cash and cash equivalents	4,272.14	5,686.54
Other Bank balance in current account (Refer Note 11)	3,027.17	3,027.17
Cash and cash equivalents	<b>7,299.31</b>	8,713.71

- Fixed deposits with banks with maturity period of more than three months are classified and grouped in investing activities and not included in cash and cash equivalents.
- The statement of cash flow has been prepared under the indirect method, as per IND AS 7.
- Refer Note 42 for Corporate social responsibility (CSR) related disclosure.
- Previous year's figures have been regrouped / reclassified wherever applicable.

In terms of our report attached  
**For Sharp & Tannan Associates**  
 Chartered Accountants  
 (Firm's Registration No.109983W)  
 by the hand of

**For and on behalf of the Board**

**Pramod Bhise**  
 Partner  
 Membership No:(F) 047751

**Chitkala Zutshi**  
 Director  
 DIN- 07684586

**Hariraj Chouhan**  
 Company Secretary

**S. Rajendran**  
 Managing Director & CEO  
 DIN - 02686150

**Devendra Agrawal**  
 Whole-time Director & CFO  
 DIN - 03579332

Place : Mumbai  
 Date : May 24, 2024

Place : Mumbai  
 Date : May 24, 2024



## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 1 COMPANY OVERVIEW

63 moons technologies limited (the 'Company') is a public limited company incorporated and domiciled in India. The Company's registered office is at Shakti Tower – II, 4th floor, Premises – J, 766, Anna Salai, Chennai – 600 002, Tamilnadu, India and Corporate office at FT Tower, CTS No.256 & 257, Suren Road, Chakala, Andheri(East), Mumbai – 400 093, Maharashtra, India.

The principal activity of the company is that of Computer Programming, Consultancy and related services. The Company, is among the global leaders in offering technology IP (Intellectual Property) and domain expertise to create and trade on next-generation financial markets, that are transparent, efficient and liquid, across all asset classes including equities, commodities, currencies and bonds among others. The Company is pioneer in end to end Straight Through Processing (STP) solution that support high density transactions. It has developed proprietary technology platform benchmarked against global standard which give it a decisive edge in driving mass disruptive innovation at the speed and cost of execution unmatched in the financial market industry.

### 2 BASIS OF PREPARATION

#### 2.1 Statement of compliance and Basis of Preparation

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with the Companies (Indian Accounting Standards) Rules, 2015, subsequent amendments thereto and the relevant provisions of the 2013 Act.

The financial statements have been prepared on accrual basis using the historical cost measurement except for the following material items that have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Share based payment transactions
- Defined benefit and other long-term employee benefits

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These Ind-AS compliant financial statements were approved by the Board of Directors on May 24, 2024.

#### 2.2 Functional and presentation currency

These Separate financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

#### 2.3 Use of judgements and estimates

The preparation of the financial statements in conformity with Ind AS which requires management to make certain estimates, judgements and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

The areas involving critical estimates & judgements are :

Note Reference	Critical Estimates & Judgements
Note 3.14,12 and 20	Estimation of income taxes, Recognition and utilisation of deferred tax assets and MAT credit entitlement and utilisation.
Note 3.17 and 33	Measurement of contingencies key assumptions about the likelihood and magnitude of an outflow of resources.
Note 3.8, 3.9, 3.10 and 30	Assessment of carrying value / fair value of financial instruments.
Note 3.12 and 38	Measurement of defined benefit obligations: key actuarial assumptions.
Note 3.4, 3.5, 3.6, 5, 7 and 8	Estimation of useful life of tangible, intangible assets and investment property.

### 3 MATERIAL ACCOUNTING POLICIES

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

#### 3.1 Revenue

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to receive in exchange for those products or services. The company recognises the revenue

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

as per five step model as specified in Ind AS 115. 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. Revenue also excludes taxes collected from customers.

The revenue from the sale of software products (including IPR based licenses) is recognised on delivery/granting of right to use. In respect of service contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, revenue is recognised over time. Revenue from fixed price service contracts is recognised based on acts performed as specified in the contracts over the contract period where performance of several acts is required over that period. In the case of time and material contracts, revenue is recognised on the basis of hours completed and material used. Revenue from annual maintenance contracts, lease of licenses, IT infrastructure sharing income and Shared Business Support Services is recognised proportionately over the period in which the services are rendered/licenses is leased. Revenue from sale of goods is recognised on transfer of control over the goods to the customer. Sales are recorded net of returns (if any), trade discounts, rebates, and goods and service tax. Projected losses, if any, are provided in entirety as per Ind AS based on management's current estimates of cost to completion arrived at on the basis of technical assessment of time and effort required and estimates of future expenditure.

Revenues in excess of invoicing are classified as contract assets (which are referred to as unbilled revenue). Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Invoicing in excess of revenues are classified as contract liabilities (which are referred to as unearned revenues).

### 3.2 Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income in respect of income tax is accounted on receipt basis.

### 3.3 Investment property rental income

Rental income from investment property is recognised as revenue on a straight-line basis over the term of the lease and presented as other income.

### 3.4 Property, Plant and Equipment

#### i. Recognition and Measurement

Property, Plant and Equipment (PPE) are carried at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of PPE comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

PPE which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is recognised in Statement of Profit & Loss.

#### ii. Subsequent Expenditure

Subsequent expenditure relating to PPE is capitalised only when it is probable that future economic benefits with these will flow to the company and cost of the item can be measured reliably. Repairs & maintenance costs are recognised in Statement of Profit and Loss as and when incurred.

#### iii. Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives. Leased assets and leasehold improvements are depreciated over the shorter of the lease term and their useful lives.

Depreciation methods, useful lives and residual values are reviewed annually and the effects of any changes in estimates are accounted for on a prospective basis.

Freehold Land is not depreciated. For others, depreciation has been provided on the basis of estimated useful life as follows.

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

Assets	Useful Life
Office Equipment	2 to 5 Years
Electrical Installations	10 Years
Computer Hardware	3 to 6 Years
Furniture and Fixtures	5 to 10 Years
Vehicles	5 Years
Building	58 Years
Leasehold improvements	Over lease period (2 to 5 years)

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.

### 3.5 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. The cost of intangible assets comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in use. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Research costs are expensed as incurred. Amortization methods and useful lives are reviewed annually and the effects of any changes in estimates are accounted for on a prospective basis.

The Company amortises intangible assets using the straight-line method over the estimated useful life as follows:

- Patents, copyright and other rights - 8 years
- Computer software - 4 to 6 years

### 3.6 Investment property

Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated using the straight-line method over their estimated useful lives. Fair value is calculated using discounted cash flow method and other relevant factors, if any. Useful life of the investment property is considered as 58 years.

### 3.7 Cash and cash equivalents

The Company considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

### 3.8 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at recognition.

Classification	Initial Recognition	Subsequent Recognition
<b>Non-derivative financial instruments</b>		
a) Financial assets <b>at amortised cost</b> : if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding	At fair value including directly attributable transaction costs	Subsequently carried at amortised cost using effective interest rate method less any impairment loss
b) Financial assets <b>at fair value through other comprehensive income</b> : if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding and also selling financial assets	At fair value including directly attributable transaction costs	All changes in value excluding interest are recognised in OCI. Interest is recognised on effective interest rate method in Statement of Profit & Loss
c) Financial assets <b>at fair value through statement of profit and loss</b> : if financial asset is not classified in any of the above categories	At fair value excluding directly attributable transaction costs. Transaction costs are recognised in Statement of Profit and Loss	Fair valued at each subsequent reporting date

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

Classification	Initial Recognition	Subsequent Recognition
d) i) Trade receivable (which do not contain significant financing component) ii) Loans	At transaction price  At fair value	Subsequently held at amortised cost, using the effective interest rate method, net of any expected credit loss (Trade Receivable more than 270 days are booked at 100% ECL rate)
e) Investment in subsidiaries and associate	At cost	At cost net of expected credit Loss
f) Other Equity investments	At fair value	And changes through Statement of Profit and Loss
g) Financial liabilities	At fair value including directly attributable transaction costs	<b>At amortised cost:</b> using effective interest method except certain items
<b>Share capital</b>		
	Ordinary shares classified as equity	

Financial assets are reclassified subsequent to their recognition if and in the period the Company changes its business model for managing financial assets.

### Derecognition of financial instruments

A financial asset is derecognised by the Company only when:

- Contractual right to receive cash flows from the assets expires; or
- The Company has transferred the rights to receive cash flows from the financial asset; or
- If the Company has not retained control of the financial asset; or
- The Company has transferred substantially all risks and rewards of ownership of the financial asset.

Any gain or loss on derecognition is recognised in statement of profit and loss including cumulative gain or loss in case of financial assets subsequently valued at fair value through other comprehensive income. In case of financial assets subsequently fair valued through profit or loss, gain or loss is presented on a net basis.

In case of financial liability any gain or loss on derecognition is recognised in statement of profit and loss.

### 3.9 Measurement of Fair Value

Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. In determining the fair value of its financial instruments as define in Ind AS 113, the Company regularly reviews significant unobservable inputs, valuation adjustments, uses a variety of methods and assumptions that are based on market conditions and risks, existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

### 3.10 Write – Off

The Company is directly reducing the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

### 3.11 Impairment

#### i. Financial Assets

For the financial assets which are not fair valued through profit or loss, the Company tests loss allowances using the expected credit loss (ECL) model and recognises, if any.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### ii. Non-financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then asset's / cash generating unit (CGU)'s recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is estimated. An impairment loss is recognised if the carrying amount of an asset / CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### 3.12 Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or at rates that closely approximate the rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Foreign currency differences are generally recognised in profit or loss.

### 3.13 Employee Benefits

#### i. Short-term Obligations

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period when the employee renders those services.

#### ii. Other long-term employee benefit obligations

##### Compensated Absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each reporting date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the reporting date and recognised in Statement of Profit and Loss. Expense on non-accumulating compensated absences is recognized in the year in which the absences occur.

##### Defined Benefit Plan

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated at each reporting date by actuaries using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised, net of tax impact, in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. The amount of net interest expense calculated by applying the liability discount rate to the net defined liability or asset is charged or credited to 'Finance Cost' in Statement of Profit and Loss.

##### Defined Contribution Plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

### 3.14 Income Tax

Income tax expense comprises current and deferred tax and it is recognised in profit or loss or in OCI.

#### i. Current Tax

Current tax comprises the expected tax payable or recoverable on the taxable income or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. The amount of current tax payable or recoverable is the best estimate of the tax amount expected to be paid or received. It is measured using tax rates enacted or substantively enacted at the reporting date. Interest income in respect of income tax is shown under Other Income and accounted on receipt basis. Interest expenses and penalties, if any, are included in Current Tax Expense. Current tax assets and current tax liabilities are offset as per IND AS 12.

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

Minimum Alternative 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. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss.

The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

### ii. Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, Associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on business plans of the Company and the reversal of temporary differences. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

### 3.15 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### 3.16 Provisions

Provision is defined as per Ind AS 37. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 3.17 Contingent liabilities and contingent assets (Refer Note 33)

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Contingent assets are not recognised or disclosed in the financial statements.

### 3.18 Leases

Effective April 01, 2019, the Company had adopted Ind AS 116 "Leases" by applying the modified retrospective approach. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease.

#### Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

any lease incentives received. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the Company's incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value and are recognized as an expense on a straight-line basis over the lease term.

### Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

### 3.19 Earning Per Share

Calculation/Formula of Basic & Diluted Earnings Per Share is carried out in line with the principles & practices mentioned in the Ind AS 33. Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholder of the company by the weighted average number of equity shares outstanding during the year.

## 4. RECENT INDIAN ACCOUNTING STANDARDS (IND AS)

Ministry of Corporate Affairs (MCA) has not notified any amendments to Ind AS which are effective 1st April, 2024.



## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 5 PROPERTY, PLANT AND EQUIPMENT\*

(₹ in lakhs)

PARTICULARS	Freehold Land	Buildings	Improvement to Leasehold Premises	Computer Hardware	Office Equipment**	Furniture and Fixtures	Vehicles	Total
Year ended March 31, 2024								
Gross carrying Value as at April 01, 2023	4,836.18	18,081.66	95.24	6,666.93	6,689.09	4,923.46	1,078.69	42,371.25
Additions	-	-	-	411.64	128.04	4.03	182.93	726.64
Disposals	-	-	-	-	(34.11)	(40.94)	-	(75.05)
Gross carrying Value as at March 31, 2024	4,836.18	18,081.66	95.24	7,078.57	6,783.02	4,886.55	1,261.62	43,022.84
Accumulated depreciation and impairment as at April 01, 2023	-	3,518.40	95.24	6,206.28	6,373.45	4,874.84	833.56	21,901.77
Charged during the year	-	300.25	-	203.66	109.53	12.22	93.69	719.35
Disposals	-	-	-	-	(34.11)	(40.94)	-	(75.05)
Upto March 31, 2023	-	3,818.65	95.24	6,409.94	6,448.87	4,846.12	927.25	22,546.07
Net carrying amount as at March 31, 2024	4,836.18	14,263.01	-	668.63	334.15	40.43	334.37	20,476.77
Year ended March 31, 2023								
Gross carrying Value as at April 01, 2022	4,836.18	18,081.66	95.24	6,475.09	6,566.79	4,921.19	1,078.69	42,054.84
Additions	-	-	-	191.84	122.30	2.27	-	316.41
Disposals	-	-	-	-	-	-	-	-
Gross carrying Value as at March 31, 2023	4,836.18	18,081.66	95.24	6,666.93	6,689.09	4,923.46	1,078.69	42,371.25
Accumulated depreciation and impairment as at April 01, 2022	-	3,218.19	95.24	5,981.57	6,242.74	4,861.85	731.26	21,130.85
Charged during the year	-	300.21	-	224.71	130.71	12.99	102.30	770.92
Disposals	-	-	-	-	-	-	-	-
Upto March 31, 2023	-	3,518.40	95.24	6,206.28	6,373.45	4,874.84	833.56	21,901.77
Net carrying amount as at March 31, 2023	4,836.18	14,563.26	-	460.65	315.64	48.62	245.13	20,469.48

\* Refer Note 47 (d)

\*\* Includes electrical installations



## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 6 RIGHT OF USE ASSETS

(₹ in lakhs)

PARTICULARS	Buildings	Computer Hardware	Total
<b>Year ended March 31, 2024</b>			
<b>Gross carrying Value as at April 01, 2023</b>	<b>108.51</b>	<b>407.49</b>	<b>516.00</b>
Additions	65.15	227.11	292.26
Deletions on dehiring premises / Changes in lease terms	(11.82)	-	(11.82)
<b>Gross carrying Value as at March 31, 2024</b>	<b>161.84</b>	<b>634.60</b>	<b>796.44</b>
<b>Accumulated depreciation and impairment as at April 01, 2023</b>	<b>21.54</b>	<b>66.45</b>	<b>87.99</b>
Charged during the year	40.08	195.76	235.84
Deletions on dehiring premises	(11.82)	-	(11.82)
<b>Upto March 31, 2024</b>	<b>49.80</b>	<b>262.21</b>	<b>312.01</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>112.04</b>	<b>372.39</b>	<b>484.43</b>
<b>Year ended March 31, 2023</b>			
<b>Gross carrying Value as at April 01, 2022</b>	57.75	-	57.75
Additions	85.66	407.49	493.15
Deletions on dehiring premises	(34.90)	-	(34.90)
<b>Gross carrying Value as at March 31, 2023</b>	<b>108.51</b>	<b>407.49</b>	<b>516.00</b>
<b>Accumulated depreciation and impairment as at April 01, 2022</b>	<b>31.50</b>	-	<b>31.50</b>
Charged during the year	22.39	66.45	88.84
Deletions on dehiring premises	(32.35)	-	(32.35)
<b>Upto March 31, 2023</b>	<b>21.54</b>	<b>66.45</b>	<b>87.99</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>86.97</b>	<b>341.04</b>	<b>428.01</b>

Notes:

#### A The Company as a Lessee:

The Company incurred ₹ 176.80 lakhs (Previous Year ₹ 201.05 lakhs) for the year ended 31st March, 2024 towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is ₹ 418.61 lakhs (Previous Year ₹ 303.28 lakhs) for the year ended 31st March, 2024, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is ₹ 52.76 lakhs (Previous Year ₹ 26.07 lakhs) for the year.

#### B The Company as a Lessor:

The Company has entered into various cancellable and non-cancellable operating lease agreements as a lessor for various premises ranging from 2 months to 60 months and may be renewed for further period based on mutual agreement of the parties. The lease rentals recognised as income in the statement of profit and loss during the year are included in Note 23 under the head 'Rental income from properties sublease'.

Disclosure for non-cancellable operating lease is as follows:

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Lease Income</b>		
Lease rentals	1,048.32	1,028.10
<b>Future minimum lease receivable</b>		
Not later than one year	454.78	502.00
Later than one year and not later than two years	155.46	453.32
Later than two years and not later than three years	163.23	311.55
Later than three years and not later than four years	171.39	163.23
Later than four years and not later than five years	1.88	171.39
Later than five years	-	1.88

C The Commitment related to lease payments are shown in Note 33.

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**7 INVESTMENT PROPERTIES \***

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Gross carrying amount</b>		
Opening gross carrying amount	12,752.22	12,752.22
Additions	-	-
<b>Closing gross carrying amount</b>	<b>12,752.22</b>	12,752.22
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	2,513.49	2,303.42
Depreciation charge	210.11	210.07
<b>Closing accumulated depreciation</b>	<b>2,723.60</b>	2,513.49
<b>Net carrying amount</b>	<b>10,028.62</b>	10,238.73

\* Refer Note 47(d)

Notes:

**i. Amounts recognised in profit or loss for investment properties**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>Year ended 31.03.2024</b>	<b>Year ended 31.03.2023</b>
Rental income from Investment Property	887.50	859.76
Direct operating expenses (including repairs and maintenance) from property that generated rental income during the period	(90.59)	(90.59)
Direct operating expenses (including repairs and maintenance) from property that did not generate rental income during the period	-	-
<b>Profit from investment property before depreciation</b>	<b>796.91</b>	769.17
Depreciation	(210.11)	(210.07)
<b>Profit from investment property</b>	<b>586.80</b>	559.10

**ii. Contractual obligations**

There is no contractual obligations towards investment property.

**iii. Leasing arrangements**

Certain investment properties are leased to tenants under long-term operating leases with rentals payable monthly. Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
Not later than one year	454.78	502.00
Later than one year and not later than two years	155.46	453.32
Later than two years and not later than three years	163.23	311.55
Later than three years and not later than four years	171.39	163.23
Later than four years and not later than five years	1.88	171.39
Later than five years	-	1.88

**iv. Fair value**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
Investment properties	10,166.59	10,317.51

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 8 OTHER INTANGIBLE ASSETS

(₹ in lakhs)

PARTICULARS	Trade Mark	Computer Software	Total
<b>Year ended March 31, 2024</b>			
<b>Gross carrying Value as at April 01, 2023</b>	<b>10.06</b>	<b>4,226.55</b>	<b>4,236.61</b>
Additions	0.45	3.84	4.29
Write off	-	-	-
<b>Gross carrying Value as at March 31, 2024</b>	<b>10.51</b>	<b>4,230.39</b>	<b>4,240.90</b>
<b>Accumulated amortisation and impairment as at April 01, 2023</b>	<b>3.77</b>	<b>4,025.37</b>	<b>4,029.14</b>
Charged during the year	1.00	121.53	122.53
Write off	-	-	-
<b>Upto March 31, 2024</b>	<b>4.77</b>	<b>4,146.90</b>	<b>4,151.67</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>5.74</b>	<b>83.49</b>	<b>89.23</b>
<b>Year ended March 31, 2023</b>			
<b>Gross carrying Value as at April 01, 2022</b>	<b>12.55</b>	<b>4,354.98</b>	<b>4,367.53</b>
Additions	2.52	3.20	5.72
Disposals	(5.01)	(131.63)	(136.64)
<b>Gross carrying Value as at March 31, 2023</b>	<b>10.06</b>	<b>4,226.55</b>	<b>4,236.61</b>
<b>Accumulated amortisation and impairment as at April 01, 2022</b>	<b>7.80</b>	<b>4,040.55</b>	<b>4,048.35</b>
Charged during the year	0.98	116.45	117.43
Disposals	(5.01)	(131.63)	(136.64)
<b>Upto March 31, 2023</b>	<b>3.77</b>	<b>4,025.37</b>	<b>4,029.14</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>6.29</b>	<b>201.18</b>	<b>207.47</b>

### 9 INVESTMENTS\*

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-current investment</b>		
In equity instruments of subsidiaries	15,159.34	15,159.34
In equity instruments of associate	2,100.87	2,100.87
In optionally fully convertible debentures of subsidiary	3,000.00	3,000.00
In optionally fully convertible preference shares of subsidiary	-	-
In bonds / debentures carrying at amortised cost	42,731.79	44,641.00
In equity Instruments of others	-	-
<b>TOTAL</b>	<b>62,992.00</b>	<b>64,901.21</b>
<b>Current investment</b>		
In equity instruments of others	967.89	946.08
In bonds / debentures carrying at amortised cost	264.39	264.39
In Mutual funds	10,934.30	10,102.47
<b>TOTAL</b>	<b>12,166.58</b>	<b>11,312.94</b>
<b>TOTAL INVESTMENTS</b>	<b>75,158.58</b>	<b>76,214.15</b>
* Refer Note 47 (d) and 47 (e)		

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Details of investments</b>		
<b>Non-current investments</b>		
<b>Unquoted</b>		
<b>Investments carried at cost</b>		
<b>Investment in equity instrument of subsidiaries</b>		
1 930,536,440 (Previous Year 930,536,440) Equity shares of ₹ 1/- (Previous Year ₹ 1) each fully paid up in Ticker Limited (earlier Tickerplant Limited) [at cost less expected credit loss in value ₹ 6,285.39 lakhs (Previous Year ₹ 6,285.39 lakhs)]	3,019.98	3,019.98
2 329,478,954 (Previous Year 279,478,954) Equity shares of ₹ 10 each fully paid up, 30,000,000 (Previous Year Nil) Equity Share of ₹ 10 each (₹ 2.50 paid up) and Nil (Previous Year 20,000,000) Equity Share of ₹ 10 each (₹ 5 paid up) in National Spot Exchange Limited [at cost less expected credit loss in value ₹ Nil (Previous Year ₹ 28,947.90 lakhs)] Total investment of ₹ 33,697.90 lakhs has been written off during the year (Refer Note 41)	-	-
3 50,000 (Previous Year 50,000) Equity shares of ₹ 10/- each in Financial Technologies Communications Limited	5.00	5.00
4 109,060,002 (Previous Year 109,060,002) Ordinary shares of USD 1/- each in FT Group Investments Pvt Limited [at cost less expected credit loss in value ₹ 65,433.03 lakhs (Previous Year ₹ 65,433.03 lakhs)]	-	-
5 10,002 (Previous Year 10,002) Ordinary shares of USD 1/- each in Knowledge Assets Private Limited	3.98	3.98
6 3,750,000 (Previous Year 3,750,000) Equity shares of ₹ 10/- each in FT Knowledge Management Company Limited [at cost less expected credit loss in value ₹ 328.00 lakhs (Previous Year ₹ 328.00 lakhs)]	47.00	47.00
7 111,600,001 (Previous Year 111,600,001) Ordinary shares of SGD 1/- each in Financial Technologies Singapore PTE Limited [at cost less expected credit loss in value ₹ 25,464.26 lakhs (Previous Year ₹ 25,464.26 lakhs)]	11,410.10	11,410.10
8 4,314,395 (Previous Year 4,314,395) Equity shares of ₹ 10/- each in Apian Finance & Investment Limited	550.78	550.78
9 224,979 (Previous Year 224,979) Ordinary shares of ₹ 10/- each in FT Projects Limited	22.50	22.50
10 1,000,000 (Previous Year 1,000,000) Equity shares of ₹ 10/- each in Global Payment Networks Limited	100.00	100.00
11 100 (Previous Year 100) Equity Shares of Rand 1/- each in ICX Platform (Pty) Limited [at cost expected credit loss in value ₹ 499.13 lakhs (Previous Year ₹ 499.13 lakhs)]	-	-
<b>TOTAL</b>	<b>15,159.34</b>	15,159.34

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Investment in equity instrument of associate</b>		
210,086,610 (Previous Year 210,086,610) Equity shares of ₹ 1/- each in NTT Data Payment Services India Limited (formerly known as atom technologies limited (atom))	2,100.87	2,100.87
<b>TOTAL</b>	<b>2,100.87</b>	2,100.87
<b>In debentures of a subsidiary (unquoted):</b>		
30 (Previous Year 30) Unsecured, optionally fully convertible debentures of ₹ 10,000,000/- each in FT Projects Limited	3,000.00	3,000.00
<b>TOTAL</b>	<b>3,000.00</b>	3,000.00

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>In Optionally convertible preference shares of a subsidiary (unquoted):</b>		
15,000,000 (Previous Year 15,000,000) 5% Optionally Convertible Preference shares of USD 1/- each in FT Group Investments Pvt. Limited [at cost less expected credit loss in value ₹ 6,904.50 lakhs (Previous Year ₹ 6,904.50 lakhs)]	-	-
<b>TOTAL</b>	-	-
<b>Investment carried at amortised cost</b>		
<b>In Bonds / debentures:</b>		
1. 1,000.00 (Previous Year 1,000.00) Non Convertible 11.50% IL&FS Transportation Networks Ltd. NCD 21/06/2024 of ₹ 1,000,000/- each (Refer Note 43)	5,868.07	6,690.07
2. 1,000.00 (Previous Year 1,000.00) Non Convertible 11.80% IL&FS Transportation Networks Ltd. NCD 20/12/2024 of ₹ 1,000,000/- each (Refer Note 43)	2506.22	3,329.04
3. 3,000.00 (Previous Year 3,000.00) Non Convertible 9.00% Yes Bank Ltd Perpetual Bonds (Base III Tier I) of ₹ 1,000,000/- each	29,995.05	29,995.05
4. 528,782 (Previous Year 528,782) Non Convertible 6.75% Piramal Capital & Housing Finance Limited Debentures of ₹ 875/- each	4,362.45	4,626.84
<b>TOTAL</b>	<b>42,731.79</b>	44,641.00
<b>In Equity Instruments of Others (unquoted) carried through FVTPL:</b>		
1. 2,338.00 (Previous Year 2,338.00 ) Equity shares of ₹ 10/- each in Eco-Connect Ventures Pvt. Ltd.	-	-
<b>TOTAL NON-CURRENT INVESTMENTS</b>	<b>62,992.00</b>	64,901.21
<b>Current Investment</b>		
<b>In Equity Instruments of Others carried at fair value through Profit and loss account :</b>		
1. 1,496,500 (Previous Year 1,496,500) Equity shares of ₹ 1/- each in Delhi Stock Exchange Limited	446.27	439.36
2. 2,440,602 (Previous Year 2,440,602) Equity shares of ₹ 10/- each in Metropolitan Clearing Corporation of India Ltd. (MCCIL)	243.57	243.57
3. 290,000 (Previous Year 290,000) Equity shares of ₹ 10/- each in Norflok Technology Services Limited (formerly Vadodara Stock Exchange Limited)	278.05	263.15
<b>TOTAL</b>	<b>967.89</b>	946.08
<b>Investment carried at amortised cost</b>		
<b>In Bonds / debentures:</b>		
1. 528,782 (Previous Year 528,782) Non Convertible 6.75% Piramal Capital & Housing Finance Limited Debentures of ₹ 50/- each	264.39	264.39
<b>TOTAL</b>	<b>264.39</b>	264.39
<b>Investment carried at fair value through Profit and Loss</b>		
1. 8,070,191.30 (Previous Year 8,070,191.30) units of ₹ 10/- each of Nippon India Corporate Bond Fund-Direct Plan-Growth	4,551.45	4,205.59
2. 899,473.49 (Previous Year 899,473.49) units of ₹ 10/- each of ICICI Prudential Floating Interest Fund-Direct Plan-Growth	3,748.61	3,447.95
3. 55,061.37 (Previous Year 55,061.37) units of ₹ 1,000/- each of Kotak Low Duration Fund-Direct Growth	1,815.04	1,685.24
4. 173,46.516 (Previous Year 173,46.516) units of ₹ 1,000/- each of Baroda BNP Paribas Liquid Fund Direct Plan-Growth (formerly BNP Paribas Liquid Fund-Direct Growth)	483.06	450.22
5. 1,340,928.35 (Previous Year 1,340,928.35) units of ₹ 10/- each of HSBC Corporate Bond Fund-Bonus-Original (formerly L&T Triple Ace Bond Fund-Bonus-Original)	336.14	313.47
<b>TOTAL</b>	<b>10,934.30</b>	10,102.47
<b>TOTAL CURRENT INVESTMENT</b>	<b>12,166.58</b>	11,312.94

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
Aggregate Value of listed but not quoted investment	42,996.18	44,905.39
Aggregate Value of unquoted investment	1,37,733.14	1,65,170.96
Aggregate amount of expected credit loss	1,05,570.74	1,33,862.20

**10 LOANS**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Non-Current</b>		
<b>Unsecured, loans to related parties (Refer Note 39)</b>		
Loan Receivables which have significant increase in Credit Risk	-	-
Loan Receivables - credit impaired	162.10	162.10
	162.10	162.10
Less: Allowance for Loans credit impaired	(162.10)	(162.10)
	-	-
<b>Unsecured, Considered Good</b>		
Loans to employees	2.45	10.68
<b>TOTAL</b>	<b>2.45</b>	<b>10.68</b>
<b>Current</b>		
<b>Unsecured, loans to related parties (Refer Note 39)</b>		
Considered good	500.00	500.00
Loan Receivables which have significant increase in Credit Risk	-	-
Loan Receivables - credit impaired	-	-
	500.00	500.00
Less: Allowance for Loans credit impaired	-	-
	500.00	500.00
<b>Unsecured, Considered Good</b>		
Loans to employees	6.43	9.66
<b>TOTAL</b>	<b>506.43</b>	<b>509.66</b>
<b>TOTAL LOANS</b>	<b>508.88</b>	<b>520.34</b>

**11 OTHER FINANCIAL ASSETS**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Non-Current</b>		
Security Deposits	115.81	100.30
Deposit with Hon'ble Bombay High Court	8,400.00	8,400.00
<b>Other Bank Balances</b>		
In current accounts (Refer Note 47 (d) and 47 (e))	3,027.17	3,027.17
In deposit accounts [under lien ₹ 12.36 lakhs (Previous year ₹ 12.36 lakhs)]	51,029.05	15,012.36
<b>TOTAL</b>	<b>62,572.03</b>	<b>26,539.83</b>

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)		
PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Current</b>		
Interest accrued on bank fixed deposits / Others	2,548.29	2,305.79
Receivable on sale / redemptions of investments	1,540.94	1,540.94
Interest accrued on Bonds	3.41	3.62
<b>Advances and other receivables</b>		
Considered good	14.67	13.52
Considered doubtful	2,970.51	2,947.98
	2,985.18	2,961.50
Less: Allowance for doubtful advances	(2,970.51)	(2,947.98)
	14.67	13.52
<b>Security deposits</b>		
Considered good	30.70	5.68
Considered doubtful	13.12	13.12
	43.82	18.80
Less: Allowance For Doubtful Security deposit	(13.12)	(13.12)
	30.70	5.68
Unbilled receivable	109.24	74.75
<b>Contractually reimbursable expenses</b>		
Considered good	201.74	86.09
Considered doubtful	218.11	245.21
	419.85	331.30
Less: Allowance For Doubtful Contractually reimbursable expenses	(218.11)	(245.21)
	201.74	86.09
<b>Rent receivables</b>		
Considered good	131.07	192.31
Considered doubtful	233.94	106.76
	365.01	299.07
Less: Allowance For Doubtful rent receivable	(233.94)	(106.76)
	131.07	192.31
<b>TOTAL</b>	<b>4,580.06</b>	4,222.70
<b>TOTAL OTHER FINANCIAL ASSETS</b>	<b>67,152.09</b>	30,762.53

**12 OTHER ASSETS**

(₹ in lakhs)		
PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Other Non-Current assets</b>		
Advance Income Tax (net of provisions)	3,625.32	6,361.62
Advance Lease rental	619.47	631.85
Capital advances	18.00	129.55
Prepaid Expenses	52.59	57.10
<b>TOTAL</b>	<b>4,315.38</b>	7,180.12

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

<b>Other current assets</b>		
Prepaid expenses	1,067.64	1,007.63
Balances With Government Authorities	301.05	179.24
Advance for Lease	12.37	12.41
<b>Advances for supply of goods and services</b>		
Considered good	1,763.00	1,867.59
Considered doubtful	144.50	200.00
	1,907.50	2,067.59
Less: Allowance for doubtful advances	(144.50)	(200.00)
	1,763.00	1,867.59
<b>TOTAL</b>	<b>3,144.06</b>	<b>3,066.87</b>
<b>TOTAL OTHER ASSETS</b>	<b>7,459.44</b>	<b>10,246.99</b>

**13 TRADE RECEIVABLES**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Current Unsecured</b>		
Undisputed Trade receivables – considered good	942.22	915.31
Undisputed Trade Receivables – which have significant increase in credit risk	-	-
Undisputed Trade Receivables – credit impaired	98.63	242.03
	1,040.85	1,157.34
Less: Allowance for expected credit loss on undisputed trade receivable	(98.63)	(242.03)
<b>TOTAL TRADE RECEIVABLES</b>	<b>942.22</b>	<b>915.31</b>

Trade receivables ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

(₹ in lakhs)

<b>PARTICULARS</b>	<b>Not Due/ Less than 6 Months</b>	<b>6 months to 1 Year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Undisputed Trade receivables – considered good	931.22	11.00	-	-	-	942.22
	(870.87)	(44.44)	-	-	-	(915.31)
Undisputed Trade receivables – credit impaired	13.34	6.16	29.33	39.46	10.35	98.63
	(14.51)	(30.47)	(76.08)	(26.19)	(20.35)	(167.61)
Disputed Trade receivables – considered good	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
	(-)	(-)	(59.27)	(0.36)	(14.79)	(74.42)
<b>TOTAL</b>	<b>944.56</b>	<b>17.16</b>	<b>29.33</b>	<b>39.46</b>	<b>10.35</b>	<b>1,040.85</b>
	(885.39)	(74.91)	(135.35)	(26.55)	(35.14)	(1,157.34)
Less: Allowance for credit loss	13.34	6.16	29.33	39.46	10.35	98.63
	(14.51)	(30.47)	(135.35)	(26.55)	(35.14)	(242.03)
<b>TOTAL TRADE RECEIVABLES</b>	<b>931.22</b>	<b>11.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>942.22</b>
	(870.87)	(44.44)	(-)	(-)	(-)	(915.31)

Previous year amounts are given in brackets.

Trade Receivables ageing schedule is prepared on the basis of due date of payment. Unbilled dues ₹ 109.24 lakhs (Previous Year ₹ 74.75 lakhs)



## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 14 CASH AND CASH EQUIVALENTS

(₹ in lakhs)

PARTICULARS	As at	
	31.03.2024	31.03.2023
<b>Cash And Bank Balances</b>		
<b>Cash on hand</b>	2.73	1.44
<b>Balances with banks</b>		
In current accounts (Refer Note 47 (d))	2,544.41	2,035.10
In deposit accounts with original maturity of less than 3 months	1,725.00	3,650.00
<b>In earmarked accounts</b>		
In current accounts	-	-
	4,269.41	5,685.10
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b>4,272.14</b>	<b>5,686.54</b>

### 15 BANK BALANCES OTHER THAN (14) ABOVE

(₹ in lakhs)

PARTICULARS	As at	
	31.03.2024	31.03.2023
<b>Other bank balances *</b>		
In deposit accounts with original maturity of more than 12 months [Includes ₹ 239.31 lakhs (Previous Year: ₹ 239.59 lakhs) under lien with banks]	1,01,911.11	37,976.96
In deposit accounts with original maturity of more than 3 months but less than 12 months	5,291.94	81,556.44
* Refer Note 47 (d) and 47 (e)		
<b>TOTAL BANK BALANCES OTHER THAN (14) ABOVE</b>	<b>1,07,203.05</b>	<b>1,19,533.40</b>

### 16 EQUITY SHARE CAPITAL

PARTICULARS	As at 31.03.2024		As at 31.03.2023	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
<b>Authorised:</b>				
Equity shares of ₹ 2/- each	15,00,00,000	3,000.00	15,00,00,000	3,000.00
<b>Issued, subscribed and fully paid up:</b>				
Equity shares of ₹ 2/- each	4,60,78,537	921.57	4,60,78,537	921.57

#### a. Reconciliation of number of shares

PARTICULARS	As at 31.03.2024		As at 31.03.2023	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
<b>Equity Shares</b>				
Opening Balance	4,60,78,537	921.57	4,60,78,537	921.57
Changes during the period	-	-	-	-
Closing Balance	4,60,78,537	921.57	4,60,78,537	921.57

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**b. Rights, preferences and restrictions attached to equity shares:**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of the shareholders at the ensuing annual general meeting, except in the case of interim dividend and appropriate judicial orders. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

**c. Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:**

PARTICULARS	As at 31.03.2024		As at 31.03.2023	
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
La-fin Financial Services Private Limited	1,23,29,968	26.76	1,23,29,968	26.76
Jignesh P. Shah	65,36,728	14.19	65,36,728	14.19
Ravi Kanaiyalal Sheth	33,14,792	7.19	32,94,370	7.15

**d. Details of equity shares held by promoters in the Company:**

PARTICULARS	Number of Equity Shares held	% of total shares	% of Change during the year
La-Fin Financial Services Pvt Ltd	1,23,29,968	26.76	-
Jignesh P Shah *	65,36,728	14.19	-
Dewang Sunderraj Neralla	60,374	0.13	-
Rupal J Shah *	19,83,175	4.30	-
Mandar Neralla	1,364	0.00	-
Prakash B Shah	37,351	0.08	-
Manjay Prakash Shah	76,918	0.17	-
<b>TOTAL</b>	<b>2,10,25,878</b>	<b>45.63</b>	

\* includes shares held under multiple folios

**17 OTHER FINANCIAL LIABILITIES**

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-Current</b>		
Security Deposit	484.26	484.26
<b>TOTAL</b>	<b>484.26</b>	<b>484.26</b>
<b>Current</b>		
Unpaid dividend	7,833.35	6,911.78
Payables on purchase of fixed assets	240.71	3.92
Payable to employees and other contractual obligations	1,714.19	1,046.10
Provision for CSR related expense	35.02	-
Advances from customers	104.32	72.42
<b>TOTAL</b>	<b>9,927.59</b>	<b>8,034.22</b>
<b>TOTAL OTHER FINANCIAL LIABILITIES</b>	<b>10,411.85</b>	<b>8,518.48</b>

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 18 PROVISIONS

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-Current</b>		
Compensated absences	801.44	697.24
Gratuity	84.52	85.95
<b>TOTAL</b>	<b>885.96</b>	783.19
<b>Current</b>		
Compensated absences	411.23	373.21
Gratuity	471.81	400.04
<b>TOTAL</b>	<b>883.04</b>	773.25
<b>TOTAL PROVISIONS</b>	<b>1,769.00</b>	1,556.44

### 19 OTHER LIABILITIES

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Current</b>		
Statutory remittances	532.26	432.46
Income received in advance/unearned revenue	2,543.98	10,318.90
<b>TOTAL OTHER LIABILITIES</b>	<b>3,076.24</b>	10,751.36

### 20 INCOME TAX & DEFERRED TAX

#### INCOME TAX RECOGNISED IN PROFIT OR LOSS:

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Current Tax</b>		
In respect of the current year	-	3,595.19
In respect of earlier years	0.21	148.12
	<b>0.21</b>	3,743.31
<b>Deferred Tax</b>		
In respect of the current year	130.61	367.37
	<b>130.61</b>	367.37
<b>TOTAL TAX EXPENSE RECOGNISED IN THE CURRENT YEAR RELATING TO CONTINUING OPERATIONS</b>	<b>130.82</b>	4,110.68

#### 20.1 RECONCILIATION OF TAX EXPENSE WITH THE EFFECTIVE TAX

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Profit before tax from continuing operations (a)	27,052.45	6,886.09
Income tax rate as applicable (b)	29.12%	29.12%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	7,877.67	2,005.23
<b>Permanent tax differences due to:</b>		
Effect of expenses that are not deductible in determining taxable profit	167.49	2,068.83
Tax credit in respect of deferred tax assets earlier not recognised	(7,844.47)	-
Adjustments for income chargeable to tax at different rates	(70.08)	36.62
In respect of earlier years	0.21	-
<b>INCOME TAX EXPENSE RECOGNISED IN PROFIT OR LOSS RELATING TO CONTINUING OPERATIONS</b>	<b>130.82</b>	4,110.68

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**20.2 TAX LOSSES & TAX CREDITS**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>(a) Tax losses</b>		
<b>Deferred tax asset not recognised:</b>		
Unused tax losses (including capital gain losses)	7,495.29	7,289.46
Impairment / Provision for diminution in investments in subsidiaries & others	26,006.66	32,945.45
<b>(b) Tax credits:</b>		
Opening balance of MAT entitlement	5,217.69	8,585.02
Add: Claimed / (Utilised) during the year	-	(3,367.33)
Closing balance of MAT entitlement	<b>5,217.69</b>	5,217.69

**20.3 DEFERRED TAX LIABILITIES / (ASSETS)**

(a) The balance comprises temporary differences attributable to :

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Deferred tax liabilities</b>		
Property, plant and equipment	2,071.56	1,948.04
<b>TOTAL DEFERRED TAX LIABILITIES</b>	<b>2,071.56</b>	1,948.04
<b>Deferred tax assets</b>		
Trade receivables	28.72	70.48
Loans & other receivables	913.25	920.51
Provision for employees benefits	515.13	463.30
Right to use assets	9.52	(2.01)
MAT Credit entitlement	5,217.69	5,217.69
<b>TOTAL DEFERRED TAX ASSETS</b>	<b>6,684.31</b>	6,669.97
<b>DEFERRED TAX (ASSETS) / LIABILITIES AFTER SET OFF</b>	<b>(4,612.75)</b>	(4,721.93)

(b) Movement in deferred tax liabilities / (assets):

(₹ in lakhs)

<b>PARTICULARS</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
Net deferred tax (assets) / liabilities at the beginning	(4,721.93)	(8,399.73)
<b>Charged to profit or loss on account of:</b>		
Property, plant and equipment	123.52	37.90
Trade receivables	41.76	(12.55)
Loans & other receivables	7.27	(5.31)
Provision for employees benefits	(73.27)	(5.66)
Right to use assets	(11.53)	2.50
Tax losses	-	350.49
MAT credit utilised	-	3,367.33
	87.75	3,734.70
<b>Recognised in Other Comprehensive Income:</b>		
Employee benefit expenses	21.43	(56.90)
<b>NET DEFERRED TAX (ASSETS) / LIABILITIES AT THE CLOSING</b>	<b>(4,612.75)</b>	(4,721.93)

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 20.4 CURRENT TAX ASSETS

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
Current tax	5,614.29	3,270.51
<b>TOTAL CURRENT TAX ASSETS</b>	<b>5,614.29</b>	<b>3,270.51</b>

### 21 TRADE PAYABLE

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
Undisputed Dues To Micro And Small Enterprises	114.46	92.08
Total Outstanding Dues Of Creditors Other Than Micro And Small Enterprises	509.49	220.39
Payable to related parties	-	-
<b>TOTAL TRADE PAYABLE</b>	<b>623.95</b>	<b>312.47</b>

Trade Payable ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

(₹ in lakhs)

PARTICULARS	Not Due or Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade payables - Others	509.49	-	-	-	509.49
	(220.39)	(-)	(-)	(-)	(220.39)
Undisputed Trade payables - MSME	114.46	-	-	-	114.46
	(92.08)	(-)	(-)	(-)	(92.08)
Disputed Trade payables - Others	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Disputed Trade payables - MSME	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Total Trade Payables	623.95	-	-	-	623.95
	(312.47)	(-)	(-)	(-)	(312.47)

Note: Previous year amounts are given in brackets.

Trade Payables ageing schedule is prepared on the basis of due date of payment. Unbilled dues ₹ Nil (Previous Year ₹ Nil).

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

(a) An amount of ₹ 114.46 lakhs (Previous Year ₹ 92.08 lakhs) and ₹ Nil (Previous Year ₹ Nil) was due and outstanding to suppliers as at the end of the accounting year on account of Principal and Interest respectively.

(b) No interest paid during the year.

(c) No interest is due and payable at the end of the year.

(d) No amount of interest accrued and unpaid at the end of the accounting year.

(e) No amount of further interest remaining due and payable even in the succeeding years.

The above information regarding Micro and Small Enterprises has been determined to the extent replies to the Company's communication have been received from vendors/suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. This has been relied upon by the auditors.

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**22 REVENUE FROM OPERATIONS**

(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Income from software products (IPR based license)	9,092.81	7,513.71
Income from software services (Project based)	35,969.63	19,620.14
IT infrastructure income	148.24	114.33
<b>Sale of traded goods</b>		
Computer hardware	315.00	-
<b>Other operating revenues</b>		
Business support services	1.20	1.20
<b>TOTAL REVENUE FROM OPERATIONS</b>	<b>45,526.88</b>	27,249.38
<b>Revenue disaggregation by geography is as follows:</b>		
<b>Geography</b>		
India	45,439.10	27,194.11
Others	87.79	55.27
	<b>45,526.88</b>	27,249.38
Geographical revenue is allocated based on the location of the customers		

During the current year, new service arrangement for providing support and managed services for commodity trading platform to Multi Commodity Exchange of India Ltd (MCX), was ended on December 31, 2023 and the Company no longer offers any services to MCX. Income from software services (Project based) includes income of ₹ 331 crores (Previous year ₹ 171.12 crores) towards these services.

(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Changes in contract assets are as follows:</b>		
Balance at the beginning of the year	74.76	476.27
Revenue recognised during the year	439.18	1,136.12
Invoices raised during the year	(404.69)	(1,537.62)
Balance at the end of the year	<b>109.26</b>	74.76
<b>Changes in unearned and deferred revenue are as follows:</b>		
Balance at the beginning of the year	10,318.90	2,114.35
Revenue recognised that was included in the unearned and deferred revenue at the beginning of the year	(10,205.89)	(1,984.32)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	2,430.97	10,188.87
Balance at the end of the year	<b>2,543.98</b>	10,318.90

**23 OTHER INCOME**

(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Interest received on financial assets-Carried at amortised cost</b>		
On Bank deposits*	10,931.98	6,034.71
On Investments*	325.97	683.64
On Loans to subsidiaries	48.47	38.04
On Income tax refunds	544.25	1,828.79
On Others	9.97	83.39
On Loans to employees*	1.69	2.45
	<b>11,862.33</b>	8,671.02

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
*Interest under effective Interest method		
Gain on Fair Valuation of Financial Assets at fair value through profit or loss (net)	855.88	536.81
<b>Other Non-Operating Income</b>		
Rental income from properties (Refer Note 6(B))	1,048.32	1,028.10
Miscellaneous income	-	5.43
<b>TOTAL OTHER INCOME</b>	<b>13,766.53</b>	<b>10,241.36</b>

### 24 PURCHASES OF STOCK-IN-TRADE

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Computer hardware	300.00	-
<b>TOTAL PURCHASES OF STOCK-IN-TRADE</b>	<b>300.00</b>	<b>-</b>

### 25 EMPLOYEE BENEFITS EXPENSE

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Salaries and wages	13,742.78	11,315.66
Contribution to provident fund and other funds (Refer Note 38)	526.66	475.39
Gratuity	202.88	178.74
Staff welfare expenses	370.75	334.37
<b>TOTAL EMPLOYEE BENEFITS EXPENSE</b>	<b>14,843.07</b>	<b>12,304.16</b>

### 26 FINANCE COSTS

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Interest expense</b>		
Tax matters	0.05	-
Interest on lease liabilities	52.76	26.07
Others	36.45	28.40
<b>TOTAL FINANCE COSTS</b>	<b>89.26</b>	<b>54.47</b>

### 27 DEPRECIATION AND AMORTISATION EXPENSES

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Depreciation of tangible assets	719.35	770.92
Depreciation of Investment Properties	210.11	210.07
Depreciation on lease property	235.84	88.84
Amortisation of intangible assets	122.53	117.43
<b>TOTAL DEPRECIATION AND AMORTISATION EXPENSES</b>	<b>1,287.83</b>	<b>1,187.26</b>

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**28 OTHER EXPENSES**

(₹ in lakhs)

PARTICULARS		Year Ended	Year Ended
		31.03.2024	31.03.2023
Electricity		383.83	376.98
Rent		26.74	28.65
Repairs and maintenance		675.56	677.18
Security service charges		172.70	153.44
Office Expenses		570.52	545.24
Advertisement, branding & event expenses		334.10	110.76
Sales promotion expenses		366.88	155.05
Travelling and conveyance		367.68	172.01
Software license fees		1,215.38	1,090.69
Communication expenses		540.56	421.73
Legal and professional charges (Refer Note 35)		4,578.53	4,497.58
Outsourcing charges		495.42	268.12
Bad trade receivables / advances written off	89.55		65.22
Less: Allowance for credit loss made earlier	77.87		29.00
		11.68	36.22
Expected credit loss on trade receivables and advances		0.19	99.22
CSR related Expenses		85.88	-
Provision for commission to non-executive directors		200.00	125.00
Miscellaneous expenses		945.15	914.34
<b>TOTAL OTHER EXPENSES</b>		<b>10,970.80</b>	<b>9,672.21</b>

**29 EXCEPTIONAL ITEMS**

(₹ in lakhs)

PARTICULARS		Year Ended	Year Ended
		31.03.2024	31.03.2023
Write off / impairment of receivable in respect of debentures	-		(14,344.83)
Less: Allowance for expected loss made earlier	-		10,208.28
		-	(4,136.55)
Allowance for credit loss on loans to subsidiaries made earlier written back		-	250.00
Allowance for expected credit loss on investments in subsidiaries (Refer Note 41)		-	(3,500.00)
Investment in subsidiary written off	(33,697.90)		-
Less: Earlier provision written back	28,947.90		-
(Refer Note 41 )		(4,750.00)	
<b>TOTAL EXCEPTIONAL ITEMS</b>		<b>(4,750.00)</b>	<b>(7,386.55)</b>



## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### 30 FINANCIAL INSTRUMENTS

#### Financial instruments by category

The carrying amounts and fair values of financial instruments by categories as at March 31, 2024 and March 31, 2023 are as follows:

(₹ in lakhs)				
PARTICULARS	Amortised Cost / Cost	FVTPL	FVTOCI	Fair Value / Carrying Value
<b>As at 31.03.2024</b>				
<b>Assets:</b>				
Investments:				
In equity Instruments of Subsidiaries	15,159.34	-	-	15,159.34
In equity instruments of associate	2,100.87	-	-	2,100.87
In optionally fully convertible debentures of subsidiary	3,000.00	-	-	3,000.00
In bonds carrying at amortised cost	42,996.18	-	-	42,788.42
In mutual funds	-	10,934.30	-	10,934.30
In equity instruments of others	-	967.89	-	967.89
Cash and cash equivalents	4,272.14	-	-	4,272.14
Bank balances other than above	1,07,203.05	-	-	1,07,203.05
Trade receivables	942.22	-	-	942.22
Loans	508.88	-	-	508.88
Other financial assets	67,152.09	-	-	67,152.09
<b>TOTAL ASSETS</b>	<b>2,43,334.77</b>	<b>11,902.19</b>	<b>-</b>	<b>2,55,029.20</b>
<b>Liabilities:</b>				
Trade payables	623.95	-	-	623.95
Other financial liabilities	10,411.85	-	-	10,411.85
Lease liability	517.11	-	-	517.11
<b>TOTAL LIABILITIES</b>	<b>11,552.91</b>	<b>-</b>	<b>-</b>	<b>11,552.91</b>

(₹ in lakhs)				
PARTICULARS	Amortised Cost / Cost	FVTPL	FVTOCI	Fair Value / Carrying Value
<b>As at 31.03.2023</b>				
<b>Assets :</b>				
Investments:				
In equity Instruments of Subsidiaries	15,159.34	-	-	15,159.34
In equity instruments of associate	2,100.87	-	-	2,100.87
In optionally fully convertible debentures of subsidiary	3,000.00	-	-	3,000.00
In bonds carrying at amortised cost	44,905.39	-	-	44,502.14
In mutual funds	-	10,102.47	-	10,102.47
In equity instruments of others	-	946.08	-	946.08
Cash and cash equivalents	5,686.54	-	-	5,686.54
Bank balances other than above	1,19,533.40	-	-	1,19,533.40
Trade receivables	915.31	-	-	915.31
Loans	520.34	-	-	520.34
Other financial assets	30,762.53	-	-	30,762.53
<b>TOTAL ASSETS</b>	<b>2,22,583.72</b>	<b>11,048.55</b>	<b>-</b>	<b>2,33,229.02</b>
<b>Liabilities:</b>				
Trade payables	312.47	-	-	312.47
Other financial liabilities	8,518.48	-	-	8,518.48
Lease liability	420.19	-	-	420.19
<b>TOTAL LIABILITIES</b>	<b>9,251.14</b>	<b>-</b>	<b>-</b>	<b>9,251.14</b>

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as under:

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.
- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year.

The information based on the above levels is tabulated here below:

### Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(₹ in lakhs)

PARTICULARS	Fair value measurement at end of the reporting period/year using		
	Level 1	Level 2	Level 3
<b>As at 31.03.2024</b>			
<b>Assets at Fair Value :</b>			
In mutual funds	10,934.30	-	-
In equity instruments of others	-	-	967.89
In government and trust securities	-	-	-
<b>Liabilities at Fair Value :</b>	-	-	-
<b>As at 31.03.2023</b>			
<b>Assets at Fair Value :</b>			
In mutual funds	10,102.47	-	-
In equity instruments of others	-	-	946.08
In government and trust securities	-	-	-
<b>Liabilities at Fair Value :</b>	-	-	-

### Fair value hierarchy of assets and liabilities measured at amortised cost for which fair values are disclosed:

(₹ in lakhs)

PARTICULARS	Fair value amount as at 31.03.2024	Fair Value		
		Level 1	Level 2	Level 3
In bonds carrying at amortised cost	42,788.42	4,414.13	-	38,374.29

(₹ in lakhs)

PARTICULARS	Fair value amount as at 31.03.2023	Fair Value		
		Level 1	Level 2	Level 3
In bonds carrying at amortised cost	44,502.14	4,483.03	-	40,019.11

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

### Reconciliation of Level 3 fair value measurement is as follows:

PARTICULARS	(₹ in lakhs)	
	As at 31.03.2024	As at 31.03.2023
<b>In equity instruments of others:</b>		
<b>Balance at the beginning of the year</b>	<b>946.08</b>	940.76
Gain / (loss) on fair valuation of financial assets	21.81	5.32
<b>Balance at the end of the year</b>	<b>967.89</b>	946.08
<b>In government and trust securities:</b>		
<b>Balance at the beginning of the year</b>	-	6.78
Sale/ Settlement during the year	-	(6.78)
<b>Balance at the end of the year</b>	-	-

### Calculation of fair values:

The fair values of Investments in mutual funds are based on Net Asset Values (NAV) published by fund houses and uploaded on Association of Mutual Funds of India (AMFI)'s website. The unlisted equity shares are fair valued on the basis of latest available financial statements of the companies. The securities which are listed but not frequently traded are fair valued based on the estimated rate as per prevailing market condition as on reporting date as received from market intermediary. Where such estimated rates are not available, carrying value as per the books is considered. Trust securities are fair valued based on latest available Net Asset Value report from the trustee company.

### Income, expenses, gains or losses on financial instruments:

PARTICULARS	(₹ in lakhs)	
	Year ended 31.03.2024	Year ended 31.03.2023
<b>Financial assets carried at amortised cost</b>		
Interest income	11,318.08	6,842.23
Bad trade receivable / advances written off	(11.68)	(36.22)
Impairment of investments in debentures / bonds	-	(4,136.55)
<b>Financial assets carried at fair value through profit or loss</b>		
Gain / (loss) on fair valuation	855.88	536.81
<b>Financial liabilities carried at amortised cost</b>		
Interest on lease liabilities	52.76	26.07
Depreciation on lease property	235.84	88.84
Net (gain) / loss on foreign currency translations	13.38	1.45

## 31 RISK MANAGEMENT

### Credit Risk Management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

### Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals of customers to which the Company grants credit terms in the normal course of business and their past transactions. Impairment losses in respect of trade receivables is assessed at party level on each reporting date. The Company establishes an expected credit loss allowance for trade receivables based on historical trends. The ageing analysis of trade receivable (gross of provision) has been considered from the date invoice falls due. Following table depicts expected credit loss on age wise trade receivables.

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Period (in days)		As at	As at
		31.03.2024	31.03.2023
Upto 180 days	Amount	944.56	885.39
	Expected credit loss	13.34	14.51
181 - 270 days	Amount	14.62	54.00
	Expected credit loss	3.62	9.57
More than 270 days	Amount	81.67	217.95
	Expected credit loss	81.67	217.95
<b>TOTAL</b>	<b>Amount</b>	<b>1,040.85</b>	<b>1,157.34</b>
	<b>Expected credit loss</b>	<b>98.63</b>	<b>242.03</b>

Following table summarises the change in loss allowances measured using Life time Expected Credit Loss model:

(₹ in lakhs)

PARTICULARS	Year ending	Year ending
	31.03.2024	31.03.2023
Balance at the beginning of the year	242.03	198.92
Add: additional provision during the year	-	72.11
Less: reversal of provision	143.40	29.00
Balance at the end of the year	<b>98.63</b>	242.03

**Financial instruments & bank balances:**

The Company limits its exposure to credit risk by generally investing in securities with a good credit rating. The credit rating is being reviewed by the Company periodically. Please refer to Note 43 and Note 44 regarding the Company's investment in (a) Non-Convertible Debentures of IL&FS Transport Networks Ltd and (b) Perpetual Bonds of Yes Bank Limited. Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses, servicing of financial obligations.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2024 and March 31, 2023.

(₹ in lakhs)

Period (in days)	Trade Payable	Period (in days)	Trade Payable
<b>As at 31.03.2024</b>		<b>As at 31.03.2023</b>	
Up to 180 days	623.95	Up to 180 days	312.47
181 – 365 days	-	181 – 365 days	-
More than 365 days	-	More than 365 days	-

**Foreign Currency risk**

The Company's exchange risk arises primarily from its trade receivable. The advance in foreign currency are provided for. The exchange rate between the Indian rupee, US dollars and Bahrain Dinar has changed substantially in recent periods and may continue to fluctuate in the future. However since, outstanding amount is not material, foreign currency exposures have not been hedged by a derivative instrument or otherwise. The Company's foreign currency exposures as on year end are as under:

(₹ in lakhs)

PARTICULARS	Currency	As at 31.03.2024		As at 31.03.2023	
		Foreign Currency	₹	Foreign Currency	₹
<b>Receivables in foreign currency</b>					
Trade receivables	USD	0.14	11.26	0.14	11.10
Trade receivables	BHD	0.34	76.12	-	-

## NOTES

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For the year ended March 31, 2024 every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would result in loss / gain of ₹ 0.62 lakhs (net of tax).

For the year ended March 31, 2023 every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would result in loss / gain of ₹ 0.08 lakhs (net of tax).

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investments are primarily in fixed rate interest bearing securities and hence do not carry substantial interest rate risk. Company investments in bank deposits are normally for one-year fixed rate interest and hence subject to repricing risk on maturity. See Note 47 (d) and 47 (e) for attachment of investments.

### Capital Management

The primary objective of Company's capital management is to maximize shareholders value and safeguard its ability to continue as a going concern. The Company is predominantly equity financed and has no borrowings.

### Price Risk

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in debt mutual funds.

## 32 ACCOUNTING RATIOS

(₹ in lakhs)

Sr	Ratio	Numerator	Denominator	Year ended March 31, 2024	Year ended March 31, 2023	% Variation	Main Reasons for Variation
a	Current ratio	Total Current Assets	Total Current Liabilities	9.38	7.41	26.49%	Realization of unearned revenue during the year resulting in decrease of liabilities
b	Return on equity ratio	Net Profit after tax as per P&L	Average Total Shareholders' Equity	9.80%	1.07%	819.53%	Higher turnover and increase in bank fixed deposit rates during the year
c	Net profit ratio	Net Profit after tax as per P&L	Revenue From Operations	59.13%	10.19%	480.58%	Higher turnover and increase in bank fixed deposit rates during the year
d	Return on capital employed	Earnings before interest and taxes	Capital Employed	9.42%	2.65%	255.47%	Higher turnover and increase in bank fixed deposit rates during the year
e	Return on investment	Income generated from invested funds	Time Weighted Average invested funds in treasury investments	7.41%	5.30%	39.77%	Increase in bank fixed deposit rates.
f	Net capital turnover ratio	Revenue From Operations	Working Capital	0.37	0.21	74.01%	Higher income earned in advance has resulted in improvement of ratio
g	Debt-equity ratio	Total Debt (represents lease liabilities)	Shareholder's Equity	0.00	0.00	NA	Ratio is less than 0.00
h	Trade receivables turnover ratio	Revenue From Operations	Average Trade Receivable	70.08	25.48	175.02%	Increase in turnover during the year
i	Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	6.07	9.28	(34.57%)	Increase in trade payable.
j	Debt service coverage ratio	Earnings available for debt services	Debt services (lease related payments)	114.07	32.28	253.32%	Higher turnover and Higher net profit during the year
k	Inventory turnover ratio	Not applicable as the Company has no inventory.					

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**33 CONTINGENT LIABILITIES & ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>1. CONTINGENT LIABILITIES:</b>		
(a) Claims against the Company not acknowledged as debt		
(i) Income tax demands which are in appeal [including adjustable against Securities Premium account ₹ 1,941.03 lakhs (Previous Year ₹ 1,941.03 lakhs)].	23,362.19	17,809.50
(ii) MVAT dues contested by the Company.	206.77	206.77
(iii) Refer Note 47 for pending civil suits and First Information Report, impact of which is not ascertainable.		
(Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.)		
<b>2. CAPITAL AND OTHER COMMITMENTS</b>		
(i) Estimated amount of contracts to be executed on capital account and not provided for (net of advances).	287.24	45.10
(ii) Commitments relating to lease		
The Company has entered into various cancellable and non-cancellable operating lease agreements as a lessee for various premises ranging from 6 months to 60 months and may be renewed for further period based on mutual agreement of the parties.		

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Future minimum lease payments</b>		
Not later than one year	254.75	170.60
Later than one year and not later than two years	177.64	180.86
Later than two years and not later than five years	29.99	96.20
Later than five years	0.66	0.58
(iii) The Company has provided letters committing continuing financial support subject to regulatory approval as may be required, to its subsidiaries viz. FT Group Investment Pvt. Ltd, ICX Platform (Pty) Ltd. and Knowledge Assets Private Limited to meet their day to day obligations / loan obligations / commitments, to the extent these entities may be unable to meet their obligations.		

**34 a) EXPENDITURE IN FOREIGN CURRENCY**

(₹ in lakhs)

NATURE OF EXPENSES	Year Ended 31.03.2024	Year Ended 31.03.2023
Travelling expenses	94.76	5.91
Legal and professional charges	4.16	-
IT Support Charges	37.20	25.12
Sponsorship expenses	7.85	-
Subscription & membership	3.60	-
Data Center & Hosting Charges	-	3.49
Software license fees	243.36	173.85
Miscellaneous expenses	0.95	3.03
<b>TOTAL</b>	<b>391.88</b>	<b>211.39</b>

## NOTES

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### b) EARNINGS IN FOREIGN EXCHANGE

(₹ in lakhs)

NATURE OF INCOME	Year Ended 31.03.2024	Year Ended 31.03.2023
Income from software services (Project based)	87.79	55.27
Interest on loans to subsidiaries	5.97	5.79
<b>TOTAL</b>	<b>93.76</b>	<b>61.05</b>

### 35 LEGAL AND PROFESSIONAL CHARGES INCLUDES PAYMENTS TO STATUTORY AUDITORS (EXCLUDING GST )

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
For audit	35.00	35.00
For taxation matters*	5.60	-
For limited reviews	15.00	15.00
For other services*	10.10	4.55
Reimbursement of expenses	1.10	1.95
<b>TOTAL</b>	<b>66.80</b>	<b>56.50</b>

\*includes amounts paid to group firm

### 36 REVENUE EXPENDITURE INCURRED DURING THE YEAR ON RESEARCH AND DEVELOPMENT

The aggregate amount of revenue expenditure incurred during the year on Research and Development as per allocation made by the management and shown in the respective heads of the account is ₹ 1,912.02 lakhs (Previous Year ₹ 1,521.40 lakhs). This has been relied upon by the auditors.

### 37 EARNINGS PER SHARE IS CALCULATED AS FOLLOWS :

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Net profit / (Loss) attributable to the equity shareholders (for basic/diluted EPS) (₹ in lakhs)	26,921.63	2,775.41
Weighted average number of equity shares		
For Basic EPS	4,60,78,537	4,60,78,537
Add: Effect of dilutive stock options	-	-
For Diluted EPS	4,60,78,537	4,60,78,537
Basic earnings per share (in ₹)	58.43	6.02
Diluted earnings per share (in ₹)	58.43	6.02
Face value ₹ per share	2/-	2/-

### 38 EMPLOYEE BENEFIT PLANS

Defined contribution plans: The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contributions plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised following amounts as contributions in the statement of profit and loss as part of contribution to provident fund and other funds in Note 25 Employee benefits expenses.

Contribution to PF : ₹ 426.40 lakhs (Previous Year ₹ 385.90 lakhs)

Contribution to ESIC : ₹ 0.91 lakhs (Previous Year ₹ 1.43 lakhs)

#### Post employment defined benefit plans:

Gratuity Plan : The Company makes annual contributions to the Employee's Group Gratuity Assurance Scheme administered by the Life Insurance Corporation of India ('LIC'), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment

**NOTES**

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of an amount equivalent to fifteen days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs on completion of five years of service.

The following table sets out the funded status of the gratuity plan and amount recognised in the financial statements.

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>I Change in defined benefit obligation during the year:</b>		
Present Value of defined benefit obligation at the beginning of the year	2,438.36	2,126.54
Interest Cost	182.88	153.75
Current Service Cost	205.80	181.49
Benefits Paid	(82.61)	(112.97)
Actuarial (gain) / loss on obligations	69.23	184.42
Obligation transferred	1.67	(94.87)
<b>Present Value of defined benefit obligation at the end of the year</b>	<b>2,815.33</b>	2,438.36
<b>II Change in fair value of plan assets during the year:</b>		
Fair Value of the plan asset at the beginning of the year	1,952.37	1,733.90
Expected return on plan assets	146.43	125.36
Contributions	245.49	311.95
Benefits paid	(82.61)	(112.97)
Obligation transferred	1.67	(94.87)
Actuarial gain/ (loss) on plan assets	(4.37)	(10.99)
<b>Fair value of plan assets at the end of the year</b>	<b>2,258.98</b>	1,952.37
<b>Excess of obligation over plan assets</b>	<b>(556.36)</b>	(485.98)
<b>III Components of employer's expense</b>		
Current service cost	205.80	181.49
Interest cost	182.88	153.75
Expected return on plan assets	(146.43)	(125.36)
Net actuarial (gain) / loss recognized	73.60	195.41
<b>Total expense / (credit) recognised in the Statement of Profit and Loss</b>	<b>315.85</b>	405.29
<b>IV Actual return on plan assets</b>	<b>142.06</b>	114.37
<b>V Composition of Plan Assets as at the end of the year</b>		
Insurer Managed Funds	2,258.98	1,952.37
Fund is managed by LIC of India as per IRDA guidelines, category wise composition of planned asset is not available		
<b>TOTAL</b>	<b>2,258.98</b>	1,952.37
<b>VI Actuarial assumptions</b>		
Discount rate	7.21%	7.50%
Salary escalation rate	7.50%	7.50%
Expected rate of return on plan assets	7.21%	7.50%
Attrition rate	For service 4 yrs. & Below 10.00% p.a. & 5.00% p.a. thereafter	
Mortality rates	Indian Assured Lives Mortality (2012-14) URBAN	



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(₹ in lakhs)

<b>VII Experience adjustments</b>	<b>2024</b>	<b>2023</b>
Defined benefit obligation	2,815.33	2,438.36
Fair value of planned assets	2,258.98	1,952.37
Funded Status - Deficit	556.36	485.99
Experience adjustment on plan liabilities [(Gain)/Loss]	(1.02)	244.03
Experience adjustment on plan assets [Gain/(Loss)]	(4.37)	(10.99)

### VIII Sensitivity Analysis

(Amount in ₹)

<b>DESCRIPTION</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
Defined Benefit Obligation on Current Assumptions	28,15,31,970	24,38,35,880
Delta Effect of +1% Change in Rate of Discounting	(2,30,74,204)	(2,02,05,694)
Delta Effect of -1% Change in Rate of Discounting	2,65,66,441	2,32,85,973
Delta Effect of +1% Change in Rate of Salary Increase	2,62,27,503	2,30,55,565
Delta Effect of -1% Change in Rate of Salary Increase	(2,32,17,683)	(2,03,82,464)
Delta Effect of +1% Change in Rate of Employee Turnover	(12,90,045)	(3,21,729)
Delta Effect of -1% Change in Rate of Employee Turnover	13,69,748	3,26,654

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

### IX Maturity Analysis of Projected Benefit Obligation: From the Fund

(Amount in ₹)

<b>Projected Benefits Payable in Future Years From the Date of Reporting</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
1st Following Year	2,03,71,642	1,65,52,617
2nd Following Year	1,46,54,042	1,45,61,833
3rd Following Year	1,53,43,481	1,41,92,108
4th Following Year	1,51,10,596	1,49,47,132
5th Following Year	2,05,13,999	1,36,93,035
Sum of Years 6 To 10	13,46,30,827	11,04,02,039
Sum of Years 11 and above	38,88,46,751	36,80,04,802

The expected rate of return on plan assets is based on expectation of the average long term rate of return expected to prevail over the estimated term of the obligation on the type of the investments assumed to be held by LIC, since the fund is managed by LIC.

The estimate of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion, increments and other relevant factors, such as supply and demand in the employment market.

The Company expects to contribute ₹ 471.81 lakhs (Previous Year ₹ 400.04 lakhs) to the plan assets in the immediate next year.

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### 39 RELATED PARTY DISCLOSURE

#### I Names of related parties and nature of relationship:

##### (i) Entities where control exists (Subsidiaries, including step down subsidiaries)

- 1 Ticker Limited (formerly known as Tickerplant Limited) (Ticker)
- 2 National Spot Exchange Ltd. (NSEL)
- 3 Western Ghats Agro Growers Company Limited (WGAGL) (Subsidiary of NSEL)
- 4 Farmer Agricultural Integrated Development Alliance Ltd. (FAIDA) (Subsidiary of NSEL)
- 5 FT Group Investments Pvt. Ltd. (FTGIPL)
- 6 Knowledge Assets Pvt. Ltd. (KAPL)
- 7 Financial Technologies Communications Ltd. (FTCL)
- 8 Global Payment Networks Ltd. (GPNL)
- 9 FT Knowledge Management Company Ltd. (FTKMCL)
- 10 Indian Bullion Market Association Ltd. (IBMA) (Subsidiary of NSEL)
- 11 ICX Platform (Pty) Ltd. (ICX)
- 12 Apian Finance and Investments Ltd. (APIAN)
- 13 Financial Technologies Singapore Pte Ltd. (FTSPL)
- 14 FT Projects Ltd. (FTPL)
- 15 3.0 verse Limited (Subsidiary of Ticker) (w.e.f 21st June, 2022)
- 16 Three 0 Verse Global IT Services L.L.C. (subsidiary of Ticker) ( w.e.f. 14.10.2022)
- 17 Ticker Data Limited (subsidiary of Ticker) (w.e.f. 13.07.2023)

##### (ii) Subsidiaries, including step down subsidiaries which are under liquidation / Liquidated

- 1 Riskraft Consulting Ltd. (Riskraft) (Liquidated w.e.f. 20.11.2023)
- 2 IBS Forex Ltd. (IBS) (Under Liquidation)

##### (iii) Associate

NTT Data Payment Services India Limited (formerly known as atom technologies limited (atom))

##### (iv) Key Management Personnel (KMP) as per Ind AS 24

###### (a) Executive Directors:

- 1 Mr. S. Rajendran : Managing Director & CEO
- 2 Mr. Devendra Agrawal : Whole-time Director & Chief Financial Officer

###### (b) Company Secretary :

- 1 Mr. Hariraj Chouhan

###### (c) Non-executive Directors:

- 1 Mr. Venkat Chary (Retd. IAS)
- 2 Justice Deepak Verma (Retd.)
- 3 Mrs. Chitkala Zutshi (Retd. IAS)
- 4 Mr. Kanekal Chandrasekhar
- 5 Mr. Sunil Shah
- 6 Mr. Devender Singh Rawat
- 7 Mr. Suresh Salvi (Retd. IAS) (ceased to be director w.e.f. 17.09.2023)

###### (d) Nominee Directors\*\*:

- 1 Mrs. Malini Vijay Shankar
- 2 Mr. Satyananda Mishra
- 3 Mr. Parveen Kumar Gupta

\*\* Nominee Directors appointed by Ministry of Corporate Affairs vide its order dated 16th March 2020, based on NCLAT order dated 12th March 2020. The Company has challenged the order dated 12th March 2020, before the Hon'ble Supreme Court for stay of the order passed by MCA. The Hon'ble Supreme Court vide its order dated 9th March 2022, has stayed NCLAT order and consequently MCA order dated 16th March 2020, remain stayed.

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**(v) Individuals / Entity owning, directly or indirectly, an interest in the voting power that gives control or significant influence.**

- 1 La-fin Financial Services Pvt. Ltd. (La-fin)
- 2 Mr. Jignesh Shah

**(vi) Close Member of Key Management Personnel**

- 1 Ms. Shyamala S R
- 2 Ms. Maheshwari Rajendran

**II Details of transactions with subsidiaries during the year ended 31st March, 2024 and balances outstanding as at 31st March, 2024**

**(a) Party-wise details of transactions with subsidiaries including step-down subsidiaries:**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>1. Income from software services (Sales service project based)</b>		
Ticker	21.00	21.00
FTCL	-	9.50
	<b>21.00</b>	30.50
<b>2. Other Operating revenue</b>		
<b>Business Support Services</b>		
APIAN	1.20	1.20
FTCL	-	5.50
	<b>1.20</b>	6.70
<b>3. Interest Income</b>		
ICX	5.97	5.79
APIAN	42.50	32.25
	<b>48.47</b>	38.04
<b>4. Rental income from operating leases</b>		
NSEL	10.81	18.14
3.0 Verse Limited	40.00	-
Ticker Data Ltd	2.42	-
Ticker	107.58	150.00
	<b>160.81</b>	168.14
<b>5. Allowance for credit loss on loans to subsidiary made earlier written back</b>		
APIAN	-	250.00
	-	250.00
<b>6. Bad debts and advances written off</b>		
NSEL	11.68	19.59
	<b>11.68</b>	19.59
<b>7. Allowance for expected credit loss on Trade receivables from subsidiary</b>		
Ticker	(29.58)	16.60
	<b>(29.58)</b>	16.60
<b>8. Allowance for expected credit loss on Other receivable from subsidiary</b>		
Ticker	100.66	8.84
	<b>100.66</b>	8.84
<b>9. Recoveries charged by the company towards expenses</b>		
Ticker	112.17	125.83
3.0 Verse Limited	95.76	-
FTCL	0.09	0.90
	<b>208.02</b>	126.73

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(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>10. Expenses charged to the Company</b>		
FTCL	7.60	73.15
Ticker	-	32.36
	<b>7.60</b>	105.51
<b>11. Allowance for expected credit loss on advances</b>		
Ticker	16.01	10.03
ICX	6.51	8.24
	<b>22.52</b>	18.27
<b>12. Investment made</b>		
FTPL	-	7.50
NSEL	4,750.00	3,500.00
	<b>4,750.00</b>	3,507.50
(₹ in lakhs)		
PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>13. Investment in subsidiaries written off</b>		
NSEL	33,697.90	-
	<b>33,697.90</b>	-
<b>14. Allowance for / (reversal of) expected credit loss in investments in subsidiaries</b>		
NSEL	(28,947.90)	3,500.00
	<b>(28,947.90)</b>	3,500.00
<b>15. Loan Given</b>		
<b>Opening Balance</b>		
ICX	162.10	162.10
APIAN	500.00	500.00
Less:- Cumulative allowance for expected credit loss on loans	(162.10)	(162.10)
	<b>500.00</b>	500.00
<b>Balance as at end of year</b>		
ICX	162.10	162.10
APIAN	500.00	500.00
Less:- Cumulative allowance for expected credit loss on loans	(162.10)	(162.10)
	<b>500.00</b>	500.00
<b>16. Trade Receivables as at end of year</b>		
Ticker	59.35	98.25
Ticker Data Ltd	11.34	-
Less:- Expected credit loss on trade receivables	(47.49)	(77.07)
	<b>23.20</b>	21.18
<b>17. Rent receivable as at end of the year</b>		
Ticker	325.83	282.70
3.0 Verse Limited	10.80	-
Ticker Data Ltd	26.91	-
Less:- Expected credit loss on rent receivables	(233.94)	(106.19)
	<b>129.60</b>	176.51
<b>18. Other receivables as at end of year</b>		
Ticker	306.96	310.78
3.0 Verse Limited	1.54	-
Ticker Data Ltd	25.58	-
Less:- Expected credit loss on other receivables	(218.11)	(245.21)
	<b>115.97</b>	65.57

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

(₹ in lakhs)		
PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>19. Advances as at end of year</b>		
Ticker	51.74	37.81
3.0 verse Limited	0.23	0.42
Ticker Data Ltd	3.42	-
ICX	51.50	44.99
FTGIPL	2,878.28	2,878.28
Less:- Expected credit loss on advances	(2,947.98)	(2,947.98)
	<b>37.19</b>	13.52
<b>20. Cumulative allowance for expected credit loss in the value of Investments</b>		
Ticker	6,285.39	6,285.39
FTKMCL	328.00	328.00
NSEL	-	28,947.90
FTGIPL	72,337.53	72,337.53
FTSPL	25,464.26	25,464.26
ICX	499.13	499.13
	<b>1,04,914.31</b>	1,33,862.21

### III Transactions with Key Managerial Personnel (KMP), Close Member of KMP and Entity over which KMP and Close Member of KMP can exercise significant influence:

(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>a) Key Managerial Personnel (Executive Directors &amp; Company Secretary)</b>		
<b>Remuneration</b>		
Short-term employee benefits	289.39	288.65
Post-employment benefits*	-	-
Other long-term benefits	-	-
* Post-employment benefits which are actuarially determined on overall basis are not included.		
<b>b) Key Management Personnel (Non-executive directors)</b>		
Director Sitting Fees	44.25	68.50
Provision for Commission	200.00	125.00
Consultancy Fees - Devender Singh Rawat	21.60	21.60
Consultancy Fees - Sunil Shah	21.60	21.60
<b>c) Rent to Close Member of KMP</b>		
Ms. Shyamala S R	5.70	5.46
Ms. Maheshwari Rajendran	5.70	5.46

### IV Transactions with Individuals owning, directly or indirectly, an interest in the voting power that gives control or significant influence Close Member of any such individuals.

(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Consultancy Fees*	330.00	327.50

\* Amount paid to Mr. Jignesh Shah for providing strategic input in relation to ongoing legal matters and mentoring Company's future vision.

**NOTES**

forming part of the Financial Statements for the year ended March 31, 2024

**40 LOANS AND ADVANCES IN THE NATURE OF LOANS (AS REQUIRED BY REGULATION 34 (3) AND 53(f) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015.**

(₹ in lakhs)

NAME OF THE COMPANY	Relationship with Company	Purpose of loan	As at 31.03.2024	As at 31.03.2023
1. Apian Finance & Investment Ltd	Subsidiary	Business	500.00	500.00
2. ICX Platform (PTY) Ltd.	Subsidiary	Business	162.10	162.10
Less:- Cumulative allowance for expected credit loss on loans			(162.10)	(162.10)
<b>TOTAL</b>			<b>500.00</b>	<b>500.00</b>

1 There are no loans or advances in the nature of loans are granted to promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

- repayable on demand; or
- without specifying any terms or period of repayment

2 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 During the year, in order to meet the working capital requirements of NSEL, the Company has subscribed to the right issues made by NSEL to the extent of ₹ 4,750 lakhs (Previous Year ₹ 3,500 lakhs). Over a period of time, the investments were made by the Company to NSEL out of commercial expediency for the purpose of enhancing the business and also preserving various assets of the Company. On conservative basis, the Company has been making allowance for expected credit loss in value of long-term investments in NSEL for any new investment made during the year. Post payment default in July 2013, NSEL does not have business of its own and in the near future there does not seem to be any possibility of NSEL generating any funds for its own functioning. NSEL has no revenue and has accumulated losses of ₹ 29,564.90 crores and most of its assets are frozen by various regulatory authorities. Considering the remote possibility of recovery of its investments, during the year, the Company has written off its entire investment in NSEL of ₹ 33,697.90 lakhs including the investment of ₹ 4,750.00 lakhs made during the year and corresponding provision made till year ending March 31, 2023 of ₹ 28,947.90 lakhs has been written back.

42 The Details of corporate social responsibility as prescribed under section 135 of Companies Act 2013 are as follows:

(₹ in lakhs)

Sr. No.	PARTICULARS	Year ended March 31, 2024	Year ended March 31, 2023
I	Amount required to be spent by the Company during the year	84.66	-
	Less:- Excess spent in earlier years adjusted	(20.27)	
	Balance to spend during year	64.39	
II	Amount spent during the year		
	i) Construction / acquisition of any assets ii) For the purpose of the other than (i) above	- 29.38	- 21.49
III	Shortfall at the end of the year*	35.01	Nil
IV	Total previous year shortfall	Nil	Nil
V	Reason for shortfall	Unspent amount is Committed for project under execution	Not Applicable
VI	Nature of CSR activities includes promoting education, including special education and employment enhancing vocation skills, health care and rural development.		

\* The Company has transferred unspent Corporate Social Responsibility (CSR) amount on April 29, 2024, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

- 43** The Company has investments of ₹ 20,000 Lakhs (face value) in Secured Non-Convertible Debentures issued by IL&FS Transportation Networks Ltd (ITNL) (subsidiary of Infrastructure Leasing & Finance Ltd – IL&FS). Resolution process has been initiated under Companies Act under the supervision of National Company Law Appellate Tribunal (NCLAT). The Company has filed its claim and also taken various measures including filing legal cases against specified parties at an appropriate forum. During the resolution process, Hon'ble NCLAT has approved the Revised Distribution Framework proposed by the New Board for interim distribution. During the current year, ITNL has made partial interim distribution out of recovery to the creditors including Company and Company has received ₹ 1,644.82 lakhs. The Company without prejudice to its rights had impaired the investment for the expected credit loss by ₹ 11,636.55 lakhs till March 31, 2023 and has written off above-mentioned amounts in respective years.
- 44** The Company has investments in 9% Yes Bank Perpetual Additional Tier I (AT-1) Bonds amounting to ₹ 30,000 Lakhs (face value). On March 06, 2020, the Central Government announced draft scheme of reconstruction of Yes Bank Ltd. (YBL). The Final Reconstruction Scheme had excluded the writing off AT-1 bonds. However, on March 14, 2020, Yes Bank through Administrator informed the stock exchanges that Additional Tier I Bonds for an amount of ₹ 8,415 crores written down permanently which led to legal action by the trustees of the issue and by the Company. The Hon'ble Bombay High Court quashed and set aside the decision by Administrator of Yes Bank to write off Additional Tier 1 (AT-1) bonds. Yes Bank and RBI have challenged the Bombay High Court's order before the Supreme Court where the matter is stayed subject to the final order to be passed by the Supreme Court.
- 45** Hon'ble Bombay High Court passed an ad interim order inter alia restraining the Company from distributing any dividend or depositing the same in the dividend distribution account in accordance with the provisions of the Companies Act, 1956 (to be read as Companies Act, 2013) pending the final hearing and disposal of the Notice of Motion. This Notice of Motion was filed in one of the suits relating to NSEL counterparty default. In compliance to the said order, the Company has not distributed the final dividend approved by the shareholders for the financial year 2014-15, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2022-23 aggregating to ₹ 7,833.35 lakhs. All the Notice of Motions and the Contempt Petitions filed against the Company have been tagged together and pending for hearing.
- On May 24, 2024, the Board of Directors of the Company have proposed a final dividend of ₹ 2/- per share in respect of the year ended March 31, 2024 subject to the approval of shareholders at the Annual General Meeting and appropriate judicial order. If approved, it would result in a cash outflow of ₹ 921.57 lakhs. The distribution of dividend is subject to appropriate Judicial order.
- 46** The Union of India, through the Ministry of Corporate Affairs ("MCA"), has filed the Company Petition before the Company Law Board, inter-alia seeking removal and supersession of the Board of Directors of the Company. The NCLT has as interim arrangement with consent formed a committee for certain matters. In Appeal, NCLT dismissed the prayer of MCA for removal and supersession of the entire Board of the Company and ordered MCA to nominate three directors on the board of the Company. The NCLAT upheld the NCLT Order. The Company has filed civil appeal before Hon'ble Supreme Court challenging the orders passed by NCLAT & NCLT wherein in interim Hon'ble Supreme Court granted stay on appointment of director on the Company, the matter is pending for hearing.
- 47** a) Post July-2013, civil suits have been filed against the Company in relation to the counter party payment default occurred on the exchange platform of NSEL, wherein the Company has been made a party. In these proceedings certain reliefs have been claimed against the Company, inter-alia, on the ground that the Company is the holding company of NSEL. These matters are pending before the Hon'ble Bombay High Court for adjudication. The Company has denied all the claims and contentions in its reply. There is no privity of contract between the Company and the Plaintiffs therein. The management is of the view that the parties who have filed the Civil Suits would not be able to sustain any claim against the Company. These matters are pending for hearing before the Hon'ble Bombay High Court.
- b) First Information Reports (FIRs) have been registered against various parties, including the Company, with the Economic Offences Wing, Mumbai (EOW) and Central Bureau of Investigation (CBI) in connection with the counter party payment default on NSEL trading platform. After investigation, EOW, Mumbai has presently filed various charge-sheets in the matter. The Company has been named in the charge sheet filed in December 2018. CBI has filed charge-sheets including against the Company for alleged loss caused to PEC Ltd. & MMTC Ltd on NSEL platform and aforesaid cases are pending for trial before Court.
- c) The SFIO has filed complaint with the Hon'ble Sessions Court under various sections of IPC and Companies Act against several persons/entities including the Company relating to NSEL payment default. The Company has challenged the issuance of process order before the Hon'ble Bombay High Court and the proceedings in the matter has been stayed by the Hon'ble High Court. The matter is pending for hearing before Hon'ble Bombay High Court.
- d) State Government attached various assets of the Company under MPID Act by issuing Gazette Notifications. The Company is in process of pursuing its remedy before Hon'ble MPID Court against said Notifications.

## NOTES

forming part of the Financial Statements for the year ended March 31, 2024

- e) The Enforcement Directorate('ED') has attached certain assets of the Company under the provisions of the Prevention of Money Laundering Act, 2002(PMLA). The Hon'ble Appellate Tribunal quashed the provisional attachment orders and imposed conditions with regard to the Company. The Company has filed the appeal before the Hon'ble Bombay High Court for the limited purpose for challenging the conditions put by the Hon'ble Appellate Tribunal. The Hon'ble Court was pleased to admit the appeal. ED has also filed cross appeal, which is tagged with the Company's appeal. The matters are pending for hearing. Meanwhile, ED filed a prosecution complaint before the Spl. PMLA Court, Mumbai against the Company and the same is pending for trial.
- 48** The Company has presented segment information in the consolidated financial statements which are presented in the same annual report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in these standalone financial statements.
- 49** The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- 50** No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:
- (a) Crypto Currency or Virtual Currency
  - (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
  - (c) Registration of charges or satisfaction with Registrar of Companies
  - (d) Relating to borrowed funds:
    - i. Willful defaulter
    - ii. Utilisation of borrowed funds & share premium
    - iii. Borrowings obtained on the basis of security of current assets
    - iv. Discrepancy in utilisation of borrowings
    - v. Current maturity of long term borrowings
- 51** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

### For and on behalf of the Board

**Chitkala Zutshi**

Director  
DIN- 07684586

**S. Rajendran**

Managing Director & CEO  
DIN: 02686150

**Hariraj Chouhan**

Company Secretary

**Devendra Agrawal**

Whole-time Director and CFO  
DIN: 03579332

Place : Mumbai

Date : May 24, 2024



**STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS ON ANNUAL STANDALONE AUDITED FINANCIAL RESULTS FOR YEAR ENDED MARCH 31, 2024**

I.	Sr. No.	Particulars	Audited Figures (As reported before adjusting for qualifications)	Adjusted Figures (Audited figures after adjusting for qualifications)
	1.	Total income	59,293.41	59,293.41
	2.	Total Expenses	27,490.96	27,490.96
	3.	Exceptional items	(4,750.00)	(4,750.00)
	4.	Net Profit/(Loss)	26,921.63	26,921.63
	5.	Earnings Per Share	58.43	58.43
	6.	Total Assets	304,002.49	304,002.49
	7.	Total Liabilities	16,398.15	16,398.15
	8.	Net Worth	287,456.75	287,456.75

**II. Audit Qualification:**

**A. Qualification**

Basis for Qualifications pertaining to the Company and management response thereto :

- 1 As stated by the Management of the Company in Note 6 (a) to the Statement, Civil Suits have been filed against the Company in relation to event occurred on National Spot Exchange Limited trading platform. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Company does not foresee that the parties who have filed Civil Suits would be able to sustain any claim against the Company. In addition, as stated by the management in Note 6 (b, c, d, e) to the Statement, there are First Information Reports ("FIR")/ complaints/ charge-sheets/ orders/ notices registered/ received against various parties including the Company from/ with the Economic Offences Wing of the Mumbai Police (EOW), Central Bureau of Investigation (CBI), Home Department - Government of Maharashtra under MPID Act, the Directorate of Enforcement and the Serious Fraud Investigation Office (SFIO). Above matters are pending at various stages of adjudication/investigation.

In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said notes to the Statement, there are no claims, litigations which require adjustments to/ disclosures in the Statement.

Accordingly, in view of above representations regarding legal matters at various stages of adjudication and ongoing investigations/ matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the results for the quarter and year ended 31 March 2024.

**B. Type of Audit Qualification:**

Qualified Opinion

**C. Frequency of observation**

Qualification stated in paragraphs A 1 - since year 2012-13.

**D. For Audit Qualification(s) where the impact is not quantified by the auditor:**

**Management's reason for unable to estimation on the impact of audit qualification**

(1) For qualification referred in Sr. No. A 1 above,

- i) a) Post July-2013, civil suits have been filed against the Company in relation to the counter party payment default occurred on the exchange platform of NSEL, wherein the Company has been made a party. In these proceedings certain reliefs have been claimed against the Company, inter-alia, on the ground that the Company is the holding company of NSEL. These matters are pending before the Hon'ble Bombay

High Court for adjudication. The Company has denied all the claims and contentions in its reply. There is no privity of contract between the Company and the Plaintiffs therein. The management is of the view that the parties who have filed the Civil Suits would not be able to sustain any claim against the Company. These matters are pending for hearing before the Hon'ble Bombay High Court.

- b) First Information Reports (FIRs) have been registered against various parties, including the Company, with the Economic Offences Wing, Mumbai (EOW) and Central Bureau of Investigation (CBI) in connection with the counter party payment default on NSEL trading platform. After investigation, EOW, Mumbai has presently filed various charge-sheets in the matter. The Company has been named in the charge sheet filed in December 2018. CBI has filed charge-sheets including against the Company for alleged loss caused to PEC Ltd. & MMTC Ltd on NSEL platform and aforesaid cases are pending for trial before Court.
- c) The SFIO has filed complaint with the Hon'ble Sessions Court under various sections of IPC and Companies Act against several persons/entities including the Company relating to NSEL payment default. The Company has challenged the issuance of process order before the Hon'ble Bombay High Court and the proceedings in the matter has been stayed by the Hon'ble High Court. The matter is pending for hearing before Hon'ble Bombay High Court.
- d) State Government attached various assets of the Company under MPID Act by issuing Gazette Notifications. The Company is in process of pursuing its remedy before Hon'ble MPID Court against said Notifications.
- e) The Enforcement Directorate('ED') has attached certain assets of the Company under the provisions of the Prevention of Money Laundering Act, 2002(PMLA). The Hon'ble Appellate Tribunal quashed the provisional attachment orders and imposed conditions with regard to the Company. The Company has filed the appeal before the Hon'ble Bombay High Court for the limited purpose for challenging the conditions put by the Hon'ble Appellate Tribunal. The Hon'ble Court was pleased to admit the appeal. ED has also filed cross appeal, which is tagged with the Company's appeal. The matters are pending for hearing. Meanwhile, ED filed a prosecution complaint before the Spl. PMLA Court, Mumbai against the Company and the same is pending for trial.

In the light of the above ongoing investigations and matters, the outcome of which is not known and is uncertain at this stage, we are unable to quantify the impact.

**(ii) Auditors' Comments:**

Quantification is not possible.

**For 63 moons technologies limited**

**Chitkala Zutshi**  
Chairperson Audit Committee

**S Rajendran**  
Managing Director & CEO

**Devendra Agrawal**  
Whole Time Director & CFO

Place: Mumbai  
Date: May 24, 2024

In terms of our Report issued under Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

For **Sharp & Tannan Associates**  
Chartered Accountants  
(Firm Registration No. 109983W)

**Pramod Bhise**  
Partner  
(Membership No. (F) 047751)

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FINANCIAL STATEMENTS  
**CONSOLIDATED**

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## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of **63 moons technologies limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which includes its share of profit/(loss) in its associate, which comprise the Consolidated Balance Sheet as at 31 March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to Consolidated Financial Statements, including a summary of material and significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on financial statements (standalone / consolidated) of subsidiaries as was audited by the other auditors, *except for the possible effects of the matter specified under Basis for Qualified Opinion section of our report*, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including and Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, of consolidated state of affairs (financial position) of the Group and its associate as at 31 March, 2024, the consolidated profit (financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### BASIS FOR QUALIFIED OPINION

1. *As stated by the Management of the Holding Company in Note 47 (a) to the consolidated financial statements, Civil Suits have been filed against the Holding Company in relation to event occurred on National Spot Exchange Limited trading platform. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Holding Company does not foresee that the parties who have filed Civil Suits would be able to sustain any claim against the Holding Company. In addition, as stated by the management in Note 47 (b, c, d, e) to the consolidated financial statements, First Information Reports ("FIR")/ complaints/ charge-sheets/ orders/ notices registered/ received against various parties including the Company from/ with the Economic Offences Wing of the Mumbai Police (EOW), Central Bureau of Investigation (CBI), Home Department - Government of Maharashtra under MPID Act, the Directorate of Enforcement, and the Serious Fraud Investigation Office (SFIO). Above matters are pending at various stages of adjudication/investigation.*

*In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said notes to the consolidated financial statements, there are no claims, litigations, potential settlements involving the Holding Company directly or indirectly which require adjustments to/disclosures in the consolidated financial statements.*

*Accordingly, in view of above representations regarding legal matters at various stages of adjudication and ongoing investigations/ matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the Consolidated Financial Statements for the year ended 31 March, 2024.*

2. *We reproduce hereunder the 'Basis for Qualified Opinion' issued by the independent auditor(s) of a subsidiary viz. National Spot Exchange Limited ('NSEL') vide their audit report on the consolidated Ind AS financial statement of NSEL, to the extent the same are found significant as per the Guidance issued by the Institute of Chartered Accountants of India, from time to time and which also forms the basis for qualified opinion in our audit report on the accompanying consolidated financial statements of the Group:*

- (a) *"As stated in Note nos. 39 to 44 to the Consolidated Financial Statement, the Group has been served with notices/ letters/ summons from various statutory authorities/ regulators/ Government departments and some purported aggrieved parties. The Group is party to many proceedings filed by / or against the Group which are pending before different forum pertaining to the period prior to suspension of the exchange related operations from 31st July 2013. The management of the Group does not foresee that the parties who have filed Civil Suits against the Group will be able to sustain any claim against the Group.*

*There are some writ petitions, public interest litigations, civil suits including in representative capacity filed by and against the Group. Such matters against the Group are sub-judice before different forums. The Group may be exposed to civil/ criminal liabilities in case of any adverse outcome of these investigations/enquiries or legal cases or any other investigations as referred to above enquires or suits which may arise at a later date.*

*In the light of the above, the outcome of which is not presently known and is uncertain at this stage, hence we are not able to comment on the current or consequential impact if any, in respect of the same on these Consolidated Financial*

## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

*Statements. Also, the matters stated above could also have a consequential impact on the measurement and disclosure of information provided, but not limited to, Balance Sheet, Statement of profit/(loss) account, cash flow statement, statement of change in equity (SOCIE) and earnings per share (EPS) for the year ended and as at 31st March, 2024 in these Consolidated Financial Statements."*

- (b) *"The trade receivables, other receivables, loans and advances and deposits are subject to confirmation and reconciliation. The management, however, does not expect any material changes on account of such reconciliation/ confirmation from parties. In many cases legal notices have been sent to the parties in earlier years; however, we are unable to form any opinion on the recoverability of the outstanding balances of such parties."*

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) 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 Financial Statements* section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, 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 along with the consideration of audit report of other auditors referred to in other matters below is sufficient and appropriate to provide a basis for our qualified opinion.

### EMPHASIS OF MATTERS

- We draw attention to the Note 43 to the Consolidated Financial Statements which describes Company's investment of Rs. 20,000 Lakhs (face value) in secured non-convertible debentures issued by IL&FS Transportation Networks Ltd (ITNL) (subsidiary of Infrastructure Leasing & Finance Ltd – ILFS), whereas, the ITNL has defaulted in repayment of interest. During the resolution process, Hon'ble NCLAT has approved the Revised Distribution Framework proposed by the New Board for interim distribution. The Company without prejudice to its rights had impaired the investment for the expected credit loss by ₹ 11,636.55 lakhs till 31 March, 2023 and has written off above-mentioned amounts in respective years.
- We draw attention to Note 44 to the Consolidated Financial Statements which describes Company's investment of Rs. 30,000 Lakhs (face value) in 9% Yes Bank Perpetual Additional Tier I (AT-1) bonds. The hon'ble Bombay High Court has quashed and set aside the letter dated 14 March, 2020 issued by the Administrator, Yes Bank and decision to write off Additional Tier 1 bonds. On the request of the Yes Bank Counsel the hon'ble Bombay High Court has stayed this order for period of six weeks. Yes Bank and RBI challenged the Bombay High Court's order before the Supreme Court and accordingly stay was extended subject to the final order passed by the Supreme Court. It describes the uncertainty related to the current outcome of the above-mentioned order.
- We reproduce hereunder the 'Emphasis of Matters' issued by the independent auditor of an Associate (where holding company owns share of 29.15%) viz. NTT Data Payment Services India Limited (Formerly known as Atom Technologies Limited,) vide their audit report dated 21 May, 2024, on the standalone Ind AS financial statement, to the extent the same are found significant as per the Guidance issued by the Institute of Chartered Accountants of India, from time to time and which also forms the basis for our audit report on the accompanying Statement of the Group:  
 "We draw your attention to Note 35 of the financial statement. Union Bank of India (UBI) made claims of Rs. 190 Crores vide letter dated 22 November, 2022. The same is towards payment of commission due to the application of incorrect Merchant Service Fees (MSF) rate for certain identified transactions. The matter is still under discussion & there has been continuous endeavour from both the side so to reach at the convergence, however, considering the factual situation, the Company has created a provision of Rs. 22 Crores in the financials as of 31 March, 2023, which is still continuing till matter is finally resolved. Hence, considering the factual information provided above and independent legal advice obtained by the management, possibility of an outflow of resources, embodying economic benefits due to materialisation of any further balance amount is remote. Accordingly, considering all the above facts, the company has not disclosed the same under contingent liability vide para 28 of Ind AS 37."

Our opinion is not modified in respect of these matters of emphasis.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements taken as a whole; in forming our opinion thereon and we do not provide a separate

## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

opinion on these matters. Apart from 'Basis for Qualified Opinion' We have determined the key audit matters as described below:

### **Key audit matters from Standalone Financial Statements which are also part of the Consolidated Financial Statements:**

We reproduce hereunder the 'Key Audit Matters' issued by the us w.r.t. to the Holding Company to the extent the same is found significant as per the Guidance issued by the institute of Chartered Accountants of India, from time to time and which also forms the basis for key audit matters in our audit report on the accompanying Consolidated Financial Statements of the Group:

- A. Determination of fair value of carrying amount of investments
- B. Accounting treatment for contracts with customers
- C. Contingent Liabilities

#### **A. Determination of fair value of carrying amount of investments**

##### Description of key audit matter:

The Holding Company has investments net of provision of Rs. 75,158.58 Lakhs as at 31 March, 2024 consisting of Investments in the equity instruments of subsidiaries, third party bonds, mutual funds, other equity instruments etc. and are valued as per Ind AS 109, "Financial instruments". By their nature, these are subjected to various factors related to respective investee entities including but not limited to, economic factors, business dynamics, financial performance etc and impact a fair valuation of these investments. Accordingly, this necessitates a close monitoring by the management of these situations and judgement, based on appropriate evaluation criteria to arrive at a fair value of carrying amounts of these assets as at balance sheet date. Against this background, this matter was of significance in the context of our audit.

##### Description of Auditor's response:

We have carried out a comparison between carrying value of investment as at balance sheet date and net worth as reflected by latest audited financials of investee companies. Wherever carrying amount of investment is more than the net-worth of investee company we have discussed and enquired with the management the process followed by them to identify permanent diminution, if any, in the value of investment and necessary accounting treatment adopted in the books. In addition, management has provided us with the future business plans and how in their business judgement such gap between investment and net-worth of the investee is either compensated with improving business conditions or valuations of such entities. Going forward our regular audit procedures are designed to keep a follow up on outcomes of these management assertions.

#### **B. Accounting treatment for contracts with customers**

##### Description of key audit matter:

Revenue amounting to Rs. 45,526.88 Lakhs reported in the Holding Company's financial statements pertains to customer specific contracts and the same are required to satisfy the recognition and measurement criteria as prescribed in IND AS 115, 'Revenue from Contracts with Customers'. Company's revenue is bifurcated into two main parts (a) revenue from software products (IPR based licenses) and (b) revenue from software services. Certain contracts necessarily involve estimations and certain assumptions to be made by the management in determining the quantum of revenue to be recognised in specific period. This inherently creates certain uncertainties and results in complexities in accounting treatment wherein incorrect assumptions and estimates can lead to revenue being recognised in incorrect accounting periods thereby impacting the results. Considering these factors, in the context of our audit this matter was of significance and hence a key audit matter.

##### Description of Auditor's response:

With a view to verify the reasonableness of the revenue accounting we carried out following procedures:

- a) Understanding the internal control environment for revenue recognition and to test check with a view to verify its operating effectiveness;
- b) Major contracts were read and analysed to verify correctness of accounting of revenue as calculated by the Company's Management;
- c) Discussed with the management process of identification of variable consideration and verified the working on test basis;
- d) Verified the working of unbilled revenue and unearned revenue on test basis;
- e) Performed analytical procedures and obtained reasons for major variances;
- f) Ensured that revenue is recognized in accordance with accounting policy of the Company and Ind AS 115;



## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

### C. Contingent liabilities

#### Description of Key Audit Matter

Contingent liabilities as at 31 March, 2024 amounted to Rs. 23,568.96 Lakhs, which mainly include pending income-tax matters and certain legal cases other than those forming basis for our qualified opinion. Contentious income tax matters relate to interpretational differences between the company and various tax authorities, certain matters subjected to internal circulars and guidelines within tax authorities irrespective of stated legal provisions sometimes requiring decision making only by higher tax authorities through appellate procedures resulting in delays in outcome. Given the current legal and operational embargo that the company is facing, it is subjected the multiple litigations by and on the company sub-judice at various courts and levels requiring the Holding Company's Management to exercise significant judgement on these outcomes to determine the liabilities that are contingent in nature. Considering these factors, in the context of our audit, this matter was of significance and hence a key audit matter.

#### Description of Auditor response

With a view to ensure that disclosures made by the company in Note No. 32 are determined appropriately and prudently, we obtained information of pending income-tax matters from the Company and have obtained/verified the documents including the communication with the departments provided by the Company. In addition, we have carried out comparison with respect to previous year and obtained/reviewed documentation for additional tax matters arisen during the year. Our tax team has carried out discussions with the Holding Company's internal tax team on these cases mainly with respect to issues raised by various tax authorities in their communication to the company to substantiate Holding Company's assessment that there are no present obligations perceived.

With respect to legal cases disclosed to us, we have obtained updates on pending cases from the management and discussed it with the Holding Company's internal legal department, wherever necessary. We carried out a comparison between the latest status and immediate previous status. While comparing, we have tried to ascertain the appropriateness, without being judgemental, of the management judgement exercised in updating to the latest status and have tried to evaluate an impact on such ascertainment of whether the Company liabilities to which it is contingently liable are appropriately ascertained with prudence principle.

#### **Key audit matters from other subsidiaries which are also part of the Consolidated Financial Statements:**

We reproduce hereunder the 'Key Audit Matters' issued by the independent auditor(s) of a subsidiary viz. National Spot Exchange Limited ('NSEL') vide their audit report on the consolidated financial statements of NSEL, to the extent the same are found significant as per the Guidance issued by the Institute of Chartered Accountants of India, from time to time and which also forms the basis for key audit matters in our audit report on the accompanying Consolidated Financial Statements of the Group:

- (a) "As stated in note no. 2.3 of the Consolidated Financial Statements, the Board of Directors of the NSEL is of the view that in the short term, its main challenge is to recover the money from defaulting members. As explained by the management, the Group is making all out efforts in recovering the amounts from defaulter members for settlement as well as its trade and other receivables. Order issued by Hon'ble High Court for merger of NSEL with Holding company has been set aside by Hon'ble Supreme court vide order dated 30th April, 2019. Holding company has committed to continue the financial support to NSEL by way of infusion of capital into NSEL and on the basis of such support, these financial statements for the year ended 31 March, 2024 are prepared on going concern basis. We have relied on the above-mentioned explanations and information given by the Management.
- (b) As stated in note no. 57 of the consolidated financial statements, the company has suspended the recognition of interest income on fixed deposits attached under the Maharashtra Protection of Interest of Depositors (MPID) Act 1999 due to uncertainty in future economic benefits directly flowing to the company. The company shall account for interest amount on any favourable order by the court of law.

Our opinion is not qualified in respect of these matters."

Based on the additional procedures performed by us, we have not come across any instance requiring material adjustment to the consolidated financial statement having pervasive impact in the context of an audit opinion on these financial statements.

#### **INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON (HEREINAFTER REFERRED AS "OTHER INFORMATION")**

The Holding Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the Director's Report including any annexures thereto, Corporate Governance Report and Management Discussion and Analysis included in the Holding Company's annual report but does not include the Consolidated Financial Statements and our auditor's report thereon.

## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

These reports are expected to be made available to us after the date of this auditor's report. Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read these reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable as per applicable laws and regulations.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Ind AS. The respective management and Board of Directors of the companies included in the Consolidated Financial Statements are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements/ Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group and its associate are responsible for overseeing the financial reporting process of each Company.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- A. Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



## INDEPENDENT AUDITOR'S REPORT

To the members of 63 moons technologies limited

- D. Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of Consolidated Financial Statements and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- E. Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities 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 Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

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

### OTHER MATTERS

1. The Consolidated Financial Statements include the Ind AS financial statements of seven domestic subsidiaries, whose Ind AS financial statements reflect total assets of Rs. 55,966.47 lakhs as at 31 March, 2024; as well as the total revenue of Rs. 2,225.00 lakhs, total net profit/(loss) after tax of Rs. (9,263.53) lakhs, other comprehensive income of Rs. (1.19) lakhs and net cash flow of Rs. (1,887.99) lakhs for the year then ended. The Statement also includes the Group's share of profit/(loss) of Rs. (259.13) lakhs for the year ended 31 March 2024, in respect of an associate. These Ind AS financial statements have been audited by their respective independent auditor whose audit reports have been furnished to us by the Holding Company's management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

The Consolidated Financial Statements also include the financial statements (standalone/ consolidated) of four foreign subsidiaries, which reflects total assets of Rs. 18,473.58 lakhs as at 31 March, 2024; as well as the total revenue of Rs. 643.55 lakhs, total net profit/(loss) after tax of Rs. (1,318.66) lakhs, other comprehensive income of Rs. Nil Lakhs and net cash flow of Rs. (21.86) lakhs for the year then ended. These financial statements have been audited by their respective independent auditor whose audit reports have been furnished to us by the Holding Company's management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

2. Certain subsidiaries are located outside India and their standalone/Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the standalone/Consolidated Financial Statements of these subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of these subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the other matter paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Our opinion on the Consolidated Financial Statements and our report on other legal and regulatory requirements below, is not modified in respect of these above matters with respect to our reliance on the work done and the reports of the other auditors.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 143 (3) of the Act, based on our audit and on the consideration of report of other auditors on financial statements (standalone /consolidated) of such companies as was audited by them and as mentioned in the 'Other Matters' paragraph, we report, to the extent applicable, that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements *except for the matters described in the basis for qualified opinion paragraph.*
  - B. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of other auditors.
  - C. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - D. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, *except for the effects, if any, of the matters described in the basis for qualified opinion paragraph;*
  - E. On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of subsidiary companies and associate company which are incorporated in India, none of the directors of the Group companies and its associate which are companies incorporated in India, is disqualified as on 31 March, 2024 from being appointed as a director in terms of section 164(2) of the Act;
  - F. With respect to the adequacy of internal financial controls over financial reporting of the Group and its associate which are companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control 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 Group, which are companies incorporated in India, where applicable, to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - H. With respect to the other matters to be included in the auditor's report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Consolidated Financial Statements disclose the impact of pending litigations as at 31 March, 2024 on the consolidated financial position of the Group and its associate, *to the extent it is ascertainable* (Refer Note 32 to the Consolidated Financial Statements and 'Basis for Qualified Opinion');
    - ii. the Group and its associate have made provision in the Consolidated Financial Statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - iii. during the year ended 31 March, 2024, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group including its associate, which are companies incorporated in India.

## iv. Reporting on rule 11(e):

- (a) The Management has represented that, to the best of its knowledge and belief, as stated in note no. 74 (e), no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as stated in note no. 74 (e), no funds (which are material either individually or in the aggregate) have been received by the Holding Company from any person(s) or entity(ies), 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 by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend for the current and previous years is proposed/declared but can not be paid due to restrictions imposed pursuant to the directions of the Court is in accordance with section 123 of the Act, as applicable. [Refer Note 45 to the Consolidated Financial Statements]
- vi. Reporting under Rule 11(g) of the companies (Audit and Auditors) Rules, 2014 is applicable from 1 April, 2023 however reporting under Rule 11(g) of the Companies (Audit and Auditor) Rules, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended 31 March, 2024.

Based on our examination which included test checks, and as communicated by the respective auditors of seven subsidiaries and one associates which are companies incorporated in India whose financial statements have been audited under the Act, the Holding company, its subsidiary companies and associates have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

2. With respect to the matters specified in clause (xxi) of paragraph (3) and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/"the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued to us and the statutory auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that in respect of those companies where audits have been completed under section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

**For Sharp & Tannan Associates**

Chartered Accountants

Firm's Registration No.: 0109983W

by the hand of

**CA Pramod Bhise**

Partner

Membership No.: (F) 047751

UDIN: 24047751BKAARQ5639

Mumbai, May 24, 2024

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph (f) under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

### REPORT ON THE INTERNAL FINANCIAL CONTROLS

**Under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")**

#### OPINION

We have audited the Internal Financial Controls over Financial Reporting of **63 moons technologies limited** (hereinafter referred as "the Holding Company") and its subsidiary companies incorporated in India (the Holding Company and its subsidiaries together referred to as "the Group") which includes its share of profit/(loss) in its associate, as of 31 March, 2024 in conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reports of other auditors referred to in other matters paragraph below, the Group and its associate has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Group and its associate, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

#### OTHER MATTERS

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to ten subsidiaries and one associate, which are companies incorporated in India, is solely based on corresponding reports of the auditors of such Companies.

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph (f) under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

### 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 consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

**For Sharp & Tannan Associates**  
Chartered Accountants  
Firm's Registration No.: 0109983W  
by the hand of

**CA Pramod Bhise**  
Partner  
Membership No.: (F) 047751  
UDIN: 24047751BKAARQ5639

Mumbai, May 24, 2024

**CONSOLIDATED BALANCE SHEET**

as at March 31, 2024

(₹ in lakhs)

<b>PARTICULARS</b>	<b>Note</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	20,756.04	20,702.51
Capital work-in-progress		51.71	33.92
Right of use assets	7	484.43	428.01
Investment Property	8	10,028.62	10,238.73
Other Intangible assets	9	5,661.22	7,304.51
Financial Assets			
(i) Investments	10	50,163.33	52,079.34
(ii) Loans	11	2.45	10.68
(iii) Other financial assets	12	75,959.33	39,463.08
Deferred tax assets (net)	30	4,640.03	4,752.42
Other non-current assets	13	8,391.81	10,685.88
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,76,138.97</b>	<b>1,45,699.07</b>
<b>Current assets</b>			
Financial assets			
(i) Investments	10	14,056.93	13,692.00
(ii) Trade receivables	14	4,530.58	4,413.15
(iii) Cash and cash equivalents	15	6,063.76	9,179.34
(iv) Bank balances other than (iii) above	16	1,22,218.40	1,34,576.37
(v) Loans	11	216.49	385.18
(vi) Other financial assets	12	27,957.21	27,814.52
Deferred tax Assets (net)			
Current tax assets (net)	30	5,734.22	3,390.10
Other current assets	13	7,613.83	7,435.54
<b>TOTAL CURRENT ASSETS</b>		<b>1,88,391.42</b>	<b>2,00,886.20</b>
<b>TOTAL ASSETS</b>		<b>3,64,530.39</b>	<b>3,46,585.27</b>

**CONSOLIDATED BALANCE SHEET (CONTD.)**

as at March 31, 2024

(₹ in lakhs)

PARTICULARS	Note	As at 31.03.2024	As at 31.03.2023
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	17	921.57	921.57
Other equity		3,33,815.07	3,10,579.27
<b>Equity attributable to equity holders of the Company</b>		<b>3,34,736.64</b>	3,11,500.84
Non-controlling interests		(2,925.77)	(2,450.13)
<b>TOTAL EQUITY</b>		<b>3,31,810.87</b>	3,09,050.72
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
(i) Lease liability for asset on rent		266.28	259.17
(ii) Other financial liabilities	18	484.26	484.26
Provisions	19	1,195.53	1,276.73
Other non-current liabilities	21	9.48	10.05
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>1,955.55</b>	2,030.21
<b>CURRENT LIABILITIES</b>			
Financial liabilities			
(i) Lease liability for asset on rent		250.83	161.02
(ii) Trade payables	20		
Due to micro and small enterprises		124.60	122.45
Due to others		2,725.60	2,254.62
(iii) Other financial liabilities	18	20,676.41	18,701.80
Current tax liabilities	30	1.86	0.51
Other current liabilities	21	6,039.21	13,648.53
Provisions	19	945.46	615.42
<b>TOTAL CURRENT LIABILITIES</b>		<b>30,763.97</b>	35,504.35
<b>TOTAL LIABILITIES</b>		<b>32,719.52</b>	37,534.55
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,64,530.39</b>	3,46,585.27

See accompanying notes forming part of the consolidated financial statements - 1 to 75

In terms of our report attached  
**For Sharp & Tannan Associates**  
Chartered Accountants  
(Firm's Registration No.109983W)  
by the hand of

**For and on behalf of the Board**

**Pramod Bhise**  
Partner  
Membership No:(F) 047751

**Chitkala Zutshi**  
Director  
DIN- 07684586

**Hariraj Chouhan**  
Company Secretary

**S. Rajendran**  
Managing Director & CEO  
DIN - 02686150

**Devendra Agrawal**  
Whole-time Director & CFO  
DIN - 03579332

Place : Mumbai  
Date : May 24, 2024

Place : Mumbai  
Date : May 24, 2024



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

for the year ended March 31, 2024

(₹ in lakhs)

<b>PARTICULARS</b>	<b>Note</b>	<b>Year Ended 31.03.2024</b>	<b>Year Ended 31.03.2023</b>
<b>CONTINUING OPERATIONS</b>			
Revenue from operations	22	47,210.76	29,006.82
Other income (net)	23	14,797.19	11,170.06
<b>TOTAL INCOME</b>		<b>62,007.95</b>	<b>40,176.88</b>
<b>Expenses</b>			
Purchases of stock-in-trade	24	300.00	-
Employee benefits expenses	25	19,157.38	16,493.24
Finance costs	26	97.11	63.15
Depreciation and amortisation expenses	27	3,029.12	2,338.98
Other expenses	28	18,034.43	15,190.16
<b>TOTAL EXPENSES</b>		<b>40,618.04</b>	<b>34,085.53</b>
<b>Profit / (Loss) before exceptional item and tax</b>		<b>21,389.91</b>	<b>6,091.35</b>
Exceptional items	29	-	(4,136.55)
<b>Profit / ( Loss) before tax</b>		<b>21,389.91</b>	<b>1,954.80</b>
<b>Tax expense / (credit)</b>			
	30		
Current tax		23.95	3,767.26
Deferred tax		130.89	368.90
<b>TOTAL TAX EXPENSE</b>		<b>154.84</b>	<b>4,136.16</b>
<b>Profit / (Loss) after tax before share of profit of associate and minority interest</b>		<b>21,235.07</b>	<b>(2,181.36)</b>
Share of profit / (loss) of associate		(259.13)	(483.01)
Non-Controlling interest		(1,274.65)	(1,033.49)
<b>Profit / (Loss) for the year</b>		<b>22,250.59</b>	<b>(1,630.88)</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement of the net defined benefit (liability)/asset		(74.78)	(179.96)
Income tax relating to above mentioned items		21.43	56.90
<b>Total Other Comprehensive Income (net of tax)</b>		<b>(53.35)</b>	<b>(123.06)</b>
<b>Attributable to Equityholders of the Company</b>		<b>22,197.24</b>	<b>(1,753.94)</b>
<b>Attributable to Non Controlling Interest</b>		<b>(1,274.65)</b>	<b>(1,033.49)</b>
<b>Earning per share</b>			
Basic and Diluted per share (in ₹)		48.29	(3.54)
Face Value Per Share (in ₹)		2.00	2.00
<b>See accompanying notes forming part of the 1 to 75</b>			

In terms of our report attached  
**For Sharp & Tannan Associates**  
Chartered Accountants  
(Firm's Registration No.109983W)  
by the hand of

**Pramod Bhise**  
Partner  
Membership No:(F) 047751

Place : Mumbai  
Date : May 24, 2024

**For and on behalf of the Board**

**Chitkala Zutshi**  
Director  
DIN- 07684586

**Hariraj Chouhan**  
Company Secretary

**S. Rajendran**  
Managing Director & CEO  
DIN - 02686150

**Devendra Agrawal**  
Whole-time Director & CFO  
DIN - 03579332

Place : Mumbai  
Date : May 24, 2024



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	Reserves and surplus										TOTAL
	Equity Share Capital	Capital reserve	Capital reserve on consolidation	Securities premium reserve	General Reserve	Statutory reserve	Settlement Guarantee Fund	Securities premium of Subsidiary	Share options outstanding account of Subsidiary	Retained earnings	
<b>Balance at 1 April 2022</b>	921.57	147.59	288.45	41,746.61	32,579.86	90.60	175.78	4,185.54	-	2,33,003.78	3,12,218.22
<b>Changes in equity for the year ended March 31, 2023</b>											
Share based payment to employees	-	-	-	-	-	0.23	-	-	-	(0.23)	-
Transfer to Statutory reserve	-	-	-	-	-	-	12.27	-	-	-	12.27
Interest of earlier years transfer to Settlement Guarantee Fund	-	-	-	-	-	-	-	-	-	-	-
Dividend (Refer Note 48)	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-	-	-	-	-	-
Changes in equity share capital of subsidiaries	-	-	-	-	-	-	-	-	-	-	-
Loss attributed to Non Controlling Interest	-	-	-	-	-	-	-	-	-	154.41	154.41
Security Premium received on issue of share	-	-	-	-	-	-	-	1,344.25	-	-	1,344.25
Share options outstanding account in Subsidiary	-	-	-	-	-	-	-	-	105.21	-	105.21
Effect of foreign exchange rate variation during the year	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	(1,628.04)	(1,628.04)
<b>Balance at 31 March 2023</b>	<b>921.57</b>	<b>147.59</b>	<b>288.45</b>	<b>41,746.61</b>	<b>32,579.86</b>	<b>90.83</b>	<b>188.06</b>	<b>5,529.79</b>	<b>105.21</b>	<b>2,31,529.93</b>	<b>3,12,206.33</b>
<b>Balance at 1 April 2023</b>	921.57	147.59	288.45	41,746.61	32,579.86	90.83	188.06	5,529.79	105.21	2,31,529.93	3,12,206.33
<b>Changes in equity for the period ended March 31, 2024</b>											
On lapse of Share options in Subsidiary	-	-	0.85	-	-	-	-	-	-	-	0.85
Transfer to Statutory reserve	-	-	-	-	-	13.78	-	-	-	(13.78)	-
Interest of earlier years transfer to Settlement Guarantee Fund	-	-	-	-	-	-	13.81	-	-	-	13.81
Dividend (Refer Note 45)	-	-	-	-	-	-	-	-	-	(921.57)	(921.57)
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-	-	-	-	-	-	-
Changes in equity share capital of subsidiaries	-	-	-	-	-	-	-	-	-	-	-
Loss attributed to Non Controlling Interest	-	-	-	-	-	-	-	-	-	34.96	34.96
Security Premium received on issue of share	-	-	-	-	-	-	-	1,530.91	-	-	1,530.91
Share options outstanding account in Subsidiary	-	-	-	-	-	-	-	-	90.66	-	90.66
Effect of foreign exchange rate variation during the year	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	22,250.59	22,250.59
<b>Balance at 31 March 2024</b>	<b>921.57</b>	<b>147.59</b>	<b>289.30</b>	<b>41,746.61</b>	<b>32,579.86</b>	<b>104.61</b>	<b>201.87</b>	<b>7,060.70</b>	<b>195.87</b>	<b>2,52,880.13</b>	<b>3,35,206.55</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

for the year ended March 31, 2024

PARTICULARS	Other Comprehensive Income			Total equity attributable to holders of the Company	Non-controlling interests
	Foreign currency translation reserve	Other Comprehensive Income	TOTAL		
<b>Balance at 1 April 2022</b>	(3,411.87)	(85.63)	(3,497.49)	3,08,720.70	(1,917.97)
<b>Changes in equity for the year ended March 31, 2023</b>					
Share based payment to employees	-	-	-	-	-
Transfer to Statutory reserve	-	-	-	12.27	-
Interest of earlier years transfer to Settlement Guarantee Fund	-	-	-	-	-
Dividend (Refer Note 48)	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-
Changes in equity share capital of subsidiaries	-	-	-	-	-
Loss attributed to Non Controlling Interest	-	-	-	154.41	166.67
Security Premium received on issue of share	-	-	-	1,344.25	(154.41)
Share options outstanding account in Subsidiary	-	-	-	105.21	489.07
Effect of foreign exchange rate variation during the year	1,993.52	-	1,993.52	1,993.52	-
Total comprehensive income for the year	-	(123.06)	(123.06)	(1,751.09)	(1,033.49)
<b>Balance at 31 March 2023</b>	<b>(1,418.34)</b>	<b>(208.68)</b>	<b>(1,627.03)</b>	<b>3,10,579.27</b>	<b>(2,450.13)</b>
<b>Balance at 1 April 2023</b>	(1,418.34)	(208.68)	(1,627.03)	3,10,579.27	(2,450.13)
<b>Changes in equity for the period ended March 31, 2024</b>					
On lapse of Share options in Subsidiary	-	-	-	0.85	0.28
Transfer to Statutory reserve	-	-	-	-	-
Interest of earlier years transfer to Settlement Guarantee Fund	-	-	-	13.81	-
Dividend (Refer Note 45)	-	-	-	(921.57)	-
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-
Changes in equity share capital of subsidiaries	-	-	-	34.96	205.52
Loss attributed to Non Controlling Interest	-	-	-	1,530.91	(34.96)
Security Premium received on issue of share	-	-	-	90.66	628.17
Share options outstanding account in Subsidiary	-	-	-	288.93	-
Effect of foreign exchange rate variation during the year	288.93	-	288.93	288.93	-
Total comprehensive income for the year	-	(53.35)	(53.35)	22,197.24	(1,274.65)
<b>Balance at 31 March 2024</b>	<b>(1,129.42)</b>	<b>(262.03)</b>	<b>(1,391.45)</b>	<b>3,33,815.07</b>	<b>(2,925.77)</b>

(₹ in lakhs)

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTD.)

for the year ended March 31, 2024

### NATURE AND PURPOSE OF RESERVES:

#### Capital reserve :

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.

#### Securities premium of Subsidiary :

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve of subsidiaries.

#### General Reserve :

General Reserve was created by transferring a portion of the net profit of the Company as per the requirements of the Companies Act, 1956.(now Companies Act, 2013).

#### Statutory Reserve :

Reserves required to be maintained by NBFC subsidiary as per regulations of Reserve Bank of India.

#### Retained earnings :

Remaining portion of profits earned by the Company till date after appropriations.

#### Share option outstanding account of Subsidiary :

The fair value of the equity-settled share based payment transactions with Group employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

In terms of our report attached  
**For Sharp & Tannan Associates**  
 Chartered Accountants  
 (Firm's Registration No.109983W)  
 by the hand of

### For and on behalf of the Board

**Pramod Bhise**  
 Partner  
 Membership No:(F) 047751

**Chitkala Zutshi**  
 Director  
 DIN- 07684586

**Hariraj Chouhan**  
 Company Secretary

**S. Rajendran**  
 Managing Director & CEO  
 DIN - 02686150

**Devendra Agrawal**  
 Whole-time Director & CFO  
 DIN - 03579332

Place : Mumbai  
 Date : May 24, 2024

Place : Mumbai  
 Date : May 24, 2024

**CONSOLIDATED STATEMENT OF CASH FLOW**

for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024		Year Ended 31.03.2023	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit / (Loss) before tax		21,389.91		1,954.80
<b>Adjustments for:</b>				
Depreciation and amortisation expense	3,029.12		2,338.98	
Gain on Fair Valuation of Financial Assets	(939.13)		(599.25)	
Impairment /allowance for expected credit loss on debentures (net)	-		4,136.55	
Bad trade receivables / advances written off (net of provision held)	0.87		190.55	
Dividend income	(55.15)		(43.16)	
Finance costs	97.11		63.15	
Exchange rate fluctuations- loss	12.44		4.89	
Interest income	(12,719.99)	(10,574.73)	(9,365.46)	(3,273.75)
<b>Operating profit before working capital changes</b>		<b>10,815.18</b>		(1,318.95)
<b>Changes in working capital:</b>				
Trade receivable, loans , other financial assets and other assets	(376.47)		413.14	
Trade payables, other financial liabilities, other liabilities and provisions	(6,079.30)	(6,455.77)	7,990.56	8,403.71
<b>Cash used in operations</b>		<b>4,359.41</b>		7,084.76
Net Income Tax paid		356.32		(13.52)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>4,715.73</b>		7,071.24
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Capital expenditure on Property, plant and equipment and other Intangible assets including capital advances		(549.03)		(1,965.26)
Purchase of Financial assets - others		-		(38.45)
Proceeds from sale of Financial assets - others		2,159.21		10,270.61
Decrease / (Increase) in fixed deposit with banks		(23,918.96)		(24,126.95)
Interest income		12,256.62		8,059.50
Dividend income		55.15		43.16
<b>Cash used in investing activities</b>		<b>(9,997.01)</b>		(7,757.40)
Net income tax refund / (paid)		-		917.87
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(9,997.01)</b>		(6,839.53)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of share capital in Subsidiaries		2,368.20		1,999.86
Lease Payment		(195.34)		(107.88)
Finance costs		-		-
<b>Cash generated from / (used in) financing activities</b>		<b>2,172.86</b>		<b>1,891.98</b>
<b>Net Increase / (decrease) in cash and cash equivalents (A+B+C)</b>		<b>(3,108.42)</b>		<b>2,123.69</b>
Cash and cash equivalents (opening balance)		12,693.40		10,569.71
Cash and cash equivalents (closing balance)		<b>9,584.98</b>		<b>12,693.40</b>

**CONSOLIDATED STATEMENT OF CASH FLOW (CONTD.)**

for the year ended March 31, 2024

(₹ in lakhs)

<b>Reconciliation of Cash and cash equivalents</b>	<b>Current Year</b>	<b>Previous Year</b>
Cash and cash equivalents (Refer Note 15)	6,063.76	9,179.34
Effect on exchange differences on restatement of foreign currency cash and cash equivalents	(61.34)	(56.01)
	6,002.42	9,123.33
Other bank balances (refer note 47 and 69)	3,582.56	3,570.07
Cash and cash equivalents (closing balance)	<b>9,584.98</b>	12,693.40

**Notes to cash flow statement:**

1. Fixed deposits with banks with maturity period of more than three months are classified and grouped in investing activities and not included in cash and cash equivalents.
2. The Statement of Cash Flow has been prepared under the "Indirect Method" as set out in IND AS 7.
3. Previous year's figures have been regrouped / reclassified wherever applicable.

In terms of our report attached  
**For Sharp & Tannan Associates**  
Chartered Accountants  
(Firm's Registration No.109983W)  
by the hand of

**For and on behalf of the Board**

**Pramod Bhise**  
Partner  
Membership No:(F) 047751

Place : Mumbai  
Date : May 24, 2024

**Chitkala Zutshi**  
Director  
DIN- 07684586

**Hariraj Chouhan**  
Company Secretary

**S. Rajendran**  
Managing Director & CEO  
DIN - 02686150

**Devendra Agrawal**  
Whole-time Director & CFO  
DIN - 03579332

Place : Mumbai  
Date : May 24, 2024

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 1 COMPANY OVERVIEW

63 moons technologies limited (the 'Company') is a public limited company incorporated and domiciled in India. The Company's registered office is at Shakti Tower – II, 4th floor, Premises – J, 766, Anna Salai, Chennai – 600002. Tamilnadu, India and corporate office FT Tower, CTS No, 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai-400093, Maharashtra, India. The 63 moons group is among the global leaders in offering technology IP (Intellectual Property) and domain expertise to create and trade on next-generation financial markets, that are transparent, efficient and liquid, across all asset classes including equities, commodities, currencies and bonds among others. The group is pioneer in end to end Straight Through Processing (STP) solution that support high density transactions. It has developed proprietary technology platform benchmarked against global standard which give it a decisive edge in driving mass disruptive innovation at the speed and cost of execution unmatched in the financial market industry.

### 2 BASIS OF PREPARATION

#### 2.1 Statement of compliance and Basis of Preparation

The consolidated financial statements of 63 moons technologies limited ('the Parent Company') its subsidiary companies and its associate company (Refer Note 3(l) below for list of entities included in consolidated financial statements) (the Parent Company, its subsidiaries and associate company constitute 'the Group') have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with the Companies (Indian Accounting Standards) Rules, 2015, subsequent amendments thereto and the relevant provisions of the 2013 Act.

The financial statements of subsidiaries and associate company used in the consolidation are drawn up to the same reporting dates as that of the Parent Company, viz March 31, 2024.

The financial statements have been prepared on accrual basis using the historical cost measurement except for the following material items that have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Share based payment transactions.
- Defined benefit and other long-term employee benefits

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These Ind-AS compliant the consolidated financial statements were approved by the Board of Directors on May 24 , 2024.

#### 2.2 Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

#### 2.3 Use of judgements and estimates

The preparation of the Consolidated financial statements in conformity with Ind AS which requires management to make certain estimates, judgements and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the Consolidated financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. The management believes that the estimates used in preparation of the consolidated financial statements are just, prudent and reasonable.

##### The areas involving critical estimates & judgements are:

Note Reference	Critical Estimates & Judgements
Note 4.16,13, and 30	Estimation of income taxes, Recognition and utilisation of deferred tax assets and MAT credit entitlement and utilisation.
Note 4.20, 32	Measurement of contingencies key assumptions about the likelihood and magnitude of an outflow of resources;
Note 4.9,4.10,4.11 and 39	Assessment of carrying value / fair value of financial instruments.
Note 4.13 and 36	Measurement of defined benefit obligations: key actuarial assumptions.
Note 4.6,4.7,4.8, 6,8 and 9	Estimation of useful life of tangible, intangible assets and investment property

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 3 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS-110) "Consolidated Financial Statements", and Indian Accounting Standards (Ind AS-28) "Investments in Associates and Joint Ventures" as notified under the Companies (Accounts) Rules, 2014 on the following basis:

Group consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and its associate company as disclosed below. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group subsidiary companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded.

Associates are entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in associates includes goodwill identified on acquisition.

#### I. The subsidiary and Associate companies considered in the presentation of the consolidated financial statements are:

Sr. No.	Name of Subsidiaries	Country of incorporation	Proportion of Ownership Interest (31.03.2024)	Proportion of Ownership Interest (31.03.2023)
1	Ticker Limited (formerly known as Ticker Plant Limited) (Ticker)	India	75.18%	76.45%
2	3.0 Verse Limited (subsidiary of Ticker) w.e.f 21st June, 2022	India	100.00%	100.00%
3	Three 0 Verse Global IT Services L.L.C. (subsidiary of Ticker) w.e.f 14TH October,2022	U.A.E.	100.00%	100.00%
4	Ticker Data Limited (subsidiary of Ticker) w.e.f 13th July,2023	India	100.00%	100.00%
3	Financial Technologies Communications Limited (FTCL)	India	100.00%	100.00%
4	Apian Finance & Investment Limited (Apian)	India	100.00%	100.00%
5	FT Projects Limited. (FTPL)	India	100.00%	100.00%
6	Global Payment Networks Limited (GPNL)	India	100.00%	100.00%
7	FT Knowledge Management Company Limited (FTKMCL)	India	100.00%	100.00%
8	National Spot Exchange Limited (NSEL)	India	99.99%	99.99%
9	Indian Bullion Market Association Limited (IBMA) (subsidiary of NSEL)	India	60.88%	60.88%
10	Farmer Agricultural Integrated Development Alliance Limited (FAIDA) (subsidiary of NSEL)	India	100.00%	100.00%
11	Western Ghats Agro Growers Company Limited (WGAGL) (subsidiary of NSEL)	India	84.00%	84.00%
12	Financial Technologies Singapore Pte Limited (FTSPL)	Singapore	100.00%	100.00%
13	ICX Platform (Pty) Limited (ICX)	South Africa	100.00%	100.00%
14	FT Group Investments Pvt. Limited. (FTGIPL)	Mauritius	100.00%	100.00%
15	Knowledge Assets Pvt. Limited (KAPL)	Mauritius	100.00%	100.00%
16	Financial Technologies Middle East DMCC (FTME) (subsidiary of FTGIPL) *	U.A.E.	-	100.00%
	<b>Name of Associate Company</b>			
1	NTT Data Payment Services India Limited (formerly known as atom technologies limited (atom) )	India	29.15%	29.15%

\* liquidated w.e.f 06TH October, 2022

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**II Disclosures mandated by schedule III of Companies Act 2013, by way of additional information:**

(₹ in lakhs)

Name of the entity	Net Assets i.e total assets minus total liabilities		Share in Profit / Loss	
	As % of consolidated net assets	Amount ₹ in lacs	As % of consolidated Profit / (Loss)	Amount ₹ in lacs
<b>I. Parent Company</b>				
63 moons technologies limited	85.92	2,87,604.26	-	26,921.63
<b>II. Subsidiaries</b>				
<b>a. Indian Subsidiaries:</b>				
National Spot Exchange Limited. (NSEL) (on consolidated basis)	2.26	7,576.40	(19.82)	(4,209.49)
Apian Finance and Investments Limited. (APIAN)	0.27	9,07.31	0.19	40.99
Ticker Limited. (Ticker) (on consolidated basis)	0.67	2,227.93	(24.15)	(5,128.74)
FT Projects Limited. (FTPL)	0.00	5.99	(0.00)	(0.99)
Financial Technologies Communications Limited. (FTCL)	0.17	5,82.28	0.11	23.74
Global Payment Networks Limited. (GPNL)	0.06	1,94.23	0.04	9.55
FT Knowledge Management Company Limited. (FTKMCL)	0.02	55.77	0.01	1.40
<b>b. Foreign Subsidiaries:</b>				
FT Group Investments Pvt. Ltd. (FTGIPL)	(1.06)	(3,537.06)	3,43.09	72,854.66
Financial Technologies Singapore Pte Ltd. (FTSPL)	5.47	18,297.03	(6.27)	(1,331.91)
Knowledge Assets Pvt. Ltd. (KAPL)	(0.05)	(171.63)	(0.06)	(12.37)
ICX Platform (Pty) Ltd. (ICX)	(0.08)	(282.12)	(0.08)	(16.21)
<b>SUBTOTAL</b>		<b>3,13,460.41</b>		<b>89,152.27</b>
Inter -Company Elimination & Consolidation Adjustments	6.36	21,276.25	(319.83)	(67,917.18)
<b>GRAND TOTAL</b>	-	<b>3,34,736.66</b>		<b>21,235.08</b>
Minority Interest in Subsidiaries	-	(2,925.78)	(5.73)	(1,274.65)
Share of profit in Associates	-	-	(1.16)	(259.13)
<b>TOTAL</b>	-	-		<b>22,250.61</b>

**4 MATERIAL ACCOUNTING POLICIES**

The Group has consistently applied the following accounting policies to all periods presented in these financial statements.

**4.1 Revenue**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to receive in exchange for those products or services. The Group recognises the revenue as per five step model as specified in Ind AS 115. 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 Group as part of the contract. Revenue also excludes taxes collected from customers.

The revenue from the sale of software products (including IPR based licenses) is recognised on delivery/granting of right to use. In respect of service contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized over time. Revenue from fixed price service contracts is recognised based on acts performed as specified in the contracts over the contract period where performance of several acts is required over that period. In the case of time and material contracts, revenue is recognised on the basis of hours completed and material used. Revenue from annual maintenance contracts, lease of licenses, IT infrastructure sharing income and Shared Business Support Services is recognised proportionately over the period in which the services are rendered/licenses is leased. Revenue from sale of goods is recognised on transfer of control over the goods to the customer. Sales are recorded net of returns (if any), trade discounts, rebates, and goods and service tax. Projected losses, if any, are provided in entirety as per Ind AS based on management's current estimates



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of cost to completion arrived at on the basis of technical assessment of time and effort required and estimates of future expenditure.

Revenues in excess of invoicing are classified as contract assets (which are referred to as unbilled revenue). Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Invoicing in excess of revenues are classified as contract liabilities (which are referred to as unearned revenues).

Service charges include income from various services viz data fee and message services, revenue sharing income, coaching and training fees, internet telecommunication charges, which are recognised as and when services are rendered.

### 4.2 Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income in respect of income tax is accounted on receipt basis.

### 4.3 Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established.

### 4.4 Investment property rental income

Rental income from investment property is recognised as revenue on a straight-line basis over the term of the lease and presented as other income.

### 4.5 Property, plant and equipment

#### i. Recognition and measurement

Property, Plant and Equipment (PPE) are carried at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of PPE comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

PPE which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is recognised in Statement of Profit & Loss.

#### ii. Subsequent expenditure

Subsequent expenditure relating to PPE is capitalised only when it is probable that future economic benefits with these will flow to the Group and cost of the item can be measured reliably. Repairs & maintenance costs are recognised in Statement of Profit and Loss as and when incurred.

#### iii. Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives. Leased assets and leasehold improvements are depreciated over the shorter of the lease term and their useful lives.

Depreciation methods, useful lives and residual values are reviewed annually and the effects of any changes in estimates are accounted for on a prospective basis.

Freehold Land is not depreciated. For others, depreciation has been provided on the basis of estimated useful life as follows.

Assets	Useful life
Office Equipment	2 to 5 Years
Electrical Installations	10 Years
Computer Hardware	3 to 6 Years
Furniture and Fixtures	5 to 10 Years
Vehicles	5 Years
Building	58 years
Leasehold improvements	Over lease period (2 to 5 years)

Assets costing upto ₹ 5,000/- are fully depreciated in the year of acquisition.

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### 4.6 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. The cost of intangible assets comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in use. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Research costs are expensed as incurred. Amortization methods and useful lives are reviewed annually and the effects of any changes in estimates are accounted for on a prospective basis.

The Group amortises intangible assets with using the straight-line method over the estimated useful life as follows:

- Patents, copyright and other rights - 8 years
- Computer software - 4 to 6 years

### 4.7 Investment property

Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated using the straight-line method over their estimated useful lives. Fair value is calculated using discounted cash flow method and other relevant factors, if any. Useful life of the investment property is considered as 58 years.

### 4.8 Cash and cash equivalents

The Group considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

### 4.9 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at recognition.

Classification	Initial recognition	Subsequent recognition
<b>Non-derivative financial instruments</b>		
a) Financial assets at <b>amortised cost</b> : if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding	At fair value including directly attributable transaction costs	Subsequently carried at amortised cost using effective interest rate method less any impairment loss.
b) Financial assets at <b>fair value through other comprehensive income</b> : if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding and also selling financial assets.	At fair value including directly attributable transaction costs	All changes in value excluding interest are recognised in OCI. Interest is recognised on effective interest rate method in Statement of Profit & Loss.
c) Financial assets at <b>fair value through statement of profit and loss</b> : if financial asset is not classified in any of the above categories	At fair value excluding directly attributable transaction costs. Transaction costs are recognised in Statement of Profit and Loss.	Fair valued at each subsequent reporting date.
d) (i) Trade Receivable (Those do not contain significant financing component.) (ii) Loans	At transaction price.  At fair value.	Subsequently held at amortised cost, using the effective interest rate method, net of any expected credit loss.
e) Other Equity investments	At fair value.	Any changes through Statement of Profit and Loss.
f) Financial liabilities	At fair value including directly attributable transaction costs	<b>At amortised cost</b> : using effective interest method except certain items.
<b>Share capital</b>		
	Ordinary shares classified as equity.	

## NOTES

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Financial assets are reclassified subsequent to their recognition if and in the period the Group changes its business model for managing financial assets.

### **Derecognition of financial instruments:**

A financial asset is derecognised by the Group only when:

- Contractual right to receive cash flows from the assets expires; or
- the Group has transferred the rights to receive cash flows from the financial asset; or
- if the Group has not retained control of the financial asset; or
- the Group has transferred substantially all risks and rewards of ownership of the financial asset.

Any gain or loss on derecognition is recognised in statement of profit and loss including cumulative gain or loss in case of financial assets subsequently valued at fair value through other comprehensive income. In case of financial assets subsequently fair valued through profit or loss, gain or loss is presented on a net basis.

In case of financial liability any gain or loss on derecognition is recognised in statement of profit and loss.

### **4.10 Measurement of Fair Value**

The Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. In determining the fair value of its financial instruments as define in Ind AS 113. The Group regularly reviews significant unobservable inputs and valuation adjustments. In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liabilities and the level of fair value hierarchy.

### **4.11 Write – Off**

The Group is directly reducing the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

### **4.12 Impairment**

#### **i. Financial assets:**

For the financial assets which are not fair valued through profit or loss, the Group tests loss allowances using the expected credit loss (ECL) model and recognises, if any.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

#### **ii. Non-financial assets:**

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then asset's / cash generating unit (CGU)'s recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is estimated. An impairment loss is recognised if the carrying amount of an asset / CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized

### **4.13 Foreign Currency transactions**

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or at rates that closely approximate the rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency is translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction and are not retranslated. Foreign currency differences are generally recognised in profit or loss.

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### Foreign operations

The translation of the financial statements of non-integral foreign operations (including branches) is accounted for as under:

- i. All revenues and expenses are translated at average rate.
- ii. All monetary and non-monetary assets and liabilities are translated at the rate prevailing on the balance sheet date.
- iii. Resulting exchange difference is accumulated in Foreign Currency Translation Reserve Account until the disposal of the net investment in the said non integral foreign operation.
- iv. Foreign subsidiaries (non-integral foreign operations) financial statements are prepared in the currency of country in which they are domiciled except when another currency is considered appropriate based on revenue and cost stream.

### 4.12 Employee benefits

#### i. Short-term obligations

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period when the employee renders those services.

#### ii. Other long-term employee benefit obligations

##### Compensated absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date and recognised in Statement of Profit and Loss. Expense on non-accumulating compensated absences is recognized in the year in which the absences occur.

##### Defined Benefit Plan

The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated at each reporting date by actuaries using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised, net of tax impact, in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. The amount of net interest expense calculated by applying the liability discount rate to the net defined liability or asset is charged or credited to 'Finance Cost' in Statement of Profit and Loss.

##### Defined contribution plans

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

#### iii. Share-based payment arrangements

The Group recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account. For employees, in respect of Employee Stock Option Scheme, remuneration is considered at the time of exercise of option at a perquisite value as defined under Income Tax Act, 1961.

### 4.15 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are charged to expense.

### 4.16 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss or in OCI.

#### i. Current tax

Current tax comprises the expected tax payable or recoverable on the taxable income or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. The amount of current tax payable or

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recoverable is the best estimate of the tax amount expected to be paid or received. It is measured using tax rates enacted or substantively enacted at the reporting date. Interest income in respect of income tax is shown under Other Income and accounted on receipt basis, interest expenses and penalties, if any, are included in current tax expense. Current tax assets and current tax liabilities are offset as per IND AS 12.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income tax during the specified period.

### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, Associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on business plans of the Group and the reversal of temporary differences.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

### 4.17 Inventories

Inventories are valued at lower of cost on First in First out (FIFO) basis or net realizable value. Cost comprises of cost of purchase and other costs incurred in bringing the inventories to their respective present location and condition. In case of defective and obsolete items, due allowance is estimated and provided for wherever necessary

### 4.18 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### 4.19 Provisions

Provision is defined as per Ind AS 37. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 4.20 Contingent liabilities and contingent assets, if any, are disclosed in the notes to accounts. (Refer note 32)

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised or disclosed in the financial statements.

### 4.21 Leases

Effective April 01, 2019, the Company had adopted Ind AS 116 "Leases" by applying the modified retrospective approach. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease.

## NOTES

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### Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted using the incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value and are recognized as an expense on a straight-line basis over the lease term.

### Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

### 4.22 Earning Per Share

Calculation/Formula of Basic & Diluted Earnings Per Share is carried out in line with the principles & practices mentioned in the Ind AS 33. Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholder of the company by the weighted average number of equity shares outstanding during the year.

## 5 Recent Indian Accounting standards (Ind AS)

Ministry of Corporate Affairs (MCA) has not notified any amendments to Ind AS which are effective 1st April, 2024.

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forming part of the consolidated financial statements for the year ended March 31, 2024

**6 PROPERTY, PLANT AND EQUIPMENT\***

Particulars	Freehold Land	Buildings	Plant & Equipment	Improvement to Leasehold Premises	Computer Hardware	Equip-ments**	Furniture and Fixtures	Vehicles	Total
<b>Year ended March 31, 2024</b>									
Gross carrying value as at April 01, 2023	4,836.60	18,081.82	7.07	95.77	7,846.11	6,778.09	4,948.72	1,172.88	43,767.07
Additions	-	-	-	-	529.72	133.05	11.81	213.92	888.50
Disposals	-	-	-	-	(29.29)	(34.82)	(40.94)	-	(105.05)
Exchange differences	-	-	-	-	-	0.07	-	-	0.07
<b>Gross carrying value as at March 31, 2024</b>	<b>4,836.60</b>	<b>18,081.82</b>	<b>7.07</b>	<b>95.77</b>	<b>8,346.54</b>	<b>6,876.39</b>	<b>4,919.59</b>	<b>1,386.80</b>	<b>44,550.59</b>
<b>Accumulated depreciation and impairment as at April 01, 2023</b>	-	3,518.40	6.08	95.77	7,214.29	6,454.14	4,884.47	891.41	23,064.56
Depreciation charge during the year	-	300.25	-	-	288.60	124.45	17.48	103.66	834.44
Disposals	-	-	-	-	(28.76)	(34.82)	(40.94)	-	(104.52)
Exchange differences	-	-	-	-	-	0.06	-	-	0.06
<b>Accumulated depreciation and impairment as at March 31, 2024</b>	-	<b>3,818.65</b>	<b>6.08</b>	<b>95.77</b>	<b>7,474.13</b>	<b>6,543.83</b>	<b>4,861.01</b>	<b>995.07</b>	<b>23,794.54</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>4,836.60</b>	<b>14,263.17</b>	<b>1.00</b>	-	<b>872.41</b>	<b>332.56</b>	<b>58.58</b>	<b>391.73</b>	<b>20,756.04</b>
<b>Year ended March 31, 2023</b>									
Gross carrying value as at April 01, 2022	4,836.60	18,081.82	7.07	95.77	7,633.37	6,648.12	4,943.45	1,172.88	43,419.09
Additions	-	-	-	-	276.18	130.20	5.27	-	411.65
Exchange differences	-	-	-	-	-	(0.04)	-	-	(0.04)
Disposals	-	-	-	-	(63.44)	(0.19)	-	-	(63.63)
<b>Gross carrying value as at March 31, 2023</b>	<b>4,836.60</b>	<b>18,081.82</b>	<b>7.07</b>	<b>95.77</b>	<b>7,846.11</b>	<b>6,778.09</b>	<b>4,948.72</b>	<b>1,172.88</b>	<b>43,767.07</b>
<b>Accumulated depreciation and impairment as at April 01, 2022</b>	-	3,218.19	6.07	95.77	6,973.79	6,309.44	4,866.97	778.61	22,248.85
Depreciation charge during the year	-	300.21	-	-	303.98	144.32	17.50	112.80	878.81
Disposals	-	-	-	-	(63.48)	(0.17)	-	-	(63.65)
Exchange differences	-	-	-	-	-	0.55	-	-	0.55
<b>Accumulated depreciation and impairment as at March 31, 2023</b>	-	<b>3,518.40</b>	<b>6.08</b>	<b>95.77</b>	<b>7,214.29</b>	<b>6,454.14</b>	<b>4,884.47</b>	<b>891.41</b>	<b>23,064.56</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>4,836.60</b>	<b>14,563.42</b>	<b>1.00</b>	-	<b>631.82</b>	<b>323.95</b>	<b>64.25</b>	<b>281.47</b>	<b>20,702.51</b>

\* Refer Note 47 and 53

\*\* Equipments includes "office equipments, networking equipments and electrical installations".



## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 7 RIGHT OF USE ASSETS

(₹ in lakhs)

PARTICULARS	Buildings	Computer Hardware	Total
<b>Year ended March 31, 2024</b>			
<b>Gross carrying Value as at April 01, 2023</b>	108.51	407.49	516.00
Additions	65.15	227.11	292.26
Deletions on de-hiring premises	(11.82)	-	(11.82)
<b>Gross carrying Value as at March 31, 2024</b>	<b>161.84</b>	<b>634.60</b>	<b>796.44</b>
<b>Accumulated depreciation and impairment as at April 01, 2023</b>	21.54	66.45	87.99
Charged during the year	40.08	195.76	235.84
Deletions on de-hiring premises	(11.82)	-	(11.82)
<b>Upto March 31, 2024</b>	<b>49.80</b>	<b>262.21</b>	<b>312.01</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>112.04</b>	<b>372.39</b>	<b>484.43</b>
<b>Year ended March 31, 2023</b>			
<b>Gross carrying Value as at April 01, 2022</b>	57.75	-	57.75
Additions	85.66	407.49	493.15
Deletions on de-hiring premises	(34.90)	-	(34.90)
<b>Gross carrying Value as at March 31, 2023</b>	<b>108.51</b>	<b>407.49</b>	<b>516.00</b>
<b>Accumulated depreciation and impairment as at April 01, 2022</b>	31.50	-	31.50
Charged during the year	22.39	66.45	88.84
Deletions on de-hiring premises	(32.35)	-	(32.35)
<b>Upto March 31, 2023</b>	<b>21.54</b>	<b>66.45</b>	<b>87.99</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>86.97</b>	<b>341.04</b>	<b>428.01</b>

#### NOTES:

##### A As a Lessee:

- a. Adopted Ind AS 116 effective 1st April, 2019, using the modified retrospective method. The Group has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1st April, 2019). According to previous period information has not been restated

The incremental borrowing rate of 9% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

- b. The Group incurred ₹ 97.58 lakhs (Previous Year ₹ 85.44 lakhs) for the year ended 31st March, 2024 towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is ₹ 176.80 lakhs (Previous Year ₹ 102.23 lakhs) for the year ended 31st March, 2024, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is ₹ 52.76 lakhs (Previous Year ₹ 26.07 lakhs) for the year.

##### B The Company as a Lessor:

The Group has entered into various cancellable and non-cancellable operating lease agreements as a lessor for various premises ranging from 2 months to 60 months and may be renewed for further period based on mutual agreement of the parties. The lease rentals recognised as income in the statement of profit and loss during the year are included in Note 23 under the head 'Rental income from properties sublease'.

Disclosure for non-cancellable operating lease is as follows:

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Lease Income</b>		
Lease rentals	887.50	859.97
<b>Future minimum lease receivable</b>		
Not later than one year	454.75	489.28
Later than one year and not later than 5 Year	491.99	1,114.09
Later than five years	-	-

- C The Commitment related to lease payments are shown in Note 32 B(2)



## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 8 INVESTMENT PROPERTIES\*

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Gross carrying amount</b>		
Opening gross carrying amount / Deemed cost	12,752.22	12,752.22
Additions	-	-
<b>Closing gross carrying amount</b>	12,752.22	12,752.22
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	2,513.49	2,303.42
Depreciation charge	210.11	210.07
<b>Closing accumulated depreciation</b>	2,723.60	2,513.49
Net carrying amount	<b>10,028.62</b>	10,238.73

\* Refer Note 47 (d)

#### i. Amounts recognised in profit or loss for investment properties

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
<b>Rental income from investment property</b>	887.50	859.76
Direct operating expenses (including repairs and maintenance) from property that generated rental income during the year	(90.59)	(90.59)
Direct operating expenses (including repairs and maintenance) from property that did not generate rental income during the year	-	-
<b>Profit from investment properties before depreciation</b>	<b>796.91</b>	769.17
Depreciation	210.11	210.07
<b>Profit from investment properties</b>	<b>586.80</b>	559.10

#### ii. Contractual obligations

There are no contractual obligations towards investment property

#### iii. Leasing arrangements

Certain investment properties are leased to tenants under long-term operating leases with rentals payable monthly.

Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
Within one year	454.75	489.28
Later than one year but not later than 5 years	491.99	1,114.09
Later than 5 years	-	-

#### iv. Fair value

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
Investment properties	10,166.59	10,317.51

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 9 OTHER INTANGIBLE ASSETS

(₹ in lakhs)

PARTICULARS	Trade Mark	Computer Software	Technical Know-how	Total
<b>Year ended March 31, 2024</b>				
<b>Gross carrying value as at April 01, 2023</b>	64.21	10,859.60	-	10,923.81
Additions	0.45	3.84	-	4.29
Exchange differences	-	113.90	-	113.90
Disposals	-	-	-	-
<b>Gross carrying value as at March 31, 2024</b>	<b>64.66</b>	<b>10,977.34</b>	-	<b>11,042.00</b>
<b>Accumulated amortisations and impairment as at April 01, 2023</b>	30.05	3,589.25	-	3,619.29
Amortisation charge during the year	6.47	1,742.26	-	1,748.73
Exchange differences	-	12.76	-	12.76
Disposals	-	-	-	-
<b>Accumulated amortisations and impairment as at March 31, 2024</b>	<b>36.51</b>	<b>5,344.27</b>	-	<b>5,380.78</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>28.15</b>	<b>5,633.07</b>	-	<b>5,661.22</b>
<b>Year ended March 31, 2023</b>				
<b>Gross carrying value as at April 01, 2022</b>	66.70	9,013.93	6.33	9,086.96
Additions	2.52	1,416.58	-	1,419.10
Exchange differences	-	560.75	-	560.75
Disposals	(5.01)	(131.66)	(6.33)	(143.00)
<b>Gross carrying value as at March 31, 2023</b>	<b>64.21</b>	<b>10,859.60</b>	-	<b>10,923.81</b>
<b>Accumulated amortisations and impairment as at April 01, 2022</b>	28.58	2,541.75	6.33	2,576.65
Amortisation charge during the year	6.48	1,154.82	-	1,161.30
Exchange differences	-	24.34	-	24.34
Disposals	(5.01)	(131.66)	(6.33)	(143.00)
<b>Accumulated amortisations and impairment March 31, 2023</b>	<b>30.05</b>	<b>3,589.25</b>	-	<b>3,619.29</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>34.17</b>	<b>7,270.35</b>	-	<b>7,304.51</b>

### 10 INVESTMENTS\*

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non Current</b>		
In Equity Instruments (Quoted)	16.60	14.27
In Equity Instruments (Unquoted)	0.10	0.10
In Bonds (Quoted)	42,731.79	44,641.00
In mutual funds (Unquoted)	250.00	-
In Equity Instruments In Associate (Unquoted)		
Carrying Amount Investment In Associate	7,423.97	7,906.98
Share Of Profit / (Loss) In Associate	(259.13)	(483.01)
	7,164.84	7,423.97
<b>TOTAL</b>	<b>50,163.33</b>	<b>52,079.34</b>

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Current</b>		
In mutual funds (Unquoted)	12,824.65	11,981.53
In Bonds (Quoted)	264.39	264.39
In Deposits	-	500.00
In Equity instruments (Unquoted)	967.89	946.08
<b>TOTAL</b>	<b>14,056.93</b>	13,692.00
<b>TOTAL INVESTMENTS</b>	<b>64,220.26</b>	65,771.34

\*Refer Note 43, 44, 45, 47, 53, 69 and 70.

### 11 LOANS

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non - Current</b>		
<b>Unsecured, Considered Good</b>		
Loans To Employees	2.45	10.68
<b>TOTAL</b>	<b>2.45</b>	10.68
<b>Current</b>		
<b>Unsecured, Considered Good</b>		
Loans To Employees	6.43	9.66
Loans Related To Nbfcc Activities	210.06	375.52
<b>TOTAL</b>	<b>216.49</b>	385.18
<b>TOTAL LOAN</b>	<b>218.94</b>	395.86

### 12 OTHER FINANCIAL ASSETS\*

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-Current</b>		
Interest Accrued On Bank Fixed Deposits ( Refer Note 70)	138.70	113.86
Other Bank Balances		
In Deposits Accounts (Refer Note 47 (d), (e) and note 70)	63,701.92	27,270.28
In Current Accounts (Refer Note 47 (d) and Note 47 (e) )	3,582.56	3,570.07
Deposit With Hon'ble Bombay High Court	8,400.00	8,400.00
Security Deposits	135.69	108.41
Other Receivables	0.46	0.46
<b>TOTAL</b>	<b>75,959.33</b>	39,463.08
<b>Current</b>		
Other Receivables	23,073.14	23,577.71
Interest Accrued On Bank Fixed Deposits	3,004.61	2,565.87
Interest Accrued On Investments	3.41	3.62
Unbilled Revenue	115.25	74.75
Rent Receivables	1.23	19.40
Receivable On Sale / Redemption Of Investments	1,540.94	1,540.94
Security Deposits	95.09	20.59

**NOTES**

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(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
Contractually Reimbursable Expenses		
Considered Good	123.54	11.64
Considered Doubtful	-	173.46
Less: Allowance Doubtful For Loans And Advances	-	(173.46)
	123.54	11.64
	27,957.21	27,814.52
<b>TOTAL OTHER FINANCIAL ASSETS</b>	<b>1,03,916.54</b>	<b>67,277.60</b>

\*Refer Note 47, 53, 69 and 70.

**13 OTHER ASSETS**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Non-Current Assets</b>		
Capital Advances	18.00	129.55
Prepaid Expenses	66.73	72.90
Advance Income Tax (Net of Provision)	4,506.00	7,246.38
Balances With Government Authorities	3,181.61	2,605.20
Advance For Lease	619.47	631.85
<b>TOTAL</b>	<b>8,391.81</b>	<b>10,685.88</b>
<b>Current Assets</b>		
Prepaid Expenses	1,286.95	1,235.20
Balances With Government Authorities	1,101.89	955.48
Advance Income Tax (Net of Provision)	294.72	294.72
Capital Advances	3,000.00	3,000.00
Advance For Lease	12.37	12.41
Advance For Supply of Goods and Services		
Considered Good	1,917.90	1,937.73
Considered Doubtful	144.50	200.00
Less: Provision For Doubtful Advances	(144.50)	(200.00)
	1,917.90	1,937.73
<b>TOTAL</b>	<b>7,613.83</b>	<b>7,435.54</b>
<b>TOTAL OTHER ASSETS</b>	<b>16,005.64</b>	<b>18,121.42</b>

**14 TRADE RECEIVABLES**

(₹ in lakhs)

<b>PARTICULARS</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Current</b>		
Unsecured		
Trade Receivable Considered Good	4,530.58	4,413.15
Trade Receivables - Credit Impaired	1,968.08	2,083.00
Less: Allowance For Expected Credit Loss	(1,968.08)	(2,083.00)
	4,530.58	4,413.15
<b>TOTAL TRADE RECEIVABLES</b>	<b>4,530.58</b>	<b>4,413.15</b>

## NOTES

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Trade receivables ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

PARTICULARS	Not Due Less than 6 Months	6 months to 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	1,025.34	13.30	-	-	3,491.94	4,530.58
	(885.42)	(35.50)	(0.29)	-	(3,491.94)	(4,413.15)
Undisputed Trade receivables – credit impaired	13.34	6.16	29.33	39.46	1,879.79	1,968.08
	(14.51)	(30.47)	(34.25)	(2.99)	(1,926.35)	(2,008.58)
Disputed Trade receivables – considered good	-	-	-	-	-	-
	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-
	-	-	(59.27)	(0.36)	(14.79)	(74.42)
	1,038.68	19.46	29.33	39.46	5,371.73	6,498.66
	(899.93)	(65.97)	(93.81)	(3.35)	(5,433.07)	(6,496.14)
Less: Allowance for credit loss	13.34	6.16	29.33	39.46	1,879.79	1,968.08
	(14.51)	(30.47)	(93.52)	(3.35)	(1,941.14)	(2,083.00)
Total Trade Receivables	<b>1,025.34</b>	<b>13.30</b>	<b>-</b>	<b>-</b>	<b>3,491.94</b>	<b>4,530.58</b>
	<b>(885.42)</b>	<b>(35.50)</b>	<b>(0.29)</b>	<b>-</b>	<b>(3,491.93)</b>	<b>(4,413.15)</b>

**Note:** Previous year amounts are given in brackets.

Trade receivables ageing schedule is prepared on the basis of due date of payment.

Unbilled dues ₹ 115.25 lakhs (Previous Year ₹ 74.75 lakhs).

### 15 CASH AND CASH EQUIVALENTS

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Cash on hand</b>	11.99	6.57
<b>Bank Balances:</b>		
In Current Accounts (Refer Note 47 and 69)	3,760.59	4,605.77
In Deposit Accounts	2,291.18	4,567.00
<b>TOTAL CASH &amp; CASH EQUIVALENTS</b>	<b>6,063.76</b>	<b>9,179.34</b>

### 16 BANK BALANCES OTHER THAN (III) ABOVE

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Other Bank Balances*</b>		
In Deposit Accounts With Original Maturity Of More Than 3 Months But Less Than 12 Months	18,467.05	95,171.98
In Deposit Accounts With Original Maturity Of More Than 12 Months	1,03,751.35	39,404.39
Deposits From Members Relating To Settlement Guarantee Fund	-	-
<b>TOTAL BANK BALANCES OTHER THAN (III) ABOVE</b>	<b>1,22,218.40</b>	<b>1,34,576.37</b>

\*Refer Note 47 and 69

## NOTES

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### 17 EQUITY SHARE CAPITAL

PARTICULARS	As at 31.03.2024		As at 31.03.2023	
	Number of shares	(₹ in lakhs)	Number of shares	(₹ in lakhs)
Authorised:				
Equity shares of ₹ 2/- each	15,00,00,000	3,000.00	15,00,00,000	3,000.00
Issued, subscribed and fully paid up:				
Equity shares of ₹ 2/- each	4,60,78,537	921.57	4,60,78,537	921.57

#### a. Reconciliation of Number of shares

PARTICULARS	As at 31.03.2024		As at 31.03.2023	
	Number of shares	(₹ in lakhs)	Number of shares	(₹ in lakhs)
<b>Equity Shares</b>				
Opening Balances	4,60,78,537	921.57	4,60,78,537	921.57
Changes during the period	-	-	-	-
Closing Balance	4,60,78,537	921.57	4,60,78,537	921.57

#### b. Rights, preferences and restrictions attached to equity shares:

The Parent company has only one class of shares referred to as equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. The Parent company declares and pays dividend in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of the shareholders at the ensuing annual general meeting, except in the case of interim dividend and appropriate judicial orders. In the event of liquidation of the Parent company, the holders of equity shares will be entitled to receive remaining assets of the Parent company, after distribution of all preferential amounts in the proportion of equity shares held.

#### c. Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:

PARTICULARS	As at 31.03.2024		As at 31.03.2023	
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
La-fin Financial Services Private Limited	1,23,29,968	26.76	1,23,29,968	26.76
Jignesh P. Shah	65,36,728	14.19	65,36,728	14.19
Ravi Kanaiyalal Sheth	32,14,792	7.19	32,94,370	7.15

#### d. Details of equity shares held by promoters in the Company:

PARTICULARS	Number of Equity Shares held	% of total shares	% of Change during the year
La-Fin Financial Services Pvt Ltd	1,23,29,968	26.76	-
Jignesh P Shah *	65,36,728	14.19	-
Dewang Sunderraj Neralla	60,374	0.13	-
Rupal J Shah *	19,83,175	4.30	-
Mandar Neralla	1,364	0.00	-
Prakash B Shah	37,351	0.08	-
Manjay Prakash Shah	76,918	0.17	-
<b>TOTAL</b>	<b>2,10,25,878</b>	<b>45.63</b>	<b>-</b>

\* includes shares held under multiple folios

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 18 OTHER FINANCIAL LIABILITIES

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-Current</b>		
Security Deposit	484.26	484.26
<b>TOTAL</b>	<b>484.26</b>	484.26
<b>Current</b>		
Unpaid dividend (Refer Note 45)*	7,833.35	6,911.78
Payable to employees and other contractual obligations	2,145.97	1,364.65
Advances from Members / Customer	6,414.25	6,414.34
Payables on purchase of fixed assets	240.71	3.92
Members Liabilities	4,007.11	4,007.11
Provision For CSR Related Expense	35.02	-
<b>TOTAL</b>	<b>20,676.41</b>	18,701.80
<b>TOTAL OTHER FINANCIAL LIABILITIES</b>	<b>21,160.67</b>	<b>19,186.06</b>

\* No amount due and outstanding to be credited to investor Education and Protection Fund

### 19 PROVISIONS

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-Current</b>		
<b>Provision for employee benefits</b>		
Compensated absences	957.51	835.16
Others	0.53	-
Gratuity	237.49	441.57
<b>TOTAL</b>	<b>1,195.53</b>	1,276.73
<b>Current</b>		
<b>Provision for employee benefits</b>		
Compensated absences	455.06	418.16
Others	490.40	197.26
<b>TOTAL</b>	<b>945.46</b>	615.42
<b>TOTAL PROVISION</b>	<b>2,140.99</b>	1,892.15

### 20 TRADE PAYABLE

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Current</b>		
Dues of micro and small enterprises	124.60	122.45
Dues to others	2,725.60	2,254.62
<b>TOTAL TRADE PAYABLE</b>	<b>2,850.20</b>	2,377.07

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

Trade Payable ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

PARTICULARS	Not Due Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade payables – Others	1,325.47	0.91	58.33	1,340.89	2,725.60
	(833.73)	(107.79)	(75.89)	(1,359.66)	(2,377.07)
Undisputed Trade payables – MSME	124.60	-	-	-	124.60
Disputed Trade payables – Others	-	-	-	-	-
Disputed Trade payables – MSME	-	-	-	-	-
<b>TOTAL TRADE PAYABLES</b>	1,450.07	0.91	58.33	1,340.89	2,850.20
	(833.73)	(107.79)	(75.89)	(1,359.66)	(2,377.07)

Note: Previous year amounts are given in brackets

Trade payables ageing schedule is prepared on the basis of due date of payment.

Unbilled dues ₹ Nil (Previous Year ₹ Nil).

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

- An amount of ₹ 124.60 lakhs (Previous Year ₹ 122.45 lakhs) and ₹ Nil lakhs (Previous Year ₹ Nil) was due and outstanding to suppliers as at the end of the accounting year on account of Principal and Interest respectively.
- No interest paid during the year.
- No interest is due and payable at the end of the year.
- No amount of interest accrued and unpaid at the end of the accounting year.

The above information regarding Micro and Small Enterprises has been determined to the extent replies to the Company's communication have been received from vendors/suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. This has been relied upon by the auditors.

## 21 OTHER LIABILITIES

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>Non-Current</b>		
<b>Other Payables:</b>		
Income received in advance (Unearned revenue)	9.48	10.05
<b>TOTAL</b>	<b>9.48</b>	10.05
<b>Current</b>		
<b>Other Payables:</b>		
Income received in advance (Unearned revenue)	3,127.99	10,891.51
Statutory remittances	2,903.60	2,757.02
Other Advances	7.62	-
<b>TOTAL</b>	<b>6,039.21</b>	13,648.53
<b>TOTAL OTHER LIABILITIES</b>	<b>6,048.69</b>	13,658.58

## 22 REVENUE FROM OPERATIONS

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Income from software products (IPR based license)	9,231.01	7,556.37
Income from software services (Project based)	37,482.01	21,297.08
IT Infrastructure income	148.24	114.33
<b>Sale of traded goods</b>		
Computer hardware	315.00	-
<b>Other operating revenues</b>		
Business support services	1.20	-
Income relating to NBFC activities	33.30	39.04
<b>TOTAL REVENUE FROM OPERATIONS</b>	<b>47,210.76</b>	29,006.82



## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### Revenue disaggregation by geography is as follows:

GEOGRAPHY	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
India	46,788.04	28,658.25
Others	422.72	348.56
	<b>47,210.76</b>	29,006.82

Geographical revenue is allocated based on the location of the customers

During the current year, new service arrangement for providing support and managed services for commodity trading platform to Multi Commodity Exchange of India Ltd (MCX), was ended on December 31, 2023 and the Company no longer offers any services to MCX. Income from software services (Project based) includes income of Rs. 331 crores (previous year Rs. 171.12 crores) towards these services.

### Changes in contract assets are as follows:

PARTICULARS	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Balance at the beginning of the year	74.75	476.25
Revenue recognised during the year	439.18	1,136.12
Invoices raised during the year	(404.69)	(1,537.62)
Balance at the end of the year	<b>109.24</b>	74.75

### Changes in unearned and deferred revenue are as follows:

PARTICULARS	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Balance at the beginning of the year	10,901.56	2,671.67
Revenue recognised that was included in the unearned and deferred revenue at the beginning of the year	(10,735.08)	(2,508.23)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	2,970.99	10,738.12
Balance at the end of the year	<b>3,137.47</b>	10,901.56

## 23 OTHER INCOME

PARTICULARS	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Interest received on financial assets- Carried at amortised cost</b>		
On bank deposits*	11,783.19	6,728.55
On Investments*	325.97	683.64
On income- tax refund	550.43	1,849.76
On Loans to employees*	1.69	2.45
On Others	58.71	101.06
	<b>12,719.99</b>	9,365.46
* Interest under effective interest method		
Dividend received on financial assets carried at fair value through profit or loss	55.15	43.16
Gain on fair valuation of financial assets at fair value through profit or loss (net)	939.13	599.25
Profit on sale of fixed assets	1.41	1.06
Write back of bad debts written off earlier	109.00	250.00
<b>Other non-operating income</b>		
Rental income from properties { Refer Note 7 (B)}	887.50	859.97
Miscellaneous Income	85.01	51.16
<b>TOTAL OTHER INCOME</b>	<b>14,797.19</b>	11,170.06

**NOTES**

forming part of the consolidated financial statements for the year ended March 31, 2024

**24 PURCHASES OF STOCK-IN-TRADE**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Computer hardware	300.00	-
<b>TOTAL PURCHASES OF STOCK-IN-TRADE</b>	<b>300.00</b>	<b>-</b>

**25 EMPLOYEE BENEFITS EXPENSE**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Salaries and wages	17,716.27	15,142.60
Contribution to provident fund and other funds (Refer Note 36)	670.41	616.80
Gratuity (Refer Note 35)	254.40	225.55
Employee stock option compensation cost	95.82	105.21
Staff welfare expenses	420.48	403.08
<b>TOTAL EMPLOYEE BENEFITS EXPENSE</b>	<b>19,157.38</b>	<b>16,493.24</b>

**26 FINANCE COSTS**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>Interest expense on:</b>		
Delayed payment of tax	44.18	37.00
Interest on lease rental assets	52.76	26.07
Others	0.17	0.08
<b>TOTAL FINANCE COSTS</b>	<b>97.11</b>	<b>63.15</b>

**27 DEPRECIATION AND AMORTISATION EXPENSE**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Depreciation of tangible assets	834.24	878.60
Depreciation of investment properties	210.11	210.06
Depreciation on lease property	235.84	88.84
Amortisation of intangible assets	1,748.93	1,161.48
<b>TOTAL DEPRECIATION AND AMORTISATION EXPENSE</b>	<b>3,029.12</b>	<b>2,338.98</b>

**28 OTHER EXPENSES**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Electricity	409.11	401.77
Rent	97.58	85.44
Repairs and maintenance- others	708.74	718.06
Security services charges	196.36	175.40
Office expenses	639.38	596.70

## NOTES

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PARTICULARS	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Advertisement, Branding & Event Expenses	561.65	553.76
Sales Promotion expenses	385.57	207.28
Travelling and conveyance	517.65	297.77
Communication expenses	618.80	474.73
Legal and professional charges (Refer No 34)	8,919.01	7,102.22
Software license fees	1,559.42	1,473.55
Data feed expenses	983.63	888.39
Outsourcing Charges	684.13	524.95
Expected credit loss on trade receivables and advances	-	73.37
Bad trade receivables / advances written off	78.74	146.18
Less: Allowances for credit loss made earlier	(77.87)	(29.00)
	0.87	117.18
CSR related Expenses	85.88	-
Provision for commission to non-executive directors	200.00	125.00
Miscellaneous expenses	1,466.65	1,374.58
<b>TOTAL OTHER EXPENSES</b>	<b>18,034.43</b>	15,190.16

### 29 EXCEPTIONAL ITEM

PARTICULARS	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Write off/ impairment of receivable in respect of debentures	-	(14,344.83)
Less: Reversal of allowance for expected credit loss made ealier year's	-	10,208.28
<b>TOTAL EXCEPTIONAL ITEM</b>	-	(4,136.55)

### 30 INCOME TAX & DEFERRED TAX

PARTICULARS	(₹ in lakhs)	
	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>30.1 Income Tax recognised in Profit or loss:</b>		
<b>Current Tax</b>		
In respect of the current year	23.74	3,619.14
In respect of earlier years	0.21	148.12
	23.95	3,767.26
<b>Deferred Tax</b>		
In respect of the current year	130.89	368.90
<b>TOTAL TAX EXPENSE RECOGNISED IN THE CURRENT YEAR RELATING TO CONTINUING OPERATIONS</b>	<b>154.84</b>	4,136.16
<b>30.2 Reconciliation of tax expense with the effective tax</b>		
Profit before tax from continuing operations (a)	21,389.91	1,954.80
Income tax rate as applicable (b)	29.12%	28.24%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	6,228.74	552.08

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<u>Permanent tax differences due to:</u>		
Effect of income that is exempt from taxation	(29.41)	(0.49)
Adjustments for income chargeable to tax at different rates	(70.08)	36.62
Effect of income chargeable to tax in different year as per tax provisions	-	-
Deferred tax assets not recognised on tax losses carried forward	(6,251.03)	1,206.40
Earlier years tax expense recognised / (reversed)	-	-
Effect of expenses that are not deductible in determining taxable profit	276.63	2,341.57
<b>INCOME TAX EXPENSE RECOGNISED IN PROFIT OR LOSS (RELATING TO CONTINUING OPERATIONS)</b>	<b>154.84</b>	<b>4,136.16</b>
<b>30.3 Tax Losses &amp; Tax credits</b>		
<b>(a) Tax losses</b>		
<b>Deferred tax asset not recognised :</b>		
Unused tax losses (including capital gain losses)	12,683.74	10,284.00
Provision for subsidiaries	26,006.66	32,945.45
<b>(b) Tax credits:</b>		
Opening balance of MAT entitlement	5,248.66	8,615.99
Less: Utilised during the year	(30.97)	(3,367.33)
<b>CLOSING MAT CREDIT BALANCE</b>	<b>5,217.69</b>	<b>5,248.66</b>
<b>30.4 Deferred tax liabilities / (assets)</b>		
(a) The balance comprises temporary differences attributable to :		
<b>Deferred income tax liabilities</b>		
Property, plant and equipment	2,070.32	1,947.17
Gain / Loss on fair valuation of Financial Assets	1.26	1.35
<b>TOTAL DEFERRED INCOME TAX LIABILITIES</b>	<b>2,071.58</b>	<b>1,948.52</b>
<b>Deferred income tax assets</b>		
Loans and other receivables	913.25	920.51
Trade receivables	56.02	70.48
Provision for employees benefits	515.13	463.30
Right to use assets	9.52	(2.01)
Mat Credit	5,217.69	5,248.65
Tax losses	-	-
<b>TOTAL DEFERRED INCOME TAX ASSETS</b>	<b>6,711.61</b>	<b>6,700.93</b>
Deferred income tax liabilities/(assets) after set off	<b>(4,640.03)</b>	<b>(4,752.42)</b>
(b) Movement in deferred tax liabilities / (assets):		
Net deferred tax liabilities at the beginning	(4,752.42)	(8,431.74)
Charged to profit or loss on account of:		
Property, plant and equipment	124.10	37.90
Fair valuation gain/(loss) on investments	(0.09)	0.95
Tax losses	-	350.49
Trade receivables	41.76	(12.55)
Right to use assets	(11.53)	2.51

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Provision for employees benefits	(70.55)	(5.66)
Loans & other receivables	7.27	(4.74)
MAT Credit Utilised	-	3,367.33
Recognised in Other Comprehensive Income:		
Employee benefit expenses	21.43	(56.90)
Net deferred tax liabilities/(assets) at the closing	<b>(4,640.03)</b>	(4,752.41)
<b>30.5 Current tax liabilities / (assets)</b>		
Current tax	(5,734.22)	(3,390.10)
<b>TOTAL CURRENT TAX LIABILITIES / (ASSETS)</b>	<b>(5,734.22)</b>	(3,390.10)

### 31 RATIO

The following are analytical ratios for the year ended March 31, 2024 and March 31, 2023

(₹ in lakhs)

PARTICULARS	Numerator	Denominator	Year ended 31.03.2024	Year ended 31.03.2023	Variance	Reason for Variation
Current Ratio	Total Current Assets	Total Current Liabilities	6.12	5.66	8.19%	
Return on Equity (ROE)	Net Profit after Tax as per P&L	Average Total Shareholder's Equity	6.89%	(0.53%)	1400.00%	Higher turnover and increase in bank fixed deposit rates during the year
Net profit ratio	Net Profit after Tax as per P&L	Revenue from Operations	35.88%	4.06%	783.83%	Higher turnover and increase in bank fixed deposit rates during the year
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	6.41%	0.65%	886.15%	Higher turnover and increase in bank fixed deposit rates during the year
Return on Investment(ROI)	Income generated from Invested Funds	Time weighted average Invested funds in treasury investments	7.39%	5.22%	41.59%	Increase in bank fixed deposit rates
Net capital turnover ratio	Revenue from Operations	Working Capital	0.30	0.18	70.76%	Higher income earned in advance has resulted in improvement of ratio
Debt – Equity Ratio	Total Debt (represents lease liabilities)	Shareholder's Equity	0.00	0.00	N.A	Ratio is less than 0.00
Trade receivables turnover ratio	Revenue from Operations	Average Trade Receivable	10.22	6.36	60.69%	Increase in turnover during the year
Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	2.20	2.46	(10.57%)	
Debt service coverage ratio	Earnings available for debt services	Debt Services (lease related payments)	120.41	37.19	223.78%	Higher Turnover and Net profit during the year
Inventory turnover ratio	Not applicable as the Company has no inventory.					

**NOTES**

forming part of the consolidated financial statements for the year ended March 31, 2024

**32 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :**

(₹ in lakhs)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>(A) Contingent liabilities:</b>		
<b>1 Claims not acknowledged as debt</b>		
(a) Income tax demands which are in appeal [(including adjustable against Securities Premium account ₹ 6493.80 lakhs (Previous Year ₹ 1941.03 lakhs)] (refer note 65 (c) and 66 (b))	25,578.87	20,026.18
(b) MVAT, Service tax and excise dues contested by the Group. (refer note 65 (b) and 66 (a) (A))	1,758.40	1,758.40
(c) Sales tax demand of subsidiaries (refer note 66 (B))	37,015.82	36,509.21
(d) Claim from buyers of shares in for third party claims (refer note 64 (e) and 65 (a))	186.12	186.12
(e) Refer Note 47 for the parent company and refer note 50 to 55 for NSEL and subsidiaries for pending writ petitions, public interest litigations, civil suits and First Information Report, impact of which is not ascertainable.		
Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.		
<b>2 Corporate guarantees given by subsidiaries</b>	3.90	3.90
<b>(B) Capital and other commitments:</b>		
1 Estimated amount of contracts to be executed on capital account and not provided for (net of advances)	273.24	1,406.85
2 Commitments relating to lease		
The Group has entered into various cancellable and non-cancellable operating lease agreements as a lessee for various premises ranging from 6 months to 60 months and may be renewed for further period based on mutual agreement of the parties.		
<b>Future minimum lease payments</b>		
Not later than one year	275.77	46.82
Later than one year and not later than five years	261.77	79.24

**33 EARNINGS PER SHARE IS CALCULATED AS FOLLOWS:**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
(a) Net Profit / (Loss) attributable to the equity shareholders (for basic and diluted EPS)	22,250.59	(1,630.88)
(b) Weighted average number of equity shares		
For Basic EPS	4,60,78,537	4,60,78,537
For Diluted EPS	4,60,78,537	4,60,78,537
(c) Basic earnings per share ₹	48.29	(3.54)
(d) Diluted earnings per share ₹	48.29	(3.54)
(e) Face value ₹ per share	2/-	2/-

**34 LEGAL AND PROFESSIONAL CHARGES (REFER NOTE 27) INCLUDES PAYMENTS TO AUDITORS (EXCLUDING GST/ SERVICE TAX):**

(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
As auditors - statutory audit	69.05	64.89
For limited reviews	17.26	16.76
For taxation matters*	5.60	-
For other services*	12.38	5.42
Reimbursement of expenses	1.78	2.85
	<b>106.07</b>	<b>89.92</b>

\*includes payment to group firm

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

### 35 RELATED PARTY DISCLOSURE

#### i Names of related parties and nature of relationship: (As per Ind-AS 24)

##### (a) Key Management Personnel (KMP)

###### Executive Directors:

- 1 Mr. S. Rajendran : Managing director & CEO
- 2 Mr. Devendra Agrawal : Whole-time Director and Chief Financial Officer

###### Company Secretary:

- 1 Mr. Hariraj Chouhan

###### Non-executive Directors:

- 1 Mr. Venkat Chary (Retd. IAS)
- 2 Justice Deepak Verma (Retd.)
- 3 Mrs. Chitkala Zutshi (Retd. IAS)
- 4 Mr. Kanekal Chandrasekhar
- 5 Mr. Sunil Shah
- 6 Mr. Devender Singh Rawat
- 7 Mr. Suresh Salvi (Retd. IAS) (ceased to be director w.e.f. 17.09.2023)

###### Nominee Directors\*\* :

- 1 Mrs. Malini Vijay Shankar
- 2 Mr. Satyananda Mishra
- 3 Mr. Parveen Kumar Gupta

\*\* Nominee Directors appointed by Ministry of Corporate Affairs vide its order dated 16th March 2020, based on NCLAT order dated 12th March 2020. The Company has challenged the order dated 12th March 2020, before the Hon'ble Supreme Court for stay of the order passed by MCA.

The Hon'ble Supreme Court vide its order dated 9th March 2022, has stayed NCLAT order and consequently MCA order dated 16th March 2020, remain stayed.

##### (b) Individuals / Entity owning, directly or indirectly, an interest in the voting power that gives control or significant influence.

- 1 La-fin Financial Services Pvt. Limited (La-fin)
- 2 Mr. Jignesh Shah

##### (c) Associate

NTT Data Payment Services India Limited (formerly known as atom technologies limited (atom) )

##### (d) Close Member of Promoter / Promoter Group

- 1 Mr. Manjay P. Shah

##### (e) Close Member of Key Management Personnel

- 1 Ms. Shyamala S R
- 2 Ms. Maheshwari Rajendran

### II Transactions with related parties

#### (a) Transactions with Key Managerial Personnel (KMP), Close Member of KMP and Entity over which KMP and Close Member of KMP can exercise significant influence:

PARTICULARS	(₹ in lakhs)	
	Year ended 31.03.2024	Year ended 31.03.2023
<b>a) Key Managerial Personnel (Executive directors)</b>		
<b>Remuneration</b>		
Short-term employee benefits	5.70	288.65
Post-employment benefits*	-	-
Other long-term benefits*	-	-
* post employment benefits are actuarially determined on overall basis are not included		

**NOTES**

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(₹ in lakhs)		
PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
<b>b) Key Management Personnel (Non-executive directors)</b>		
Director Sitting Fees & commission	44.25	68.50
Provision for Commission	-	125.00
Consultancy Fees - Devendra Rawat	21.60	21.60
Consultancy Fees - Sunil Shah	21.60	21.60
<b>c) Rent to Relatives of KMP</b>		
Ms Shyamala S R	5.70	5.46
Ms Maheshwari Rajendran	5.70	5.46

**(b) Transactions with Individuals owning, directly or indirectly, an interest in the voting power that gives control or significant influence, and relatives of any such individuals**

(₹ in lakhs)		
PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Consultancy Fees*	330.00	327.50

\* Amount paid to Mr. Jignesh Shah for providing strategic inputs in relation to ongoing legal matters and mentoring company's future vision.

**36 EMPLOYEE BENEFIT PLANS**

Defined contribution plans: Amount recognised as expenses towards contribution to provident fund, employees state insurance corporation and other funds are ₹ 571.06 lakhs ( Previous Year ₹ 387.33 lakhs)

**Post employment defined benefit plans:**

Gratuity Plan: The Company makes annual contributions to the Employee's Group Gratuity Assurance Scheme administered by the Life Insurance Corporation of India ('LIC'), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to fifteen days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs on completion of five years of service.

The following table sets out the status of the gratuity plan as required under Ind AS -19 :

(₹ in lakhs)		
PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>I. Change in benefit obligation:</b>		
Projected benefit obligation at the beginning of the year	2,965.54	2,653.17
Interest Cost	220.06	180.15
Current Service Cost	256.65	221.97
Benefits Paid	(128.02)	(157.60)
Cost of plan amendment / Liability Transfer In	17.67	(117.09)
Actuarial loss / (gain) on obligations	67.02	295.69
Obligation transferred / settled	-	(110.76)
<b>Present Value of defined benefit obligation at the end of the year</b>	<b>3,398.92</b>	2,965.54
<b>II. Change in plan assets</b>		
Fair Value of the plan asset at beginning of the year	2,329.73	2,069.99
Expected return on plan assets	172.39	141.41
Contributions	288.58	350.60



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(₹ in lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
Benefits paid	(128.02)	(157.60)
Cost of plan amendment / Liability Transfer In	-	(73.29)
Actuarial gain on plan assets	9.91	(1.38)
<b>Fair value of plan assets at the end of the year</b>	<b>2,672.59</b>	2,329.73
<b>Excess of obligation over plan assets</b>	<b>726.33</b>	635.80
<b>III. Components of employer's expense</b>		
Current service cost	252.36	221.97
Interest cost	220.06	180.15
Expected return on plan assets	(172.39)	(141.41)
Net actuarial (gain) / loss recognized	75.88	183.86
<b>TOTAL</b>	<b>375.91</b>	444.58
<b>IV. Actual return on plan assets</b>	<b>182.30</b>	140.03
<b>V. Category of Assets as at end of the year</b>		
Insurer Managed Funds	<b>2,672.59</b>	2,329.73
Fund is managed by LIC of India as per IRDA guidelines, category wise composition of planned asset is not available	-	-
<b>TOTAL</b>	<b>2,672.59</b>	2,329.73
<b>VI. Assumptions</b>		
Discount rate	7.21%	7.50%
Salary escalation rate	7.50%	7.50%
Expected rate of return on plan assets	7.21%	7.50%
<b>VII. Experience adjustments</b>		
Defined benefit obligation	3,398.92	2,965.54
Fair value of planned assets	2,672.59	2,329.73
Funded Status - Deficit	726.33	635.80
Experience adjustment on plan liabilities [(Gain)/Loss]	(5.15)	354.82
Experience adjustment on plan assets [Gain/(Loss)]	9.91	(1.38)

Expected rate of return on plan assets is based on expectation of the average long term rate of return expected to prevail over the estimated term of the obligation on the type of the investments assumed to be held by LIC, since the fund is managed by LIC.

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.

Expected contribution of ₹649.95lakhs to the plan assets in the immediate next year

### 37 STOCK BASED COMPENSATION

During the year, the Ticker plant one of subsidiary, pursuant to approval by the shareholders in the Extra Ordinary Annual General Meeting, has authorized the Board to introduce, offer, issue, and provide share-based incentives to eligible employees of the TPIL, its subsidiary and holding/parent company under the Ticker Limited - Employee Stock Option Scheme (ESOS)-2021 Plan at a price of ₹ 3/- to eligible employees.

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Details of the Option granted under stock option schemes are as under:

Schemes	No. of Options Granted	Exercise Price in ₹	Vesting Period
ESOS 2021 (Grant Date:-May 18, 2022)	4,90,14,750	3.00	18.05.2022 - 17.05.2023
		3.00	18.05.2023 - 17.05.2024
		3.00	18.05.2024 - 17.05.2025
ESOS 2021 (Grant Date:- September 21, 2022)	9,75,400	3.00	21.09.2022 - 20.09.2023
		3.00	21.09.2023 - 20.09.2024
		3.00	21.09.2024 - 20.09.2025

Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of ₹ 1/- each. The options shall vest in three installments of 30%, 30% and 40% at the end of 1st year, 2nd year and 3rd year respectively from the date of the grant and can be exercised within three months from vesting of options or as may be determined by the Remuneration and Compensation Committee.

The particulars of the options granted, lapsed and cancelled under aforementioned schemes are as follows:

PARTICULARS	No of Options	
	Year Ended 31.03.2024	Year Ended 31.03.2023
Options outstanding as at the beginning of the year	4,95,21,900	-
Options granted during the year	-	49,90,150
Options exercised during the year	(12,19,025)	-
Options lapsed / forfeited / cancelled during the year	(12,38,775)	(4,68,250)
Options outstanding as at the year-end	4,70,64,100	4,95,21,900
Options exercisable as at the year-end	-	-

The fair value of each option is estimated on the date of grant using Black and Scholes option pricing model. The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, expected term and the risk free rate of interest. The Group recorded an employee compensation cost of ₹ 95.82 Lakhs (Previous Year ₹105.21 Lakhs) in the Statement of Profit and Loss.

**38 SEGMENT REPORTING**

The Group has identified Business segments as its primary segment and Geographical segments as its secondary segment taking into account the nature of services, differing risks and returns, the organizational structure and the internal reporting system of the Group. Inter-company transfers are accounted for at market /negotiated prices in case of transactions of special nature for which suitable alternative sources do not exist.

Revenues and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment or those which can be reasonably allocated to the segment. Depreciation and other expenses which relate to the group as a whole and which cannot be reasonably allocated to any segment have been disclosed as unallocated expenses.

**a) Primary segment: Business segments**

(₹ in lakhs)

PARTICULARS	STP Technologies / solutions	Others	Elimination	Total
External revenue	46,840.15	370.61	-	47,210.76
	(28,497.44)	(509.38)		(29,006.82)
Inter-segment revenue	21.00	1.20	22.20	-
	(148.93)	(1.20)	(150.13)	-
Net Sales / Income from operations	46,861.15	371.81	22.20	47,210.76
	(28,646.37)	(510.58)	(150.13)	(29,006.82)
Segment result	26,693.48	(6,352.66)	(175.13)	20,515.95
	(11,954.98)	4,517.570	511.20	(7,948.61)

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PARTICULARS	STP Technologies / solutions	Others	Elimination	Total
Add: Unallocable income				2,077.20
				(1,804.59)
Less: Unallocable expenses				13,826.11
				(12,964.16)
Less: Finance costs				97.11
				(47.30)
Add: Interest Income				12,719.99
				(9,365.46)
Less: Exceptional Item				-
				4,136.55
Profit / (Loss) before tax				21,389.92
				(1,954.80)
Less : Provision for taxation (including taxes in respect of earlier years and tax effect on exceptional item)				154.84
				(4,136.16)
Profit / (Loss) after tax before share of results of associates and minority interest				21,235.08
				2,181.36

### Notes:

- Due to diversified nature of business, significant portion of assets are interchangeably used between segments and the management believes that its segregation will not be meaningful.
- The reportable segments are described as follows:
  - STP Technologies/solutions segment represents straight through processing solutions and includes an integrated mix of various products, projects and services incidental thereto. Exchange Based segment represents trading platform for multi asset class like commodity, equity, equity derivatives and forex based derivatives etc.
  - The businesses, which are not reportable segments during the year, have been grouped under the "Others" segment. This mainly comprises of various services towards trading, procurement, process management, risk consultancy activities, Shared Business Support Services, IT Infrastructure Sharing, NBFC related activities, internet telecommunication services and Training, Certification and Franchise Fees.
- Previous year figures are given in brackets and are regrouped to confirm to current year's classification and segment loss is indicated by '-ve sign.

### b) Secondary Segment: Geographical segments:

The Group has two geographical segments viz, within India and outside India. Significant portion of segment operational assets are in India. Revenue from geographical segments based on domicile of the customers is outlined below:

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
<b>Net Revenue / Income from Operations</b>		
Within India	46,788.04	28,658.26
Outside India	422.72	348.56
	<b>47,210.76</b>	<b>29,006.82</b>

The aggregate amount of revenue expenditure incurred during the year on Research and Development and shown in the respective heads of the account is ₹ 1912.03 lakhs (Previous Year ₹ 1521.40 lakhs). This has been relied upon by the auditors.

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### 39 FINANCIAL INSTRUMENTS

#### Financial instruments by category

The carrying value and fair value of financial instruments by categories as at March 31, 2024 and March 31, 2023 as follows:

(₹ in lakhs)

Particulars	Amortised Cost / Cost	FVTOCI	FVTPL	Fair Value / Carrying Value
<b>As at 31.03.2024</b>				
<b>Financial Assets :</b>				
Investments				
In Equity Instruments of Others	-	-	8,149.43	8,149.43
In Bonds	42,996.18	-	-	42,788.42
In Mutual Funds	-	-	13,074.65	13,074.65
Cash and cash equivalents	6,063.76	-	-	6,063.76
Bank balances other than (iii) above	1,22,218.40	-	-	1,22,218.40
Trade receivables	4,530.58	-	-	4,530.58
Loans	218.94	-	-	218.94
Other financial assets	1,03,916.54	-	-	1,03,916.54
<b>TOTAL FINANCIAL ASSETS</b>	<b>2,79,944.40</b>	<b>-</b>	<b>21,224.08</b>	<b>3,00,960.72</b>
<b>Financial liabilities</b>				
Lease liabilities	517.11	-	-	517.11
Trade payables	2,850.20	-	-	2,850.20
Other financial liabilities	21,160.67	-	-	21,160.67
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>24,527.98</b>	<b>-</b>	<b>-</b>	<b>24,527.98</b>
<b>As at 31.03.2023</b>				
<b>Financial Assets :</b>				
Investments				
In Equity instruments	-	-	8,384.42	8,384.42
In Bonds	44,905.39	-	-	54,586.45
In Deposits	500.00	-	-	500.00
In Mutual Funds	-	-	11,981.53	11,981.53
Cash and cash equivalents	21,168.91	-	-	21,168.91
Bank balances other than (iii) above	1,22,586.80	-	-	1,22,586.80
Trade receivables	4,413.15	-	-	4,413.15
Loans	395.86	-	-	395.86
Other financial assets	67,277.60	-	-	67,277.60
<b>TOTAL FINANCIAL ASSETS</b>	<b>2,61,247.71</b>	<b>-</b>	<b>20,365.95</b>	<b>2,91,294.72</b>
<b>Financial liabilities</b>				
Trade payables	2,377.07	-	-	2,377.07
Other financial liabilities	19,186.06	-	-	19,186.06
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>21,563.13</b>	<b>-</b>	<b>-</b>	<b>21,563.13</b>

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as under:

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.

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- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year.

The information based on the above levels is tabulated here below:

### Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(₹ in lakhs)

PARTICULARS	Fair value measurement at end of the reporting period/year using		
	Level 1	Level 2	Level 3
<b>As at 31.03.2024</b>			
<b>Assets at fair Value :</b>			
In mutual funds	13,074.65	-	-
In equity instruments of others	-	-	8,149.43
In government and trust securities	-	-	-
<b>Liabilities at fair Value :</b>	-	-	-
<b>As at 31.03.2023</b>			
<b>Assets at fair Value :</b>			
In mutual funds	11,981.53	-	-
In equity instruments of others	-	-	8,354.42
In government and trust securities	-	-	-
<b>Liabilities at fair Value :</b>	-	-	-

Fair value hierarchy of assets and liabilities measured at amortised cost for which fair values are disclosed:

(₹ in lakhs)

PARTICULARS	Fair Value amount	Fair Value		
		Level 1	Level 2	Level 3
<b>As at 31.03.2024</b>				
In Bonds	42,996.18	4,414.13	-	38,582.05
<b>As at 31.03.2023</b>				
In Bonds	54,586.45	4,483.03	-	50,103.42

Reconciliation of Level 3 fair value measurement is as follows:

(₹ in lakhs)

	As at 31.03.2024	As at 31.03.2023
<b>In equity instruments of other than Associate</b>		
<b>Balance at the beginning of the year</b>	<b>960.45</b>	952.00
Purchase/ reclassified during the period	-	-
Gain on Fair Valuation of Financial Assets	15.89	-
Impairment during the year	-	8.45
Sale/ Settlement during the year	-	-
<b>Balance at the end of the year</b>	<b>976.34</b>	960.45
<b>In government and trust securities:</b>		
<b>Balance at the beginning of the year</b>	-	7.24
Purchase during the period	-	-
Impairment during the year	-	-
Sale/ Settlement during the year	-	(7.24)
<b>Balance at the end of the year</b>	-	-

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### Calculation of fair values:

The fair values of Investments in mutual funds are based on Net Asset Values (NAV) published by fund houses and uploaded on Association of Mutual Funds of India (AMFI)'s website. The unlisted equity shares are fair valued on the basis of latest available financial statements of the companies. The securities which are listed but not frequently traded are fair valued based on the estimated rate as per prevailing market condition as on reporting date as received from market intermediary. Trust securities are fair valued based on latest available Net Asset Value report from the trustee company.

### Income, expenses, gains or losses on financial instruments:

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
<b>Financial assets carried at amortised cost</b>		
Interest income	325.97	683.64
Loss allowance on trade receivable no longer required, written back	-	-
Impairment of financial assets at amortised cost	-	(4,136.55)
Bad trade receivable / advances written off	0.87	117.18
Loss on reclassification of financial assets from amortised cost to fair value included in Other Comprehensive Income	0.01	0.01
<b>Financial assets carried at fair value through profit or loss</b>		
Dividend	55.15	43.16
Gain / (loss) on fair valuation	939.13	599.25
<b>Financial liabilities carried at amortised cost</b>		
Interest expenses	97.11	63.15
Net loss on foreign currency translations	12.44	4.89

## 40 RISK MANAGEMENT

### Credit risk management

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and investment securities.

### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals of customers to which the Group grants credit terms in the normal course of business and their past transactions. Impairment losses in respect of trade receivables are assessed at party level on each reporting date. The Group establishes an expected credit loss allowance for trade receivables based on historical trends.

### Financial instruments and bank balances:

The Group limits its exposure to credit risk by generally investing in securities with a good credit rating. The credit rating is being reviewed by the Group periodically. Please refer to Note 43 and 44 regarding the Company's investment in (a) Non-Convertible Debentures of IL&FS Transport Networks Ltd and (b) Perpetual Bonds of Yes Bank Limited. Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient

liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses, servicing of financial obligations.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2024 and March 31, 2023:

(₹ in lakhs)

Period (in days)	Trade Payable	Period (in days)	Trade Payable
<b>As at 31.03.2024</b>		<b>As at 31.03.2023</b>	
Upto 180 days	1,450.07	Upto 180 days	833.73
181 – 365 days	-	181 – 365 days	-
More than 365 days	1400.13	More than 365 days	1,543.34

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### Foreign Currency risk

The Group's exchange risk arises primarily from its foreign currency borrowings, and balances in overseas bank accounts (in U.S. dollars). The exchange rate between the Indian rupee and US dollars has changed substantially in recent periods and may continue to fluctuate in the future.

As at March 31, 2024, the net unhedged exposure to the Group on holding financial assets (trade receivable and capital advances) and liabilities (trade payables and capital creditors) other than in their functional currency amounted to rupees ₹ 87.38 lacs receivables (March 31, 2023 ₹ 11.10 Lacs).

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates was related primarily to the Group's debt obligations with floating interest rates. To mitigate the interest rate risk, the Group had entered into interest rate swap contracts for covering partial borrowing to fixed rate of interest from floating rate. Group investments in bank deposits are normally for one year fixed rate interest and hence subject to repricing risk on maturity.

### Price Risk

The Group is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments.

The Group has laid policies and guidelines which it adheres to in order to minimize price risk arising from investments in debt mutual funds.

**41** During the year, Ticker a subsidiary of Parent Company, has issued additional share capital at premium on account of which holding in Ticker is reduced from 76.45% to 75.18% (Previous year 77.51% to 76.45%), resulting in transfer of proportionate retained earnings to Non-controlling Interest is shown in Statement on Change in Equity.

**42** The Details of corporate social responsibility as prescribed under section 135 of Companies Act 2013 are as follows:

(₹ in lakhs)			
Sr. No.	PARTICULARS	Year ended March 31, 2024	Year ended March 31, 2023
I	Amount required to be spent by the Company during the year	84.66	Nil
	Less: Excess spent in earlier years adjusted	(20.27)	Nil
	Balance to spend during year	<b>64.39</b>	Nil
II	Amount spent during the year		
	i) Construction / acquisition of any assets	-	-
	ii) For the purpose of the other than (i) above	29.38	21.49
III	Shortfall at the end of the year*	35.01	Nil
IV	Total previous year shortfall	Nil	Nil
V	Reason for shortfall	Unspent amount is Committed for project under execution	Not Applicable
VI	Nature of CSR activities includes promoting education, including special education and employment enhancing vocation skills, health care and rural development.		

\* The Company has transferred unspent Corporate Social Responsibility (CSR) amount on April 29, 2024, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

**43** The Company has investments of ₹ 20,000 Lakhs (face value) in Secured Non-Convertible Debentures issued by IL&FS Transportation Networks Ltd (ITNL) (subsidiary of Infrastructure Leasing & Finance Ltd – IL&FS). Resolution process has been initiated under Companies Act under the supervision of National Company Law Appellate Tribunal (NCLAT). The Company has filed its claim and also taken various measures including filing legal cases against specified parties at an appropriate forum. During the resolution process, Hon'ble NCLAT has approved the Revised Distribution Framework proposed by the New Board for interim distribution. During the current year, ITNL has made partial interim distribution out of recovery to the creditors including Company and Company has received ₹ 1,644.82 lakhs. The Company without prejudice to its rights had impaired the investment for the expected credit loss by ₹ 11,636.55 lakhs till 31 March 2023 and has written off above-mentioned amounts in respective years.

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- 44** The Company has investments in 9% Yes Bank Perpetual Additional Tier I (AT-1) Bonds amounting to ₹ 30,000 Lakhs (face value). On March 06, 2020, the Central Government announced draft scheme of reconstruction of Yes Bank Ltd. (YBL). The Final Reconstruction Scheme had excluded the writing off AT-1 bonds. However, on March 14, 2020, Yes Bank through Administrator informed the stock exchanges that Additional Tier I Bonds for an amount of ₹ 8,415 crores written down permanently which led to legal action by the trustees of the issue and by the Company. The Hon'ble Bombay High Court quashed and set aside the decision by Administrator of Yes Bank to write off Additional Tier 1 (AT-1) bonds. Yes Bank and RBI have challenged the Bombay High Court's order before the Supreme Court where the matter is stayed subject to the final order to be passed by the Supreme Court.
- 45** Hon'ble Bombay High Court passed an ad interim order inter alia restraining the Company from distributing any dividend or depositing the same in the dividend distribution account in accordance with the provisions of the Companies Act, 1956 (to be read as Companies Act, 2013) pending the final hearing and disposal of the Notice of Motion. This Notice of Motion was filed in one of the suits relating to NSEL counterparty default. In compliance to the said order, the Company has not distributed the final dividend approved by the shareholders for the financial year 2014-15, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2022-23 aggregating to ₹ 7,833.35 lakhs. All the Notice of Motions and the Contempt Petitions filed against the Company have been tagged together and pending for hearing.
- On May 24, 2024, the Board of Directors of the Company have proposed a final dividend of ₹ 2 /- per share in respect of the year ended March 31, 2024 subject to the approval of shareholders at the Annual General Meeting and appropriate judicial order. If approved, it would result in a cash outflow of ₹ 921.57/- lakhs. The distribution of dividend is subject to appropriate Judicial order.
- 46** The Union of India, through the Ministry of Corporate Affairs ("MCA"), has filed the Company Petition before the Company Law Board, inter-alia seeking removal and supersession of the Board of Directors of the Company. The NCLT has as interim arrangement with consent formed a committee for certain matters. In Appeal, NCLT dismissed the prayer of MCA for removal and supersession of the entire Board of the Company and ordered MCA to nominate three directors on the board of the Company. The NCLAT upheld the NCLT Order. The Company has filed civil appeal before Hon'ble Supreme Court challenging the orders passed by NCLAT & NCLT wherein in interim Hon'ble Supreme Court granted stay on appointment of director on the Company, the matter is pending for hearing.
- 47** a) Post July-2013, civil suits have been filed against the Company in relation to the counter party payment default occurred on the exchange platform of NSEL, wherein the Company has been made a party. In these proceedings certain reliefs have been claimed against the Company, inter-alia, on the ground that the Company is the holding company of NSEL. These matters are pending before the Hon'ble Bombay High Court for adjudication. The Company has denied all the claims and contentions in its reply. There is no privity of contract between the Company and the Plaintiffs therein. The management is of the view that the parties who have filed the Civil Suits would not be able to sustain any claim against the Company. These matters are pending for hearing before the Hon'ble Bombay High Court.
- b) First Information Reports (FIRs) have been registered against various parties, including the Company, with the Economic Offences Wing, Mumbai (EOW) and Central Bureau of Investigation (CBI) in connection with the counter party payment default on NSEL trading platform. After investigation, EOW, Mumbai has presently filed various charge-sheets in the matter. The Company has been named in the charge sheet filed in December 2018. CBI has filed charge-sheets including against the Company for alleged loss caused to PEC Ltd. & MMTC Ltd on NSEL platform and aforesaid cases are pending for trial before Court.
- c) The SFIO has filed complaint with the Hon'ble Sessions Court under various sections of IPC and Companies Act against several persons/entities including the Company relating to NSEL payment default. The Company has challenged the issuance of process order before the Hon'ble Bombay High Court and the proceedings in the matter has been stayed by the Hon'ble High Court. The matter is pending for hearing before Hon'ble Bombay High Court.
- d) State Government attached various assets of the Company under MPID Act by issuing Gazette Notifications. The Company is in process of pursuing its remedy before Hon'ble MPID Court against said Notifications.
- e) The Enforcement Directorate ('ED') has attached certain assets of the Company under the provisions of the Prevention of Money Laundering Act, 2002 (PMLA). The Hon'ble Appellate Tribunal quashed the provisional attachment orders and imposed conditions with regard to the Company. The Company has filed the appeal before the Hon'ble Bombay High Court for the limited purpose for challenging the conditions put by the Hon'ble Appellate Tribunal. The Hon'ble Court was pleased to admit the appeal. ED has also filed cross appeal, which is tagged with the Company's appeal. The matters are pending for hearing. Meanwhile, ED filed a prosecution complaint before the Spl. PMLA Court, Mumbai against the Company and the same is pending for trial.



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### Various updates and relevant notes relating to NSEL and its subsidiary companies: (Note No 53 to 69)

#### 48 SETTLEMENT GUARANTEE FUND

- (i) SGF-MC balance as at March 31,2024

NSEL has a separate Settlement Guarantee Fund, which is created out of Members' Contribution (SGF-MC) in respect of the activities carried out on the spot trading in various contracts on Exchange. The members are required to contribute to the fund in the form of security deposit and interest free margin money in the form of cash and non-cash, which forms part of the SGF-MC. The margin money was refundable, subject to adjustments, if any and exposure of members. The cash margin money forming part of SGF-MC was ₹ 3,746.09 lakhs (Previous year ₹ 3,746.09 lakhs) (included in other current financial liabilities). NSEL had also collected non cash portion of the SGF-MC comprising of collaterals such as bank guarantees, securities and fixed deposits receipts received from the members and the same was refunded to the members. Balance of such non cash margin with NSEL as at March 31,2024 was amounting to ₹ Nil (Previous year ₹ Nil).

The composition of SGF-MC as on March 31, 2024 was as under.

	(₹ in lakhs)	
	As at 31.03.2024	As at 31.03.2023
<b>INITIAL MARGIN</b>		
Cash Margin	3,746.09	3,746.09
Non-Cash Margin - FDR	-	-
Non-Cash Margin - Bank Guarantee	-	-
<b>TOTAL</b>	<b>3,746.09</b>	<b>3,746.09</b>

It's a Practice in India among the Stock and Commodity Exchanges that SGF-MC consists of aforesaid two components viz. cash and non-cash, collected from the members as security deposit and margin money. Cash Component shall form part of liabilities in Balance Sheet. Non-cash component is disclosed by way of "Notes to Accounts."

- (ii) The SGF-MC currently shows a net outstanding amount of ₹ 3,746.09 lakhs (Previous year ₹ 3,746.09 lakhs) which is pertaining to the existing non-defaulting clearing Members. While the exchange has taken many legal, regulatory and commercial measures against the defaulters, it is not clear how much money would be eventually recovered and by when, as the entire process is sub-judice. In case the Exchange fails to secure the balance money or there is undue delay in recovery then the exchange would as per the bye laws call for the balance amount as may be considered appropriate to be recovered from all the non-defaulting clearing members as per its bye law number 12.9.2 and 12.10 besides other applicable bye laws for settlement of claims. However, this decision would be taken post the adjudication of pending legal cases wherein this subject matter is being adjudicated or at an appropriate time when considered suitable by NSEL.

- 49** NSEL had utilized its own funds to the extent of ₹ 24,355.50 Lakhs (Previous year ₹ 24,355.50 Lakhs) in fulfilling settlement obligation of its members. These amounts are receivable from the Defaulting Members and therefore the amounts are appearing under "Other Financial Assets as "other receivable". NSEL is perusing recovery from defaulting members. NSEL has secured decrees/ Orders / Arbitration Award worth approx. ₹. 4,29,477.00 Lakhs and has initiated execution proceedings against the Defaulting members to recover Decretal amounts and further is taking all legal steps to recover money from defaulting members. NSEL is hopeful that it will recover full amount. Accordingly, provision for impairment of Financial Asset related to above receivables is not made.

- 50** Recovery Proceedings: NSEL has taken various steps to recover monies from the defaulting members and following developments have taken place till March 2024. NSEL has obtained Decrees, Orders and Awards against 21 defaulters and has secured an amount of approx. ₹ 4,29,477.00 Lakhs. NSEL is pursuing to obtain decree against the last / 22nd Defaulter i.e., N.K. Proteins Ltd. against which Commercial Suit is pending before the Hon'ble Bombay High Court.

- 51** Execution of Decrees, Orders, Awards against the Defaulters: After obtaining the Decrees, Orders and Awards, NSEL had filed execution proceedings against the Defaulters before various Courts across India. Since the execution was spread across India and was taking time, NSEL filed Writ Petition before the Supreme Court of India for consolidating the executions petitions before a Supreme Court appointed Committee. The Hon'ble Supreme Court of India, invoking its powers under Art 142 vide order dated 4th May 2022 constituted a High-Powered Supreme Court Committee (SCC). Accordingly, all execution proceeding pending before various courts against the defaulters got transferred to the SCC. Various applications, garnishees and issues are being decided by SCC. Further tracing, attachment and valuation of assets of Defaulters and other beneficiaries to whom money trail is traced is directed by SCC.

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

- 52** 138 Proceedings (Cheque bouncing cases): As part of commitment for repayment of the outstanding obligations, several defaulters had issued postdated cheques. However, on presentation of said cheques, the cheques were dishonored and therefore NSEL filed complaints against the said defaulters which are pending at various stages. In 2 matters, NSEL has obtained Judgement of conviction against the defaulters.
- 53** EOW and MPID Proceedings: Due to the payment defaults, an FIR got registered against the defaulters, NSEL, the brokers and others. Subsequently, provisions of the Maharashtra Protection of Interest of Depositors (in Financial Establishments) Act, 1999 ("MPID Act") were added to the FIR. As a result, the State of Maharashtra has attached properties of the Company and 22 defaulters and beneficiaries of money trail vide various gazette notifications. Further, the EOW, Mumbai Police have filed 11 Chargesheets and the MPID Court has taken cognizance in the said 11 Chargesheets.
- 54** PMLA Proceedings: As FIR invoked several Sections of the IPC, which are mentioned in Paragraph 1 o/ Part A of the Schedule to the PMLA (as amended) therefore, investigation by Enforcement Directorate ("ED") commenced under the PMLA by registering ECIR. After investigation, the ED filed a prosecution complaint dated 30.03.2015 before the Ld. PMLA Court, Mumbai. ED has filed four supplementary complaints. The Learned Special PMLA Court has taken cognizance of the complaints, and the matter is pending before the Special PMLA Court.
- 55** CBI Investigation: The CBI has already filed two charge sheets in Special CBI Court, Mumbai which are registered as special CBI case no. 62 of 2016 and 34 of 2017 in MMTC and PEC matter respectively and matters are pending before the Special CBI Court.
- 56** Recovery Proceedings against other Debtors: NSEL had initiated recovery proceedings against other debtors and have obtained arbitration awards against debtors like Ayush Sales Pvt Ltd, Harely Crambel Pvt Ltd and NAFED. The Arbitration awards are under execution and has received an amount of ₹ 6,516.72 lakhs till date. Additionally, an amount of ₹ 3,214.94 lakhs has been deposited by NAFED with the registry of Delhi High Court as per order of the Hon'ble Delhi Court.
- 57** Investigation by Serious Fraud Investigation Office ("SFIO"): The SFIO after its investigation have filed complaint with the Sessions Court, Mumbai. NSEL has filed an application before the Hon'ble High Court of Bombay assailing the order passed by the learned Additional Judge, Sessions Court in the Complaint filed by the SFIO and an interim stay has been operating in favor of NSEL.
- 58** Winding up Proceedings initiated against subsidiary of NSEL: SFIO has filed winding up petition against Indian Bullion Market Associations Ltd. ("IBMA"), a subsidiary of NSEL before the NCLT, Mumbai. IBMA has filed interim reply for the same and the matter is pending before NCLT, Mumbai.
- 59** Recovery Suits against NSEL: As a result of the payments default by the Defaulters, several traders like L.J. Tanna Shares and Securities Pvt. Ltd., MMTC, PEC, Cargil India Limited have filed Recovery Suits against NSEL. Additionally, a Representative Suit has also been filed by Modern India Pvt Ltd against NSEL. All these suits are pending before the Hon'ble Bombay High Court.
- 60** Distribution to Traders: During the year 2013-14, NSEL, understanding the need of situation and without admission of the liability, had paid 100% to the traders having dues upto ₹ 2 lakhs and 50% to the traders having dues between ₹ 2 lakhs to ₹ 10 lakhs by taking bridge loan of ₹ 17,939.81 lakhs from parent Company. Thereafter, NSEL with the approval of Forwards Market Commission (FMC) distributed around ₹ 34,484.00 lakhs out of monies recovered from the defaulters. Additionally, the Competent Authority appointed under the provisions of MPID Act have distributed monies to the traders with dues between ₹ 2.00 lakhs to ₹ 10.00 lakhs out of the monies recovered from defaulters. Hence, the traders between ₹ 2.00 lakhs to ₹ 10.00 lakhs are completely paid off. Presently, payments to the traders between ₹ 10.00 lakhs to ₹ 20.00 lakhs is in progress.
- 61 Matters in case of IBMA:**
- a) As on 31st July 2013, ₹ 1,17,009.86 Lakhs was the settlement payout receivable by IBMA from NSEL on account of trades executed by its affiliated members and clients that were part of the revised settlement plan. This figure has been arrived at on the basis of information received from NSEL. IBMA has relied on such information. Up to 16th May 2015, NSEL has completed 65 weekly payouts and has released ₹ 11,036.90 Lakhs towards the obligation of IBMA's affiliated members and clients. Payout after 20th November 2013 has been made by NSEL directly to constituent

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

members and clients of IBMA. The amount receivable by affiliated members and clients was not fully received from NSEL as per the revised settlement plan. On the basis of the legal opinion received by IBMA, and IBMA acted as a member broker, IBMA may not have any liability on net basis towards such unsettled obligation to its members and clients. In view thereof, no provision for the same is made in the books of accounts of IBMA.

- b) The amount of ₹ 3,128.43 Lakhs pertaining to VAT on unsettled trades on NSEL exchange platform is outstanding as on balance sheet date. This amount is receivable from the defaulting members on the NSEL exchange platform and is in turn payable to the constituent members and clients of IBMA as part of outstanding settlement obligation.
- c) Out of the recoveries made from defaulting members of Exchange, Competent Authority (CA) have disbursed some amounts to members and clients. IBMA had sought the details of disbursement, however, no details has been received from CA of such recoveries and disbursement to members. In absence of details of such recoveries and disbursement with IBMA, IBMA has not updated it.

### 62 COURT CASES INITIATED BY IBMA:

- a) IBMA had entered into an agreement with M/s SNP Design Pvt. Ltd. (hereinafter referred as "SNP") Trades were executed by IBMA on behalf of SNP till July 31, 2013 and a sum of ₹ 7,747 Lakhs along with interest is due and recoverable from SNP as IBMA has filed a Commercial Suit 30 of 2015 before the Hon'ble High Court of Bombay against SNP Designs Pvt. Ltd. and Others. As per the recent amendment in pecuniary Jurisdiction City Civil Court rules the matter is transferred to the City Civil Court.
- b) IBMA had entered into procurement agreement with Harley Carmbel Pvt. Ltd. (hereinafter referred as "Harley") Harley failed to make full payment of its obligations. IBMA has obtained an Arbitration Award amounting to Rs. 234.84 Lakhs along with interest at 12% p.a. in its favor, IBMA has filed Execution Petition before the Alappuzha Court (Kerala) which is pending.

### 63 COURT CASES PENDING AGAINST IBMA: -

- a) Due to the payment defaults on the exchange platform of NSEL an FIR dated 30.9.2013 got registered against various persons under Indian Penal Code, 1860. Subsequently, provisions of MPID Act were added to the FIR. EOW has filed the 4th charge sheet in the Designated MPID Court against IBMA & Others which is numbered as MPID Special Case 05 of 2019. The MPID Court was pleased to take the cognizance and issued process. The said MPID Case No. 5 of 2019 is merged in MPID Case No. 1 of 2014 and pending before the Designated MPID Court. As a result, the State of Maharashtra has attached properties of IBMA. Competent Authority has filed Miscellaneous Application against IBMA before the Designated MPID Court, Mumbai praying therein to make attachment absolute of the banks account mentioned in the notification dated 19th October, 2018 issued under the MPID Act which is pending before the Designated MPID Court, Mumbai.
- b) As FIR invoked several Sections of the IPC, which are mentioned in Paragraph 1 of Part A of the Schedule to the PMLA (as amended) therefore, investigation by ED commenced under the PMLA by registering ECIR. After investigation the ED filed a prosecution complaint dated 30th March 2015, before the Ld. PMLA Court, Mumbai. ED filed Special PMLA case 21 of 2018, Directorate of Enforcement v/s. IBMA and Others before Designated PMLA Court, Mumbai. The Learned Special PMLA Court has taken cognizance of the complaints and the matter is pending before the Special PMLA Court.
- c) IBMA Petition No. 19 of 2019: The SFIO has filed complaint before City Sessions Court, Mumbai under the various provisions of Companies Act and IPC. The City Sessions Court was pleased to take cognizance of the complaint and issued process against IBMA on 29.07.2019, said matter is pending.
- d) M/s. Issan Overseas Pvt. Ltd filed a complaint against IBMA and its ex-directors alleging that VAT is not paid by IBMA to Issan Overseas Pvt. Ltd. As Police did not register FIR against IBMA, Issan Overseas Pvt. Ltd. filed Criminal Case before the Ld. Addl. Chief Metropolitan Magistrate, Ahmedabad which is pending. IBMA has filed Writ Petition before the Hon'ble Gujarat High Court for quashing the Criminal Case filed by Issan Overseas Pvt. Ltd.
- e) M/s Shri Khemisati Exims Pvt. Ltd has filed Commercial Suit before the Hon'ble High Court of Bombay against various parties including IBMA (IBMA) for recovery of an amount of ₹ 380.44 Lakhs with interest thereon @ 18% per annum. IBMA has filed its Written Statement on record and the Suit is pending before High Court. As per the recent amendment in pecuniary Jurisdiction City Civil Court rules the matter is transferred to the City Civil Court.
- f) Commercial Suit no. 70 of 2017 has been filed (by NSEL Trader) before the Hon'ble High Court of Bombay against various parties including IBMA (IBMA) for recovery of an amount of ₹ 2,267.14 Lakhs with interest thereon @ 18% per annum which is pending.

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### 64 Other matters:

#### In case of NSEL

- a) Company Law matters in the case of NSEL: An inspection of NSEL under Section 209A of the Companies Act, 1956 was carried out. Pursuant to such inspection, NSEL received certain notices of non-compliances with certain provision of the Companies Act, 1956 from the MCA. Further, prosecution had been initiated by the Registrar of Companies in few matters.

The Compounding applications were filed by NSEL for various show cause notices issued, under the provisions of the Companies Act, 1956, by the Registrar of Companies. The hearings of the said matters were conducted on 07th April, 2022, 13th May, 2022 and 23rd May, 2022 before the Regional Director, Western Region. Subsequently, the alleged offences were successfully compounded, and the orders were accordingly pronounced. Registrar of Companies, Mumbai, was intimated accordingly by filing E Form INC 28 along with the certified copies of the said orders. Registrar of Companies, Mumbai, will initiate the process of withdrawing and/or disposing of ongoing prosecution matters from the Metropolitan Magistrate Court, Girgaon, Mumbai.

#### In case of IBMA:

- a) IBMA has put all efforts to recover the trade debts and other receivables. The likelihood of recoverability of such receivables has been impacted due to the abrupt closure of the business, loss of credibility of IBMA and several other factors. IBMA has made full provision against such receivables. Total provision till 31st March, 2024 and 2023 for such doubtful trade receivable is ₹ 751.82 Lakhs (previous year ₹ 751.82 Lakhs) and for other receivables is ₹ 7,667.48 Lakhs (previous year ₹ 7,667.48 Lakhs).
- b) During the year IBMA has received refund from Delhi Sales Tax Department of ₹ 140.43 Lakhs for the year 2013-14. Since IBMA has received refund and no dues are outstanding, hence interest charged on Delhi Vat suo-moto basis in earlier years of ₹ 16.12 Lakhs has been written back during the year and considered as other income.
- c) As an ITCM IBMA had received margin money from its constituent trading members and clients. The outstanding margin amount as on the balance sheet date was ₹ 244.28 Lakhs and is shown under the head "Other Financial Liabilities".
- d) IBMA has already disposed of its inventory. Hence no closing stock at the year end.
- e) M/s Karvy Comtrade Ltd., has informed vide letter dated 30th March, 2017 that interest and penalty debited by MCX on account of shortage of Margin and cross deals by IBMA. The said amount is in turn debited to our account without our knowledge / consent. IBMA has not accounted/accepted the said debit amount of ₹ 42.12 Lakhs and IBMA had denied the said charges. IBMA till date has not received any notice/communication from Karvy Comtrade Ltd with regards aforesaid and as per limitation Act, aforesaid claim is barred.

### 65 In Case of NSEL:

- a) The Director, FIU-India had issued a Show Cause Notice alleging that NSEL is 'deemed intermediary' and therefore a 'reporting entity' under PMLA and passed an Order on 04.11.2015, imposing a total penalty of ₹ 144.00 Lakhs on NSEL for not getting registered as a reporting entity and allegedly not furnishing reports and consequently not appointing Principal Officer as prescribed under PMLA. NSEL had filed an appeal under Section 26 of PMLA challenging the above Order and disposed of the Appeal by modifying the part of the order in relation to the maximum penalty and reduced the penalty from ₹ 1.00 Lakh for each failure to ₹ 0.15 Lakh for each failure. NSEL as per interim order dated 31.08.2016 of Appellate Tribunal had deposited an amount of ₹ 25.00 Lakhs with the Director, FIU-India. The Tribunal further ordered that after deducting the penalty as per the aforesaid order, the remaining amount be refunded to NSEL. Thereafter, NSEL and FIU-India has filed appeal challenging order of the Appellate Tribunal, which are pending before the Hon'ble Bombay High Court. Since, amount of penalty is not determinable at this stage and NSEL is confident of getting favorable order and hence NSEL has not made any provision in the books of account and shown as contingent liability.
- b) Service tax related contingent liability: NSEL received summons dated April 04, 2016 from the Superintendent (Anti-evasion) Service Tax-V, Mumbai calling upon NSEL, to submit certain documents/ records, which is being looked into by NSEL and necessary representation is being processed. The Office of the Commissioner of Service Tax issued demand notice of ₹ 1,322.51 Lakhs for contravening the provisions of the Finance Act, 1994 for the period 2010-11 (Oct-March) to 2014-15 and have made liable for penalty u/s 78 A of the Finance Act, 1994. The Office of the Commissioner has made demand of ₹ 2,645.12 Lakhs (excluding interest) under various Sections of the Finance Act, 1994. NSEL has filed an appeal against the said Order issued on June 30, 2021. The appeal shall be heard by the Service Tax Appellate Tribunal (SAT) in due course. Till now no date has been assigned.
- c) Income tax related contingent liabilities: Income tax appeals u/s. 250 of the Act, for the periods from AY 2011-12 to 2014-15 and AY 17-18 is under progress at various levels. Appeal for AY 2011-12 is also taken up u/s. 147 r.w.s. 143(3)

## NOTES

forming part of the consolidated financial statements for the year ended March 31, 2024

of the Income Tax Act, 1961. There are certain additions made by the department. Additions which have been made by department are not justifiable. Matters are pending before the Commissioner of Income Tax (Appeals) for hearing. Hearing is going for all the above assessment years and matters are partly heard.

A.Y.	Additions as per order (In lakhs)	Date of next hearing
2011-12 (u/s. 143(3))	894.78	Notice for physical hearing fixed on 15.04.2024. The Matter of hearing of appeal for AY 2011-12 to 2015-16 & AY 2017-18 was attended. The CIT(A) was on election duty and hence the matter has been adjourned to 13th May 2024
2011-12 (U/s. 147)	30.55	
2012-13	341.94	
2013-14	1,400.64	
2014-15	292.38	
2017-18	4.64	
2015-16 (U/s. 147)	242.91	Appeal filed on 22.04.2022, pending for hearing
A.Y.	Demand (in lakhs)	Date of next hearing
AY 2017-18 (u/s 201(1)/201(1A))	32.66	Show Cause Notice (SCN) u/s. 201(1)/201(1A) recd from TDS Department dated 24.02.2024. Reply to SCN filed on 05.03.2024. Another Notice received on 24.03.2024 and Additional reply filed on 28.03.2024. The Officer passed an order u/s. 201(1)/201(1A) on 30.03.2024. The company has filed appeal on 25.04.2024 against the order dt. 30.03.2024

As per the legal counsels, NSEL has a good legal grounds, because of which, most part of the demand is not likely to sustain, in higher forums.

### 66 IN CASE OF IBMA:

#### a) Service tax related contingent liability:

A. Where IBMA has acted as an agent for members/clients: IBMA had obtained sales tax registrations in seventeen states in India. IBMA had acted as an agent for few of selling and buying members on NSEL exchange platform in respective states as "dealer". Such transactions were carried out for principals (member/clients) by IBMA. Some of the state sales tax authorities are in advances stage or have completed assessments of such transactions. In some cases, input tax credits (ITC) on purchases have been denied on account of following reasons:

- i. Non- payment of Sales Tax (VAT/CST) by selling party.
- ii. Non-filing of sales tax (VAT /CST) returns by selling party.
- iii. Non-matching of sales tax amount with the Sales Tax returns filed by selling party.
- iv. Lack of confirmation of sales tax payment by selling party etc.

As a fall out of above, demands have been raised against IBMA by several state government sales tax authorities. All such demands are contested at various forums. In all such cases, IBAM has taken steps to ensure that ITC on purchases are not denied and credits are promptly given IBMA. In cases where the selling dealer has collected tax, but not deposited to state treasury, IBMA has requested administration to recover from the selling dealer/ not to hold company responsible for the same. In cases where confirmation of proof of payment by the selling party is concerned, IBMA is using its resources to seek the same and furnish before the authorities.

As per the legal advice received by IBMA, such liabilities, if any, which arise for acting as an agent, primarily pertains to the principal for whom IBMA had acted as an agent. The liability of IBMA qua such demands shall be to the sales tax registering authorities shall be total, if IBMA is held responsible to make such payments, ultimately. In all such cases, at present IBMA has treated such liabilities as contingent liabilities in its books of accounts, pending arriving at final liability on assessment and pending recovery of such amounts from principals.

B. Where IBMA has carried out own trading activities: In case of denial of ITC on all transactions where purchases were made by IBMA, on its account, such liabilities on sales tax account is considered as "contingent liabilities" till assessment is completed. In case of demands, which are disputed and where the liability of payment of tax is not on IBMA, the same is disclosed for as contingent liability.

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The summary of such various demands disclosed as contingent liability.

(₹ in lakhs)

Particulars	For trades as an agent for members	For proprietary trades
Gujarat VAT	252.42	-
Andhra Pradesh VAT	9.31	-
Punjab VAT	28,233.29	-
Maharashtra VAT	767.61	-
Haryana VAT	6525.55	-
Uttar Pradesh VAT	1111.10	116.54
<b>TOTAL</b>	<b>36,899.28</b>	<b>116.54</b>

C. Interest on Vat liability: IBMA had liability of VAT of earlier years in various states against which interest and penalty of ₹ 1,247.24 Lakhs on delayed payment has already been provided in books of accounts till FY 2017-18. IBMA has not provided any interest and penalty during the year on said liability as IBMA expects waiver of interest and penalty under VAT departments' amnesty scheme coming in to effect time to time in various states.

b. Income tax assessment and outstanding demands for A.Y. 2010-11 to A.Y. 2014-15:

Income tax assessment/appeal for period from AY 2008-09 is under progress at various levels. There are certain demands raised by the department. Additions have been made by the department which are not justified and in certain cases appeal effect is not given or there are errors in orders which are not rectified. IBMA has filed objections and appeal to such additions, errors and demands. The matter is pending under various forum for hearing.

Year wise break up demand and forum where the same is pending is given below.

Sr.no	Assessment year	Demand (Rs. In Lakhs)	Forum where same is pending
1	2011-12	150.31	Income tax Appellate Tribunal
2	2012-13	1,197.52	Income tax Appellate Tribunal
3	2013-14	675.02	Income tax Appellate Tribunal
4	2014-15	193.82	Income tax Appellate Tribunal

In all the years under appeal. CIT(A) has given very little relief against addition made by assessing officer. IBMA is hopeful that all additions will be deleted, and it will get sizeable relief. Against the above demands, IBMA had paid ₹ 20 Lakhs in the year 2019-20 under protest.

**67** As per the assessment of the Management of NSEL Group, necessary disclosures arising from the irregularities as stated above have been made in the financial statements. Since matters relating to several of the irregularities are sub judice and the various investigations are on-going, any further adjustments/disclosures, if required, be made in the financial statements of NSEL as and when the outcome of the above uncertainties is known, and the consequential adjustments/disclosures are identified. However, the following risks are still not fully covered.

Risk of adverse outcome of investigation/enquiry by law enforcement agencies.

Several agencies such as the EOW, Mumbai Police, ED, CBI, SFIO etc. have filed chargesheets/ complaints and the respective learned Courts have taken cognizance of the Complaints and the matters are sub judice before various forums including the Hon'ble Bombay High Court.

**68** NSEL has created Fixed Deposit from money received from members in Escrow Account. The fund is invested in Bank FDs as per an order of Competent Authority/High Court. The interest on such FDs were credited to Escrow Account. NSEL does not take interest income in its books. The TDS amount deducted by Bank has been claimed by NSEL and as and when refund of TDS is received, it will be transferred to Escrow Account.



## NOTES

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- 69** NSEL's and IBMA'S most of the Bank Accounts and Mutual fund investments have been frozen by the State of Maharashtra under MPID and therefore is not able to use the funds lying with it. The applicability of MPID on the 63 Moons and NSEL was challenged by 63 Moons. The Hon'ble High Court of Bombay vide Order pronounced on 22 August 2019 was pleased to declare that NSEL is not a financial establishment under the MPID Act. The said order dated 22.08.2019 is challenged by the State of Maharashtra before the Hon'ble Supreme Court. The Hon'ble Supreme Court has set aside the order of the Bombay High Court.
- 70** Basis the Gazette Notification issued by the State of Maharashtra under the provisions of MPID Act and the order of the Supreme court wherein NSEL has been held to be Financial Establishment under the MPID Act, the management of NSEL has suspended the recognition of Interest Income on Fixed Deposits that are attached under MPID Act. The management of NSEL is of the view that future economic benefit for the said Interest income is highly unlikely and may not directly flow to NSEL. The Interest Income for the period April 2023 to March 2024 which has not been booked in the books of accounts amounts to ₹ 308.08 Lakhs. NSEL shall account for the Interest amount on any favorable order by court of law.
- 71** During the year 2013-14 NSEL appointed National Bulk Handling Corporation Ltd. (NBHC) as agent for disposal of commodities on behalf of NSEL. An amount of ₹ 4,275.00 Lakhs is outstanding against the advances received from NBHC and disclosed under "Other Financial Liabilities".
- 72** The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- 73** In Case of Associate (Atom): The Union Bank of India (UBI) made claims of ₹ 190 Cr vide letter dated November 22, 2022. The same is towards payment of commission due to application of incorrect Merchant Service Fees (MSF) rate for certain identified transactions. The matter is still under discussion & there has been continuous endeavour from both the side so to reach at the convergence, however, considering the factual situation, the company has created a provision of ₹ 22 Crs in the Financials as of March 2023, which is still continuing till matter is finally resolved. Hence, considering the factual information provided above and independent legal advice obtained by the Management, possibility of an outflow of resources embodying economic benefits due to materialisation of any further amount is remote and not quantifiable. Therefore, accordingly the company has not disclosed the same under contingent liability vide para 28 of Ind As 37.
- 74** No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III.
- (a) Crypto Currency or Virtual Currency
  - (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made there under
  - (c) Registration of charges or satisfaction with Registrar of Companies
  - (d) Relating to borrowed funds:
    - i. Willful defaulter
    - ii. Utilisation of borrowed funds & share premium
    - iii. Borrowings obtained on the basis of security of current assets.
    - iv. Discrepancy in utilization of borrowings
    - v. Current maturity of long-term borrowings
  - (e) 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 Group to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**75** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

**For and on behalf of the Board**

**Chitkala Zutshi**

Director  
DIN: 07684586

**S. Rajendran**

Managing Director & CEO  
DIN: 02686150

**Hariraj Chouhan**

Company Secretary

**Devendra Agrawal**

Whole-time Director and CFO  
DIN: 03579332

Place : Mumbai

Date : May 24, 2024



**STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS ON ANNUAL CONSOLIDATED AUDITED FINANCIAL RESULTS FOR YEAR ENDED MARCH 31, 2024.**

I.	Sr. No.	Particulars	Audited Figures (As reported before adjusting for qualifications)	Adjusted Figures (Audited figures after adjusting for qualifications)
	1.	Total income	62,007.95	62,007.95
	2.	Total Expenses	40,618.04	40,618.04
	3.	Exceptional items	-	-
	4.	Net Profit/(Loss)	22,250.59	22,250.59
	5.	Earnings Per Share	48.29	48.29
	6.	Total Assets	364,530.39	364,530.39
	7.	Total Liabilities	32,719.52	32,719.52
	8.	Net Worth	334,589.04	334,589.04

**II. Audit Qualification:**

**A. Qualification**

Basis for Qualifications pertaining to the Company and management response thereto :

- As stated by the Management of the Company in Note 6 (a) to the Statement, Civil Suits have been filed against the Company in relation to event occurred on National Spot Exchange Limited trading platform. These matters are pending at various stages of adjudication. As stated in the said note, the management of the Company does not foresee that the parties who have filed Civil Suits would be able to sustain any claim against the Company. In addition, as stated by the management in Note 6 (b, c, d, e) to the Statement, there are First Information Reports ("FIR")/ complaints/ charge-sheets/ orders/ notices registered/ received against various parties including the Company from/ with the Economic Offences Wing of the Mumbai Police (EOW), Central Bureau of Investigation (CBI), Home Department - Government of Maharashtra under MPID Act, the Directorate of Enforcement and the Serious Fraud Investigation Office (SFIO). Above matters are pending at various stages of adjudication/investigation.

In this regard, the Management and those charged with Governance have represented to us that other than as stated in the said notes to the Statement, there are no claims, litigations which require adjustments to/ disclosures in the Statement.

Accordingly, in view of above representations regarding legal matters at various stages of adjudication and ongoing investigations/ matters, the outcome of which is not known and is uncertain at this stage, we are unable to comment on the consequential impact in respect of the same on the results for the quarter and year ended 31 March 2024.

- We reproduce hereunder the 'Basis for Qualified Opinion' issued by the independent auditor(s) of a subsidiary viz. National Spot Exchange Limited ('NSEL') vide their audit report on the consolidated Ind AS financial statement of NSEL, to the extent the same are found significant as per the Guidance issued by the Institute of Chartered Accountants of India, from time to time and which also forms the basis for qualified opinion in our audit report on the accompanying consolidated Ind AS financial Statements of the Group.

(a) "As stated in Note nos. 39 to 44 to the Consolidated Financial Statement, the Group has been served with notices/ letters/ summons from various statutory authorities/ regulators/ Government departments and some purported aggrieved parties. The Group is party to many proceedings filed by / or against the Group which are pending before different forum pertaining to the period prior to suspension of the exchange related operations from 31 July 2013. The management of the Group does not foresee that the parties who have filed Civil Suits against the Group will be able to sustain any claim against the Group.

There are some writ petitions, public interest litigations, civil suits including in representative capacity filed by and against the Group. Such matters against the Group are sub-judice before different forums. The

Group may be exposed to civil/criminal liabilities in case of any adverse outcome of these investigations/enquiries or legal cases or any other investigations as referred to above enquires or suits which may arise at a later date.

In the light of the above, the outcome of which is not presently known and is uncertain at this stage, hence we are not able to comment on the current or consequential impact if any, in respect of the same on these Consolidated Financial Statements. Also, the matters stated above could also have a consequential impact on the measurement and disclosure of information provided, but not limited to, Balance Sheet, Statement of profit/(loss) account, cash flow statement, statement of change in equity (SOCIE) and earnings per share (EPS) for the year ended and as at 31 March, 2024 in these Consolidated Financial Statements.

(b) "The trade receivables, other receivables, loans and advances and deposits are subject to confirmation and reconciliation. The management, however, does not expect any material changes on account of such reconciliation/ confirmation from parties. In many cases legal notices have been sent to the parties in earlier years; however, we are unable to form any opinion on the recoverability of the outstanding balances of such parties."

**B. Type of Audit Qualification:**

Qualified Opinion

**C. Frequency of observation**

Qualification stated in paragraphs A1(a), A2(a), A2(b) above – since year 2012-13.

**D. For Audit Qualification(s) where the impact is not quantified by the auditor:**

**(i) Management's reason for unable to estimation on the impact of audit qualification**

- 1 For qualification referred in Sr. No. A 1 above,
  - i) a) Post July-2013, civil suits have been filed against the Company in relation to the counter party payment default occurred on the exchange platform of NSEL, wherein the Company has been made a party. In these proceedings certain reliefs have been claimed against the Company, inter-alia, on the ground that the Company is the holding company of NSEL. These matters are pending before the Hon'ble Bombay High Court for adjudication. The Company has denied all the claims and contentions in its reply. There is no privity of contract between the Company and the Plaintiffs therein. The management is of the view that the parties who have filed the Civil Suits would not be able to sustain any claim against the Company. These matters are pending for hearing before the Hon'ble Bombay High Court.
  - b) First Information Reports (FIRs) have been registered against various parties, including the Company, with the Economic Offences Wing, Mumbai (EOW) and Central Bureau of Investigation (CBI) in connection with the counter party payment default on NSEL trading platform. After investigation, EOW, Mumbai has presently filed various charge-sheets in the matter. The Company has been named in the charge sheet filed in December 2018. CBI has filed charge-sheets including against the Company for alleged loss caused to PEC Ltd. & MMTC Ltd on NSEL platform and aforesaid cases are pending for trial before Court.
  - c) The SFIO has filed complaint with the Hon'ble Sessions Court under various sections of IPC and Companies Act against several persons/entities including the Company relating to NSEL payment default. The Company has challenged the issuance of process order before the Hon'ble Bombay High Court and the proceedings in the matter has been stayed by the Hon'ble High Court. The matter is pending for hearing before Hon'ble Bombay High Court.
  - d) State Government attached various assets of the Company under MPID Act by issuing Gazette Notifications. The Company is in process of pursuing its remedy before Hon'ble MPID Court against said Notifications.

- e) The Enforcement Directorate('ED') has attached certain assets of the Company under the provisions of the Prevention of Money Laundering Act, 2002(PMLA). The Hon'ble Appellate Tribunal quashed the provisional attachment orders and imposed conditions with regard to the Company. The Company has filed the appeal before the Hon'ble Bombay High Court for the limited purpose for challenging the conditions put by the Hon'ble Appellate Tribunal. The Hon'ble Court was pleased to admit the appeal. ED has also filed cross appeal, which is tagged with the Company's appeal. The matters are pending for hearing. Meanwhile, ED filed a prosecution complaint before the Spl. PMLA Court, Mumbai against the Company and the same is pending for trial.

In the light of the above ongoing investigations and matters, the outcome of which is not known and is uncertain at this stage, we are unable to quantify the impact.

2. For qualification referred in Sr. No. A 2(a) above,

The Company is taking all steps to defend its position, however since all matters are sub-judice, the Company is unable to quantify the impact, if any, of such legal proceedings on the financial statements of the Company. The management of the Company does not foresee that the parties who have filed Civil Suits against the Company will be able to sustain any claim against the Company. There are no claims/litigations which may require adjustments in the Consolidated Ind AS Financial Statement.

3. For qualification referred in Sr. No. A 2 (b) above:

Majority in value of the trade and other receivables, loans and advances etc. are under litigation/subject to court orders. Where amount is doubtful for recovery, Company has either made provision or disclosed the reason for non-provisioning. Company is making full efforts for recovery of the amounts.

**(ii) Auditors' Comments:**

Quantification is not possible.

**For 63 moons technologies limited**

**Chitkala Zutshi**  
Chairperson Audit Committee

**S Rajendran**  
Managing Director & CEO

**Devendra Agrawal**  
Whole Time Director & CFO

Place: Mumbai  
Date: May 24, 2024

In terms of our Report issued under Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

For **Sharp & Tannan Associates**  
Chartered Accountants  
(Firm Registration No. 109983W)

**Pramod Bhise**  
Partner  
(Membership No. (F) 047751)



## **63 moons technologies limited**

Regd. Office: Shakti Tower - II, 4<sup>th</sup> Floor, Premises J, 766, Anna Salai, Chennai - 600 002.

Corp. Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.

Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: [info@63moons.com](mailto:info@63moons.com) | Website: [www.63moons.com](http://www.63moons.com)

CIN: L29142TN1988PLC015586



## 63 moons technologies limited

Regd. Office: Shakti Tower- II, 4th Floor, Premises-J, 766, Anna Salai, Chennai 600 002.  
Corp. Office: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.  
Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: info@63moons.com | Website: www.63moons.com  
CIN: L29142TN1988PLC015586

# NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting ("AGM") of the Members of 63 moons technologies limited ("the Company") will be held on Friday, September 27, 2024 at 11:30 am through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year 2023-24, payment of which is subject to appropriate judicial orders.
3. To appoint a Director in place of Mr. Devendra Agrawal (DIN: 03579332), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Devender Singh Rawat (DIN: 02587354), Non-executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment and accordingly to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** Mr. Devender Singh Rawat (DIN: 02587354), Non-executive, Non-Independent Director, who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and applicable provisions of Companies Act, 2013 read with relevant rules framed thereunder, consent of the Members be and is hereby accorded for the re-appointment of Mr. Devender Singh Rawat (DIN: 02587354), consequent to his attaining the age of 75 years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 118424W), be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring Statutory Auditors, M/s. Sharp & Tannan Associates, Chartered Accountants (ICAI Firm Registration No. 109983W), for a period of 5 (five) consecutive years to hold office from the conclusion of 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2029, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any Committee thereof) be and are hereby authorized to review, amend, modify the terms and conditions of such appointment, including remuneration etc. and to modify the remuneration payable to the Statutory Auditors from time to time as they deem fit for the subsequent years during their remaining tenure as the Statutory Auditors of the Company including out of pocket expenses and applicable taxes.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) or Key Management Personnel be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

By Order of the Board of Directors

Place : Mumbai

Date : August 12, 2024

Hariraj Chouhan

Sr. Vice President & Company Secretary

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 and 5 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India.
2. The Ministry of Corporate Affairs ("MCA") has vide General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, and Securities and Exchange Board of India vide Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 respectively, (hereinafter collectively referred to as "Applicable Circulars"), permitted the holding of AGM through VC / OAVM without physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and all applicable circulars, the 36th AGM of the Company is being held through VC/OAVM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the applicable Circulars referred to above, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slips are not being annexed to this notice. However, Corporate Members are entitled to appoint an authorised representative under Section 113 of the Companies Act 2013, to attend the AGM through VC / OAVM, participate thereat and cast their votes thereat either by remote e-voting or by voting electronically at the meeting. Auditors may attend the AGM either by themselves or through an authorized representative qualified to be an auditor and shall have the right to be heard on any part of the business contained in the Notice that concerns them as auditors.
4. The Company has appointed KFin Technologies Limited, ("KFIN / Kfintech"), Registrar and Transfer Agent ("RTA") of the Company, as the authorized agency for conducting of the AGM through VC / OAVM and for providing e-voting facility. Detailed instructions for e-voting and procedure for joining the AGM through VC / OAVM are annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Registered Office of the Company i.e. Shakti Tower- II, 4th Floor, Premises-J, 766, Anna Salai, Chennai 600 002 shall be deemed to be the venue of the meeting.
6. In compliance with the aforesaid Applicable Circulars, the Notice of the 36th AGM and Annual Report 2023-24 are being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s). The Notice and Annual Report 2023-24 will also be available on the Company's website [www.63moons.com](http://www.63moons.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFIN at <https://evoting.kfintech.com>.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and qualification(s) mentioned in Auditor's Report will be available electronically for inspection by the members during the AGM. All relevant documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM at the Registered office and corporate office of the Company between 11 a.m. and 1 p.m. on all working days of the Company. Members seeking to inspect such documents can send an email to [info@63moons.com](mailto:info@63moons.com).
8. The Register of Members of the Company will remain closed from September 21, 2024 to September 27, 2024 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.

9. The payment of dividend for the financial year 2023-24, as recommended by the Board of Directors, shall be subject to the approval by the members at the AGM and appropriate judicial orders. The payment of such dividend will be made to those members whose names shall appear on the Company's Register of Members after entertaining all valid requests for transfer of shares lodged on or before September 20, 2024. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on September 20, 2024.
10. Members whose dividend / shares have been transferred to IEPF can claim the same from the IEPF authority by following the refund procedure as detailed on the website of IEPF authority i.e. <https://www.iepf.gov.in>.
11. The Company is pleased to provide remote e-voting facility to its members in terms of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This facility is provided to the members to enable them to cast their votes electronically in respect of the businesses to be transacted at this Annual General Meeting through systems provided by Company's Registrar & Share Transfer Agent M/s. KFin Technologies Limited (KFin).

The Board of Directors has appointed Mr. B. Narasimhan (FCS No. 1303), Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai or failing him, Mr. Avinash Bagul (FCS No. 5578) or failing him, Mr. K. Venkataraman (ACS No. 8897), partners of M/s. BNP & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the voting through remote e-voting and voting process at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The e-voting facility will be available during the following voting period:

Commencement of e-voting: From September 23, 2024 (09:00 am onwards)

End of e-voting: Till September 26, 2024 (upto 05:00 pm)

The cut-off date for holding shares for the purpose of e-voting is September 20, 2024.

The remote e-voting module shall be disabled by KFin for voting at 5:00 pm on September 26, 2024. Once a vote on a resolution is cast by the member, he shall not be allowed to change it subsequently. E-voting shall not be allowed beyond the above-mentioned date and time.

Any person who acquires shares of the Company and becomes member of the Company (Non-individual shareholders) after the mailing of the Notice of AGM and is holding shares as on the cut-off date i.e., September 20, 2024, may obtain the user ID and password by sending an email request to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com). Such members can also contact KFin at 1800 309 4001 (toll free). If you are already registered with KFin for e-voting, then you can use your existing user ID and password / PIN for casting your vote.

12. The Company is also offering the facility for e-voting during the AGM. Members attending the meeting who do not cast their vote(s) by remote e-voting will be able to vote electronically at the meeting. The members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by e-voting, may vote at the AGM through e-voting for all businesses specified in the accompanying Notice. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names shall be entitled to vote. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not be entitled to vote again electronically at the AGM. If a Member casts his vote both by remote e-voting and also votes at the AGM, then the voting done through remote e-voting shall prevail and the vote(s) cast electronically at the AGM shall be treated as invalid. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. September 20, 2024. A person who is not a member as on the cut-off date should treat this notice as being only for information purposes. The manner of remote e-voting by the members holding shares in demat form, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank mandate, power of attorney, change / updation of postal address, e-mail address, consolidation of



holdings, change in residential status (from NRI to resident Indian or vice-versa) etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's records enabling the Company and RTA to provide efficient services. Members holding shares in physical form are also requested to intimate such changes to the Registrar & Share Transfer Agent under the signatures of sole / joint holder(s).

14. Pursuant to the provisions of Section 72 of the Companies Act 2013 read with applicable rules, the facility for making nomination is available for members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective Depository Participant.
15. Members seeking any further information relating to financials may write to the CFO of the Company at the Corporate Office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093, or send an e-mail at [info@63moons.com](mailto:info@63moons.com) at least seven days prior to the AGM.
16. Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are traded only under compulsory demat mode.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized mode are requested to submit their PAN details to their Depository Participant, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar and Share Transfer Agent.
18. SEBI has vide its Notification dated June 08, 2018 notified SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018 which states, inter alia, that securities of listed companies can be transferred only in dematerialised form except in case of transmission or transposition. In view of the above, Members are requested to dematerialise the shares held by them in physical form.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members holding equity shares in physical form are requested to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the RTA for assistance in this regard.
20. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Shareholders holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. To download the applicable forms required for processing various service requests members are requested to access the link <https://ris.kfintech.com/clientservices/isc/default.aspx> viz. Form ISR-1 to register PAN / email id / bank details / other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out nomination. For further details of the applicable forms and documents, Members may kindly refer the Frequently Asked Question (FAQ) provided on the link <https://ris.kfintech.com/faq.html>.
21. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval of shareholders at the forthcoming AGM and appropriate judicial orders, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
22. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of the shareholder w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at

prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2023 and amendments thereof. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company's Registrar & Share Transfer Agent. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 alongwith the original cancelled cheque bearing the name of the Member to KFin to update their bank account details. As payment of dividend is subject to appropriate judicial orders, relevant communication relating to TDS would be sent to shareholders after receipt of applicable judicial orders.

23. Members are requested to note that, RTA of the Company have launched a mobile application -KPRISM and a website <https://kprism.kfintech.com/> for investors. Now members can download the mobile app and see their portfolios serviced by KFINTECH, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM". Members are requested to take appropriate safeguards as necessary, while downloading the mobile app.
24. Voting results of the resolutions passed at the AGM shall be declared within the stipulated time limit and such results along with Scrutinizer's report, will be uploaded on the website of the Company i.e. [www.63moons.com](http://www.63moons.com) and on the website of KFin i.e. <https://evoting.kfintech.com>. The results shall also be simultaneously communicated to BSE Limited and the National Stock Exchange of India Limited. The resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results of the voting shall also be displayed at the registered office and Corporate Office of the Company in accordance with the requirements of Secretarial Standard-2 relating to General meetings.
25. Members are requested to update their email address with their Depository Participants to enable the Company to send future communications electronically.
26. Since the AGM is being held through VC / OAVM, the route map of AGM venue, attendance slip and proxy form are not annexed to this Notice.

#### **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING AND ATTENDING THE AGM:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-Voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited (KFinTech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to the above SEBI circular dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from September 23, 2024 (9:00 am onwards) till September 26, 2024 (upto 5:00 pm)
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., September 20, 2024.

- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and attending the AGM are explained herein below:
- STEP 1:** ACCESS TO DEPOSITORIES E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.
- STEP 2:** ACCESS TO KFINTECH E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.
- STEP 3:** ACCESS TO JOIN VIRTUAL MEETINGS (E-AGM) OF THE COMPANY ON KFINTECH SYSTEM TO ATTEND THE AGM AND VOTE AT THE AGM.

**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech.</li> <li>V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Details on STEP 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '63 moons technologies limited AGM" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

- ii. Members holding shares in physical form may register their email address and mobile number with KFin Technologies Limited by sending Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032 or at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for receiving the AGM Notice and the e-voting instructions. Form ISR-1 can be downloaded by following the link: [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd).
- iii. Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFin to enable serving of notices / documents /Annual Reports and other communications electronically to their email address in future.

**Details on STEP 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast fifteen minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [info@63moons.com](mailto:info@63moons.com). Questions /queries received by the Company till September 25, 2024 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened from September 23, 2024 to September 25, 2024. Members

shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. Members who wish to express their views or ask questions during the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, click on 'Post Your Question' tab and post your questions. Please note that queries/questions of only those members shall be answered who are holding shares of the Company as on the cut-off date.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Premkumar Nair at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members whose names appear in the Register of Members / list of Beneficial Owners as on September 20, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person (a person holding shares in physical mode and non-individual holders) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM within stipulated time limits. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

By Order of the Board of Directors

Place : Mumbai  
Date : August 12, 2024

Hariraj Chouhan  
Sr. Vice President & Company Secretary

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

### **Item No. 4:**

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity can continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy-Five) years unless a special resolution is passed to that effect and justification thereof is given in the explanatory statement annexed to the notice for appointing such a person. Shareholders are informed that Mr. Devender Singh Rawat (DIN:02587354), Non-Executive Non-Independent Director, (aged 76 years) retires by rotation at the ensuing AGM. Since he is over 75 years of age, his continuation as a Non-Executive Director requires approval of shareholders by way of special resolution. A brief justification for his re-appointment as Non-Executive Director on the Board of the Company is appended below for the consideration of the shareholders.

Mr. Devender Singh Rawat, a Commerce Graduate with MA in Economics started his professional career with the country's regional apex Chamber PHD Chamber of Commerce & Industry in various capacities and as Senior Director served the PHD Chamber for 20 years. He moved to the oldest Apex Chamber ASSOCHAM and served as Assistant Secretary General for two years and thereafter became the CEO & The Secretary General and achieved the distinction of serving ASSOCHAM for the longest period of 14 years. During his tenure, ASSOCHAM service base increased from 400 to 4,50,000 units, established 10 national offices and 27 international offices. Its own Building known as ASSOCHAM Global Headquarters was set up in the National Capital. He took voluntary retirement in September 2018. Mr. Rawat was on Government Committees of various Ministries and public sectors such as ITPO, NSDC, S&T, GST, etc. Mr. Rawat has travelled globally and addressed various international forums such as UNDP, ILO, UNIDO, etc. Mr. Rawat is currently associated as President of the CCI India Chamber, Vice Chairman of MSME Export Promotion Council, Chairman of Confederation of Organic Food Producers and Marketing Agencies of India and Vice Chairman of The Foundation for Millennium Sustainable Development Goals. He has brought out large number of studies and contributed in many publications.

The Nomination and Remuneration Committee in recommending his re-appointment and evaluating his contribution to the Company during his tenure since February 2019 decided that his continuance as a Director would be of immense benefit to the Company.

Except for Mr. Rawat, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 4 above. The Board recommends the special resolution set out in Item No. 4 of the Notice for the approval of the members.

### **Item No. 5:**

The Members of the Company at the 26th Annual General Meeting (AGM) held on September 23, 2014 had appointed M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) as the Statutory Auditors of the Company for a period of 5 (five) consecutive years, to hold office from the conclusion of the 26th AGM till the conclusion of 31st AGM of the Company. Subsequently, the Members of the Company at the 31st Annual General Meeting (AGM) held on September 18, 2019 had re-appointed M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of the 31st AGM till the conclusion of 36th AGM of the Company. Thus, M/s. Sharp & Tannan Associates will be completing their second term (maximum permissible tenure as per Companies Act, 2013) as Statutory Auditors of the Company at the conclusion of the ensuing AGM. The Board of Directors placed on record their appreciation for the services rendered by M/s. Sharp & Tannan Associates during their tenure as Statutory Auditors of the Company.

Further, pursuant to provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 (the Act) read with applicable Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors of the Company at its meeting held on 12th August 2024, on the recommendation of the Audit Committee, have recommended the



appointment of M/s Chaturvedi Sohan & Co., Chartered Accountants (Firm Registration No. 118424W), as the Statutory Auditors of the Company for a period of 5 (five) consecutive years, in place of retiring Statutory Auditors M/s. Sharp & Tannan Associates, to hold the office from the conclusion of 36th AGM till the conclusion of the 41st AGM of the Company, at an annual remuneration of Rs. 54.50 Lakhs (consisting of statutory audit fees, limited review fees and other audit related fees), plus re-imbursement of out of pocket expenses and applicable taxes for FY 2023-24. There is no material change in the fees for the statutory audit paid to M/s. Sharp & Tannan Associates for F.Y. 2023-24, the retiring Statutory Auditors and the fees proposed to be paid to M/s. Chaturvedi Sohan & Co., Chartered Accountants for F.Y. 2024-25. The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

While considering the appointment of M/s. Chaturvedi Sohan & Co. as Statutory Auditors, the Audit Committee and the Board evaluated the firm on various parameters including but not limited to industry experience, competency of the audit team, efficiency in conduct of audit, independence, transition, overall audit approach, sector expertise and understanding of the Company & its business. M/s. Chaturvedi Sohan & Co. is a partnership firm of Chartered Accountants, located at Nariman Point, Mumbai. The firm is registered with the Institute of Chartered Accountants of India. M/s. Chaturvedi Sohan & Co. has a valid peer review certificate and is primarily engaged in providing audit, taxation, consultancy services to its clients.

M/s Chaturvedi Sohan & Co., Chartered Accountants, have vide their letter dated 2nd August 2024 have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949, and the rules and regulations made thereunder.

It is proposed to give authority to the Board, on the recommendation of the Audit Committee, to agree, revise, review and vary the terms & conditions of such appointment, remuneration etc. and to fix the remuneration to be paid for the subsequent years during their remaining tenure as the Statutory Auditors of the Company including out of pocket expenses and applicable taxes.

In addition to the statutory audit, the Company will also obtain certifications from M/s. Chaturvedi Sohan & Co., under various statutory regulations and other permissible non audit services, as required, from time to time, in accordance with the provisions of Sections 142 and 144 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

By Order of the Board of Directors

Place : Mumbai

Date : August 12, 2024

Hariraj Chouhan

Sr. Vice President & Company Secretary

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings)

<b>Name of the Director</b>	<b>Mr. Devendra Agrawal</b>	<b>Mr. Devender Singh Rawat</b>
DIN	03579332	02587354
Age	54 years	76 years
Date of Birth	July 01, 1970	June 12, 1948
Date of first Appointment on the Board	May 27, 2017	February 12, 2019
Qualifications	Chartered Accountant	B.Com, MA (Economics)
Brief resume & Experience / Expertise in specific functional area	<p>Mr. Devendra Agrawal is a Chartered Accountant by qualification with over 30 years of professional experience in finance, accounts, MIS and taxation. He has a rich experience of working with organizations such as Aditya Birla Group of Companies and Reliance Industries Limited in his past assignments of over 12 years. He has been the CFO of the Company since April 2006.</p>	<p>Mr. Devender S. Rawat, a Commerce Graduate with MA in Economics started his professional career with the country's regional apex Chamber PHD Chamber of Commerce &amp; Industry in various capacities and as Senior Director served the PHD Chamber for 20 years. He moved to the oldest Apex Chamber ASSOCHAM and served as Assistant Secretary General for two years and thereafter became the CEO &amp; The Secretary General and achieved the distinction of serving ASSOCHAM for the longest period of 14 years.</p> <p>During his tenure, ASSOCHAM service base increased from 400 to 4,50,000 units, established 10 national offices and 27 international offices. Its own Building known as ASSOCHAM Global Headquarters was set up in National Capital. He took voluntary retirement in September 2018.</p> <p>Mr. Rawat was on Government Committees of various Ministries and public sectors such as ITPO, NSDC, S&amp;T, GST, etc. Mr. Rawat has travelled globally and addressed various international forums such as UNDP, ILO, UNIDO, etc.</p> <p>Mr. Rawat is currently associated as President of the CCI India Chamber, Vice Chairman of MSME Export Promotion Council, Chairman of Confederation of Organic Food Producers and Marketing Agencies of India and Vice Chairman of The Foundation for Millennium Sustainable Development Goals.</p>
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil

<b>Name of the Director</b>	<b>Mr. Devendra Agrawal</b>	<b>Mr. Devender Singh Rawat</b>
Directorship held in other Companies (excluding foreign companies)	i) IBS Forex Limited (under Liquidation), (ii) Financial Technologies Communications Limited, (iii) 63SATS Global Cyber Technologies Networks Limited (Formerly Global Payment Networks Limited), (iv) FT Knowledge Management Company Limited	MSME Export Promotion Council
Listed Companies from which resigned in the past three years	Nil	Nil
Chairmanship / Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee)	Nil	Nil
Number of Board Meetings attended during the FY 2023-24	04	04
No of shares held in the Company	200	Nil
Remuneration last drawn	Refer Corporate Governance report which forms part of this Annual report	
Remuneration proposed to be drawn	There is no change in the present and proposed remuneration.	Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation.	Non-Executive Non-Independent Director liable to retire by rotation.

By Order of the Board of Directors

Place : Mumbai  
Date : August 12, 2024

Hariraj Chouhan  
Sr. Vice President & Company Secretary