

September 7, 2021

To

| | |
|--|--|
| BSE Limited Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 542367</i> | National Stock Exchange of India Limited Listing Department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 <i>Scrip Symbol: XELPMOC</i> |
|--|--|

Dear Sir/Madam,

Sub: Annual Report of Xelpmoc Design and Tech Limited ('Company') for Financial Year 2020-21

This is to inform you that the 6th Annual General Meeting ("**AGM**") of the Company scheduled to be held on Thursday, September 30, 2021 at 3.00 p.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("**Act**"), the General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 and any updates thereto (referred as "**MCA Circulars**") and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and any updated thereto ("**SEBI Circulars**").

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report including the Notice convening the AGM of the Company has been sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 3, 2021.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report including the Notice convening the AGM of the Company.

The Annual Report including Notice of AGM is also available on our website at the link: <https://www.xelpmoc.in/investorrelations>

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary and Compliance Officer
Enc: as above

XELPMOC DESIGN AND TECH LIMITED

Regd & Corp Address: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru – 560034
Phone number: 080 4370 8360 | Website: www.xelpmoc.in | Email: vaishali.kondbhar@xelpmoc.in
CIN NO: L72200KA2015PLC082873 | GST NO: 29AAACX1880G1Z5

2020 HEAL 2021

health



education



agriculture



livelihood



need of the hour



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need of the hour

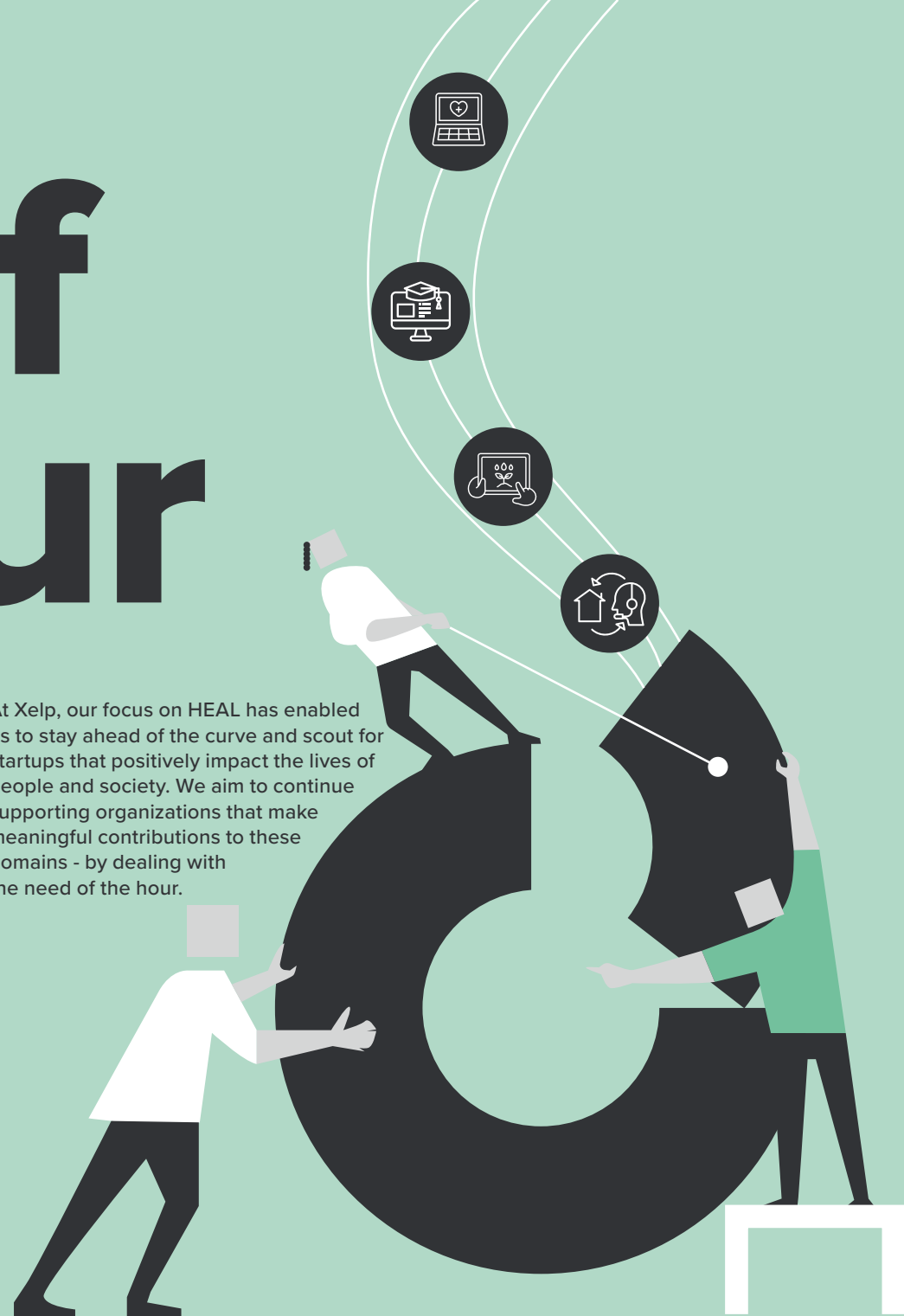
COVID-19 shook the world with its immense impact on the lives and livelihoods of the people of the world - everyone was caught off-guard, and no one was prepared for what lay ahead. As a result, the established global systems were challenged, and the world order was shaken. As we grappled with the challenges of the COVID-19 pandemic, we witnessed mass unemployment, disrupted healthcare facilities, food shortages, and a breakdown of the education system, which made us realise what the true four pillars of our society are. At Xelp, we had anticipated and identified the importance of these fundamental institutions from our very inception. Our focus on HEAL, i.e., Health, Education, Agriculture, and Livelihood, proved to be of absolute necessity in a post-COVID world.

The pandemic emphasised the various issues plaguing our healthcare and education systems - the dependency on

physical interactions and infrastructure and the gross under-utilisation of technology in these domains, especially in emerging markets like India. In this post-pandemic world, EdTech and HealthTech have become the needs of the hour.

In the past year and a half, these spaces have seen tremendous innovation due to the necessity and adaptability of these industries. In India, education has completely moved to an online mode ever since, with EdTech services providing requisite platforms to schools and students. Healthcare has also seen a paradigm shift in how consultation, diagnostics, and care is dispensed, making the sector poised for significant growth in the years to come. With governments and private players looking to enhance the healthcare and educational infrastructure all around the globe, these sectors are expected to undergo monumental changes.

At Xelp, our focus on HEAL has enabled us to stay ahead of the curve and scout for startups that positively impact the lives of people and society. We aim to continue supporting organizations that make meaningful contributions to these domains - by dealing with the need of the hour.



{Xelp}: Company Overview

Incorporated in September 2015 by Sandipan Chattopadhyay, Xelp provides professional and technical consulting services with a strong focus on product development, data science, and analytics.

The company's core competencies lie in building next-generation technology in Artificial Intelligence and Machine Learning, with a keen interest in Natural Language Processing and Data Analytics. In addition, Xelp works as the Technology Partner and Consultant to governments, businesses, individuals, and startups to help them optimise their data.

OUR JOURNEY SO FAR

While it has been less than a decade that Xelp was founded, it has taken some significant strides in these years. Looking back at these years takes us through some of our glorious moments.

93
Team members

47
Clients

19
Investee Companies

OPERATIONS IN



INDUSTRIES CATERED TO

- BFSI
- Communication
- Construction
- Consumer Business
- E-Commerce
- Education
- Healthcare
- Media and Technology
- Recruitment
- Retail
- Social Media
- Trade Documentation & Export Finance
- Transportation & Logistics

Commenced international operations

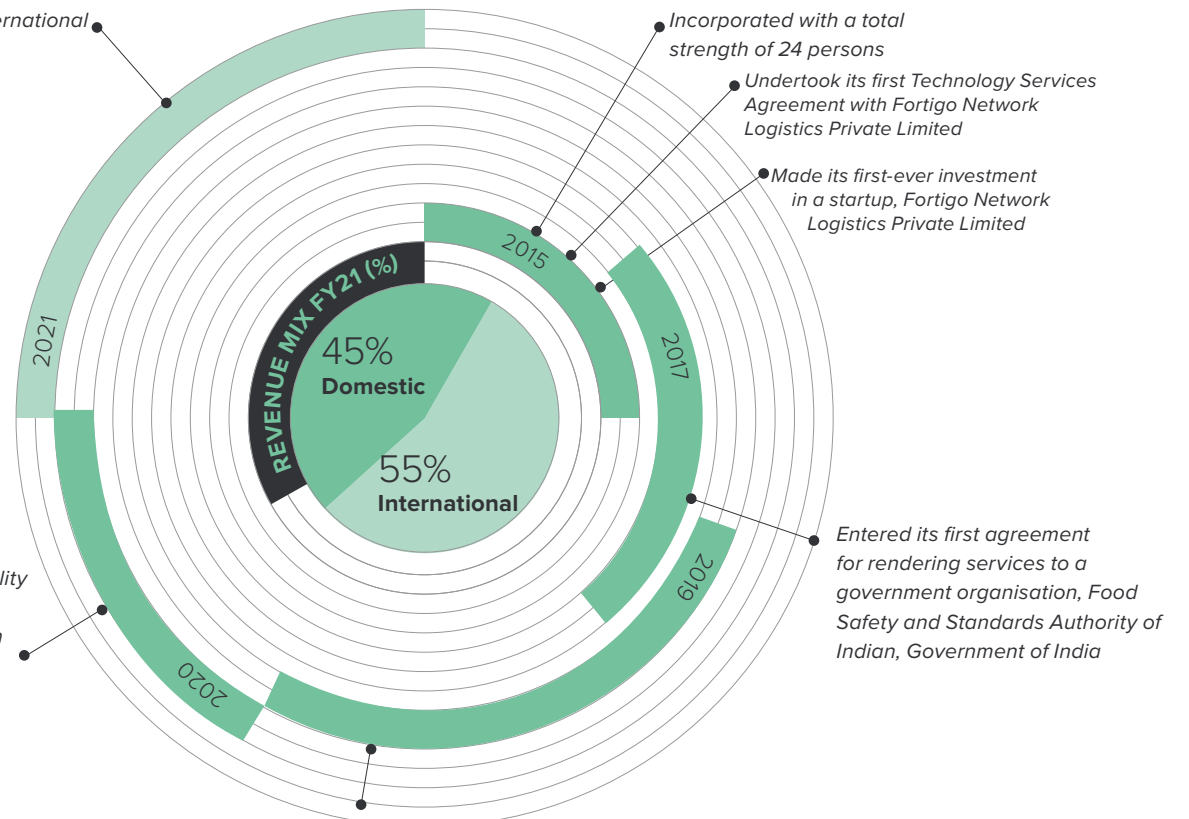
Incorporated with a total strength of 24 persons
Undertook its first Technology Services Agreement with Fortigo Network Logistics Private Limited

Made its first-ever investment in a startup, Fortigo Network Logistics Private Limited

Achieved operating profitability & net profitability break-even with the highest-ever revenue from operations in Q4FY20.

Entered its first agreement for rendering services to a government organisation, Food Safety and Standards Authority of India, Government of India

Got listed on BSE & NSE (India) through an Initial Public Offer of ₹2,014.67 lakhs



h.e.a.l.

Xelp has historically prioritised investments in the healthcare, education, agriculture, and livelihood sectors and has always believed in the merits of supporting these industries that make a meaningful impact on people's lives. However, in India, these industries have been traditionally dependent on public expenditure and policies. Thus, private enterprises have always found these sectors challenging to engage with.

At Xelp, we believed in the potential of these industries and actively engaged with startups looking to improve the infrastructure, systems, and processes of these backbone industries. With the advent of COVID-19, we became confident that our endeavours were in the right direction. We acknowledge that these focus areas must be further strengthened as we prepare for a post-pandemic economic and social landscape. However, it is our belief that it

is these sectors, which have traditionally received only altruistic support, will be the true drivers of India's growth story in the years to come.

Between 2014-2020, 10% of the startups in India were from the healthcare sector. Since then and with the advent of COVID-19, the number of startups has escalated, and it is estimated to be one of the strongest growth sectors for the coming decade. The education sector has similarly witnessed a steady growth between 2014-2020, with 9% of the startups in India being from the sector. COVID-19 has impacted the education sector massively, as online education persists to be the norm. This calls for a natural upsurge in technology-driven education. The agritech and livelihood sector, on the other hand, witnessed a much more balanced growth, as continuous and steady investments in the sector persist.

10%
healthcare

9%
education

startups in India between 2014-2020



Heal

SNAPSHOT OF XELP'S HEAL PORTFOLIO

At Xelp, we are continuously looking to partner with startups that are making an impact in one of these sectors. Some of these partnerships are:

① HEALTH

Catalyst Inc a healthcare technology platform with a unified dataset of drugs, using cutting-edge data science techniques such as Machine Learning, Natural Language Processing, Predictive Analytics, and AI models.

② EDUCATION

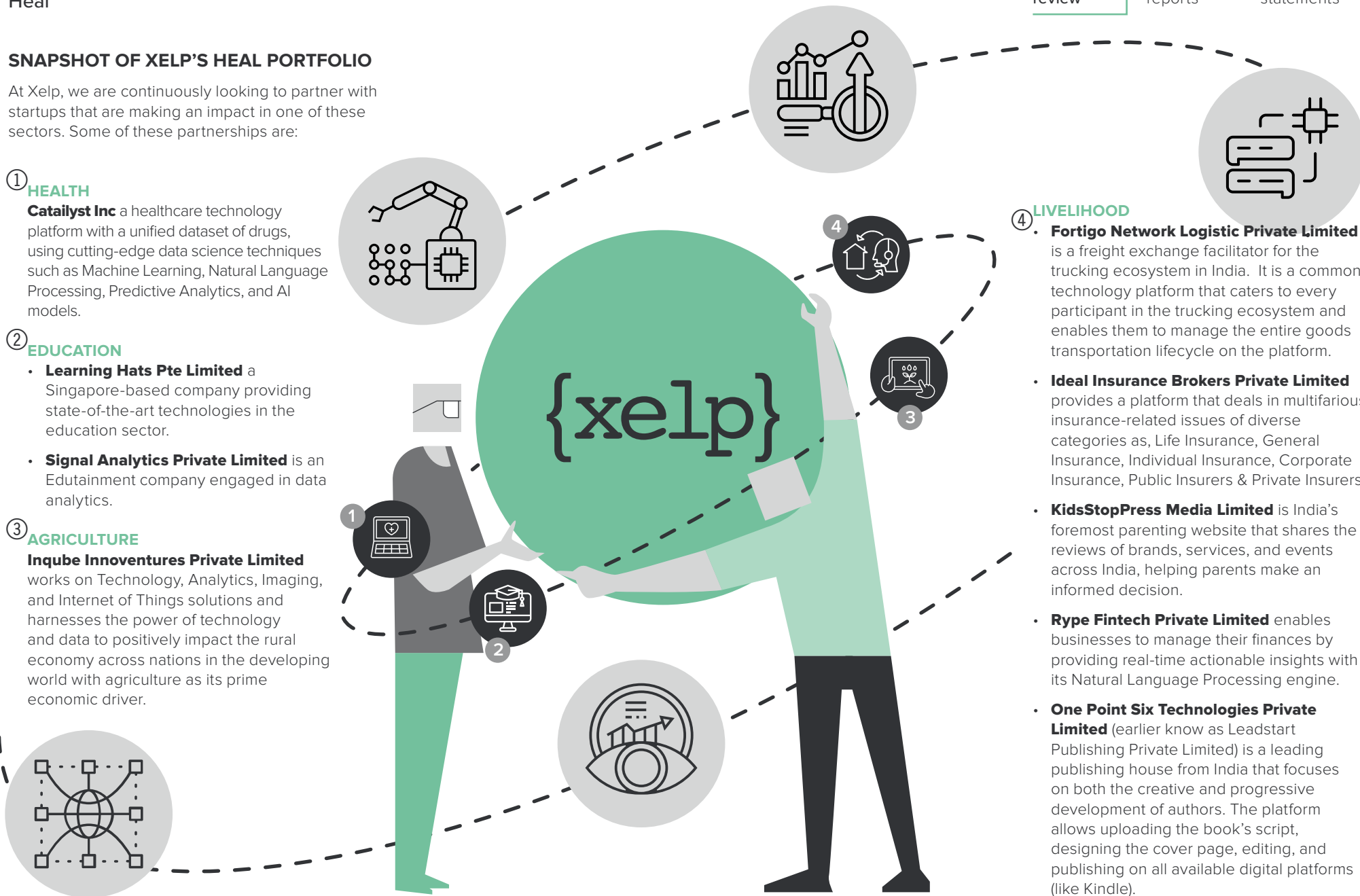
- **Learning Hats Pte Limited** a Singapore-based company providing state-of-the-art technologies in the education sector.
- **Signal Analytics Private Limited** is an Edutainment company engaged in data analytics.

③ AGRICULTURE

Inqube Innovations Private Limited works on Technology, Analytics, Imaging, and Internet of Things solutions and harnesses the power of technology and data to positively impact the rural economy across nations in the developing world with agriculture as its prime economic driver.

④ LIVELIHOOD

- **Fortigo Network Logistic Private Limited** is a freight exchange facilitator for the trucking ecosystem in India. It is a common technology platform that caters to every participant in the trucking ecosystem and enables them to manage the entire goods transportation lifecycle on the platform.
- **Ideal Insurance Brokers Private Limited** provides a platform that deals in multifarious insurance-related issues of diverse categories as, Life Insurance, General Insurance, Individual Insurance, Corporate Insurance, Public Insurers & Private Insurers.
- **KidsStopPress Media Limited** is India's foremost parenting website that shares the reviews of brands, services, and events across India, helping parents make an informed decision.
- **Rype Fintech Private Limited** enables businesses to manage their finances by providing real-time actionable insights with its Natural Language Processing engine.
- **One Point Six Technologies Private Limited** (earlier know as Leadstart Publishing Private Limited) is a leading publishing house from India that focuses on both the creative and progressive development of authors. The platform allows uploading the book's script, designing the cover page, editing, and publishing on all available digital platforms (like Kindle).



our partner-ships

At Xelp, we are committed to the idea of impacting the world, and we do so through our associations with startups. We believe in providing world-class technology solutions, technology consultancy, and advisory services to these companies to help them scale their operations and turn their vision into reality. Some of our key partnerships that have made a significant impact in society are listed here.



Our Partnerships

FORTIGO NETWORK LOGISTIC PRIVATE LIMITED

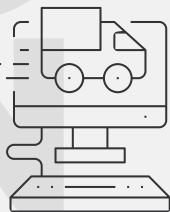
Fortigo is a freight exchange facilitator for the trucking ecosystem in India. It is a common technology platform that caters to every participant in the trucking ecosystem, including the fleet owner, truck driver, transporter, transport company, consignor, and consignee.

Network members can manage the entire goods transportation lifecycle on the platform, enhancing productivity, efficiency, and customer service.

KEY INVESTORS

Accel India IV (Mauritius), Nandan Nilekani

XELP'S ASSOCIATION 2015



MIHUP COMMUNICATION PRIVATE LIMITED

Mihup is an artificial intelligence (AI) powered mobile assistant for Human-to-Machine, Machine-to-Machine, Machine-to-Human, and Human-to-Human interaction.

A digital personal assistant with local language voice recognition that functions offline, Mihup understands user mannerisms in their local language, identifies English script queries of any regional language, and offers SMS-based assistance.

At its core, Mihup aspires to be a conversation protocol and aims to sit between Human or Machine actors, remove personal biases or specific terminologies, and aid communication.

KEY INVESTORS

Accel India IV (Mauritius) Limited
Idea Spring Capital



WOOVLY INDIA PRIVATE LIMITED

Woovly is on track to become India's most trusted social commerce platform. Every month, its five million+ users generate more than 150 million views on content development by 18,000 homegrown influencers. Woovly currently has more than 110 brands and 7,000 SKUs active on its platform, leading to an ARR of over \$1.5 million. 70% of its users from Tier one and Tier two cities come to Woovly to explore brands, goods, or associated user interface. Its buyers reside over 4,250 postal codes across India and spend an average of \$10 per order. Woovly had a pre-series A closure recently and is currently focusing on launching an online video commerce option.

KEY INVESTORS
Duane Park SOSV

XELP'S ASSOCIATION 2018



RYPE FINTECH PRIVATE LIMITED

Rype Fintech enables businesses to manage their finances by providing real-time actionable insights with its Natural Language Processing engine.

Xelp's engagement with Slate. ac revolves around real-time, accurate view of cash flow status, this includes,

- *Daily future projection of cash flow position based on historical data on accounts payables/receivables, seasonality, and other factors.*
- *Credit rating based on historical data, sales concentration, sector attractiveness, etc.*
- *Recommending actions to manage cash, such as investment in liquid funds, paying via low-cost commercial/personal credit cards, early payment incentives, etc., along with recommending sources to avail credit.*

KEY INVESTORS

Aditya Parekh,
Patni Wealth Advisors LLP

XELP'S ASSOCIATION 2019



ONE POINT SIX TECHNOLOGIES PRIVATE LIMITED

Earlier known as Leadstart Publishing Private Limited, it is a leading publishing house from India that focuses on both, creative and progressive development of authors. The PENCIL platform from Leadstart features distinguished authors and their writings from across the globe.

Xelp engaged with Leadstart and helped in creating an integrated digital platform for writers which allows uploading of the script of a book, designing the cover page, editing, and publishing on all available digital platforms (like Kindle).

KEY INVESTORS

MOX, SOSV, Mumbai Angels, SucSEED Venture Partners, JITO Angel Network, Inflection Point Ventures, Artesian VC

XELP'S ASSOCIATION 2019



Our Partnerships

strategic
review

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VALUE OF PORTFOLIO

Xelp has made significant off-shore investments in FY21 in the sector of EdTech and HealthTech, thus enhancing its HEAL

portfolio. These investments are related to data analytics, which is the core competency of Xelp. The company believes that such

strategic investments will create cross-border product and innovation efficiencies.

(₹ in 000's)

| COMPANY | COST OF INVESTMENT (AS AT MARCH 31, 2021) | FAIR VALUE (AS AT MARCH 31, 2020) | FAIR VALUE (AS AT MARCH 31, 2021) | % HOLDING ON FULLY-DILUTED BASIS* (AS AT MARCH 31, 2021) |
|--|--|--------------------------------------|--------------------------------------|---|
| At Fair Value | | | | |
| Fortigo Network Logistic Private Limited | 11.11 | 1,95,039.49 | 2,16,140.40 | 4.95 |
| Mihup Communication Private Limited | 6,080.82 | 53,150.79 | 1,18,549.72 | 11.15 |
| Snaphunt Pte Limited | 615.37 | 37,626.77 | 46,267.18 | 10.56 |
| Ideal Insurance Brokers Private Limited | 235.00 | 3,691.58 | 4,529.48 | 0.97 |
| Inqube Innoventures Private Limited | 9,298.51 | 4,892.18 | 4,455.03 | 5.78 |
| PHI Robotics Research Private Limited | 2,505.00 | 2,067.80 | 982.30 | 1.59 |
| KidsStopPress Media Limited | 9,044.13 | 6,008.72 | 9,051.82 | 15.00 |
| Rype Fintech Private Limited | 1,250.00 | 1,250.00 | 2,065.00 | 9.87 |
| Woovly India Private Limited | 572.03 | 37,514.34 | 51,207.90 | 13.74 |
| Graphixstory Private Limited | 409.50 | 409.50 | 409.50 | Preference shares |
| One Point Six Technologies Pvt Ltd (Earlier known as Leadstart Publishing Private Limited) | 11,339.05 | 4,535.62 | 11,879.91 | 2.73 |
| Femmevista Technologies Pvt Ltd | 1,223.00 | - | 9,244.08 | 9.99 |
| Catalyst Inc | 117.38 | - | 117.38 | 19.35 |
| Learning Hats Pte Limited | 272.48 | - | 272.48 | 9.90 |
| Subtotal | 42,973.38 | 3,46,186.79 | 4,75,172.17 | |

*Approximate shareholding on a fully diluted and converted basis held directly or indirectly in the investee company. The % shareholding may or may not translate into an equivalent economic interest on account of conditions in the investment/shareholders' agreement.

Our Partnerships

strategic
review

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(₹ in 000's)

| COMPANY | COST OF INVESTMENT (AS AT MARCH 31, 2021) | FAIR VALUE (AS AT MARCH 31, 2020) | FAIR VALUE (AS AT MARCH 31, 2021) | % HOLDING ON FULLY-DILUTED BASIS* (AS AT MARCH 31, 2021) |
|-----------------------------------|--|--------------------------------------|--------------------------------------|---|
| At Cost | | | | |
| Signal Analytics Private Limited | 1,000.00 | - | 1,000.00 | 100.00 |
| Madworks Ventures Private Limited | 1,155.55 | 1,155.55 | 577.77 | 21.74 |
| Subtotal | 2,155.55 | 1,155.55 | 1,577.77 | |

(₹ in 000's)

| COMPANY | COST OF INVESTMENT (AS AT MARCH 31, 2021) | FAIR VALUE (AS AT MARCH 31, 2020) | FAIR VALUE (AS AT MARCH 31, 2021) | % HOLDING ON FULLY-DILUTED BASIS* (AS AT MARCH 31, 2021) |
|------------------------------------|--|--------------------------------------|--------------------------------------|---|
| Provisioned For | | | | |
| Gyankosh Solutions Private Limited | 32.94 | Impaired | Impaired | 2.05 |
| Intellibuzz TEM Private Limited | 2,499.98 | Impaired | Impaired | 5.38 |
| Taxitop Media Private Limited | 2,084.70 | 2,084.70 | Impaired | 16.00 |
| Subtotal | 4,617.62 | 2,084.07 | - | |
| Grand Total | 49,746.55 | 3,49,427.04 | 4,76,749.94 | |

(₹ in 000's)

₹3,49,427.04
Fair Value (As of 31st March, 2020)

₹49,746.55
Cost of Investments

₹4,76,749.94
Fair Value (As of 31st March, 2021)

36.44%
YOY Growth

*Approximate shareholding on a fully diluted and converted basis held directly or indirectly in the investee company. The % shareholding may or may not translate into an equivalent economic interest on account of conditions in the investment/shareholders' agreement.

Indian startup ecosystem

India continues to be the 3rd largest technology startup ecosystem globally, and despite the COVID-19 crisis, its core growth drivers continued to strengthen, and the ecosystem witnessed a steady growth.

Source: NASSCOM

1600+
startups added
in 2020

7
unicorns founded
in 2015 or later

25+
industrial verticals
with active startups

45%
Share of
B2B startups

2600+
funded startups founded
between 2015-2020

28%
startups with
primary market overseas

GROWTH OF STARTUPS

(# and % growth)

11,000–
12,500
/ 8–10%

2015-2020

9,200–
10,500
/ 12–15%

2014-2019

8,100–
9,450
/ 12–15%

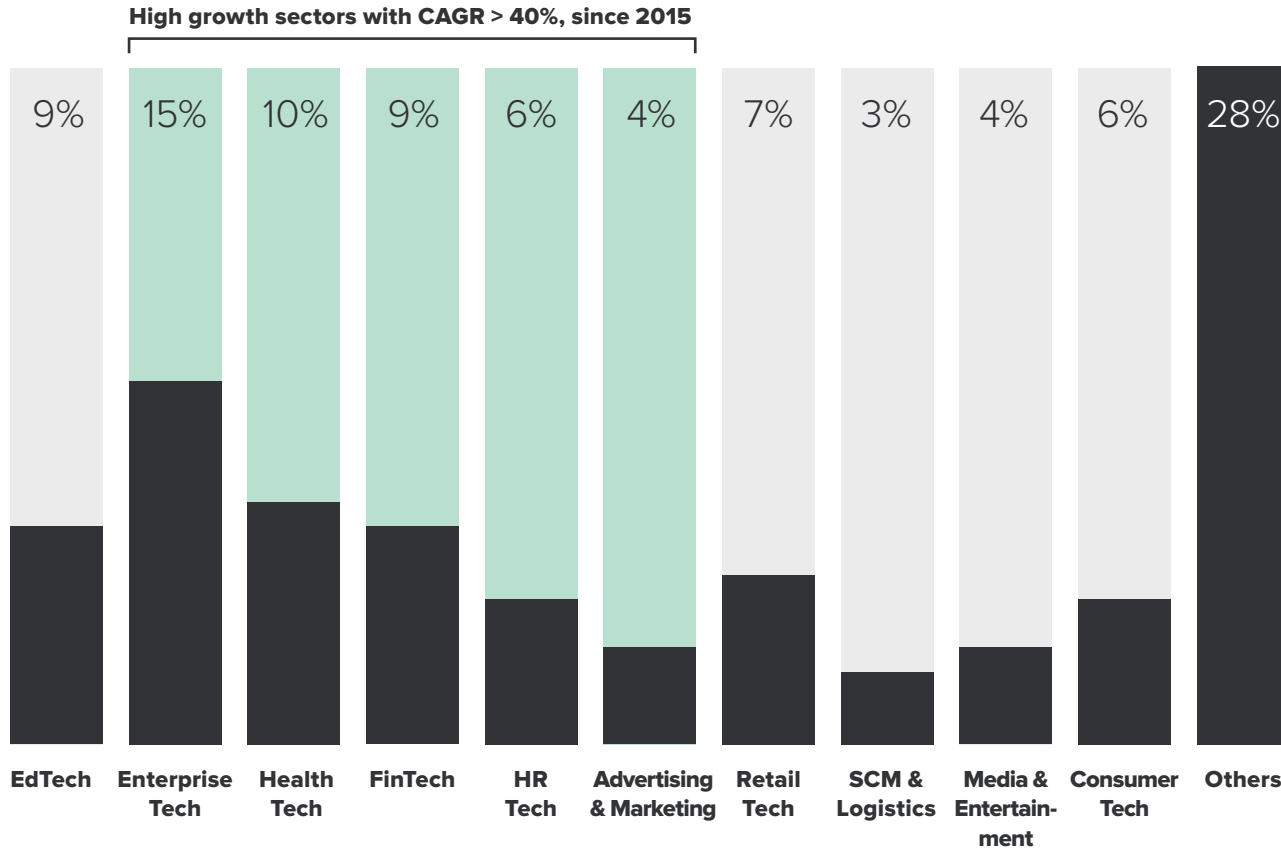
2013-2018

Indian Startup Ecosystem

SECTOR WISE BREAK UP OF 11,600 STARTUPS INCEPTED BETWEEN 2014-2020

Xelp works with startups from high-growth sectors such as FinTech, HealthTech, HR Tech, among others. It believes in working

with startups that have superior potential, thus delivering maximum value.



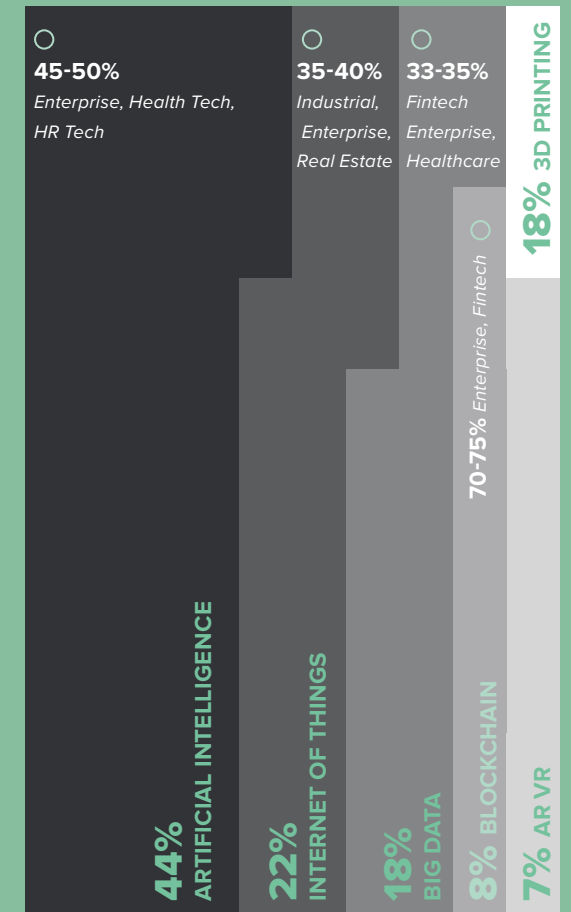
SECTORS WITH MOST STARTUPS INCEPTED IN 2020



Source: NASSCOM

KEY TECHNOLOGIES, GROWTH TRENDS, AND APPLICATIONS

Share of startups by deep-tech (in %)



○ 5-year CAGR (Number of startups) and Key Application Areas

Note: Total in the chart does not add to 100% as start-ups are using multiple advanced technologies to deploy their solutions.

facts and figures

₹1404.89
Lakhs// FY21

73%

₹871.13
Lakhs // FY20

In FY21, Xelp has maintained its business trajectory while emphasising sustainable operations. As a result, the company generated a positive Operating EBITDA* of ₹460 lakhs and a net profit of ₹408 lakhs in the year under review. For the portfolio, the value of investments also increased substantially from ₹3494 lakhs on 31st March, 2020 to ₹4767 lakhs on 31st March, 2021.

(*Adjusted Operating EBITDA)

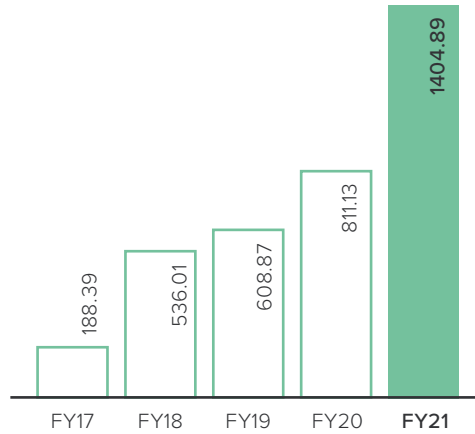
Xelp is motivated to fund sectors that align with its HEAL strategy to maximise its reach and potential and orchestrate monumental changes through its startup funding.



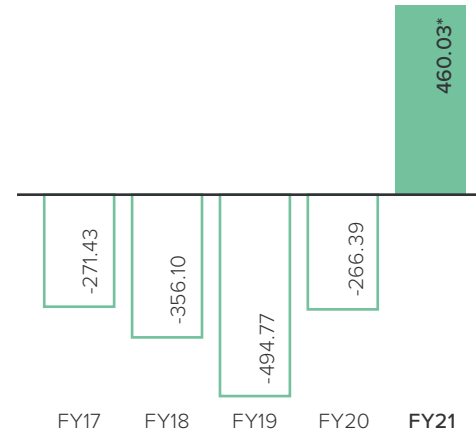
Revenue from operations

Performance Highlights

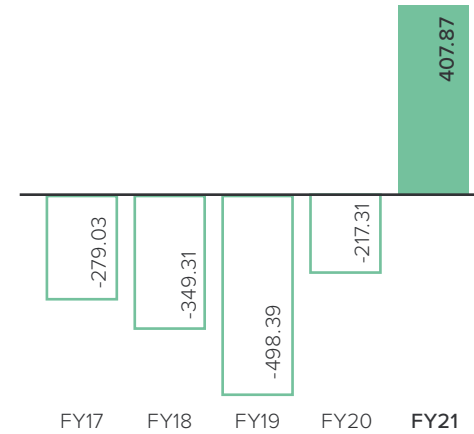
Revenue from Operations (in ₹ lakhs)



EBITDA (in ₹ lakhs)



PAT (in ₹ lakhs)

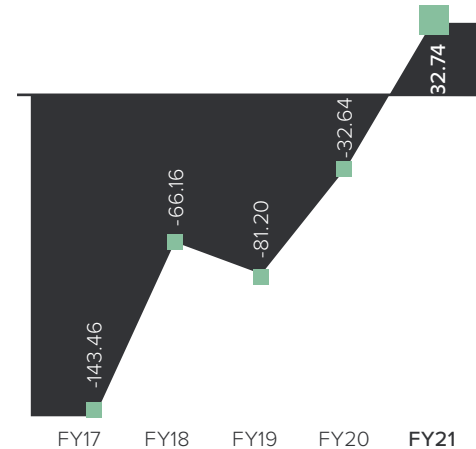


*Adjusted Operating EBITDA is after excluding ESOP of 104 lakhs in FY21

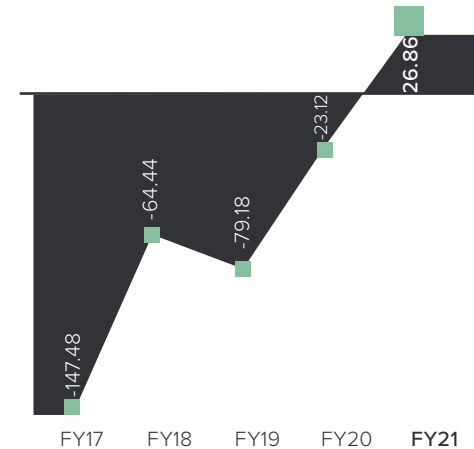
Total Income (in ₹ lakhs)



EBITDA Margin (in %)



PAT Margin (in %)



Performance Highlights

OPERATIONAL HIGHLIGHTS FY21

Xelp continued to expand its startup deployment this year by onboarding new clients, thus adding to its portfolio:

- One Point Six Technologies, additional investment in India's largest book distributor, publishing 100+ titles annually and spread across 100 cities.
- FemmevistaTechnologies, a career advancement platform for aspiring women leaders which enables networking and accessing coaching and learning resources.
- Catalyst Inc, a platform that uses cutting-edge data science techniques such as Machine Learning, Natural Language Processing, Predictive Analytics, and AI models to create a unified data set of drugs.
- Signal Analytics, a company providing data analytics
- Learning Hats, a Singapore based company developing state-of-the-art technologies in education
- KidsStopPress, additional investment in India's first children lifestyle website.

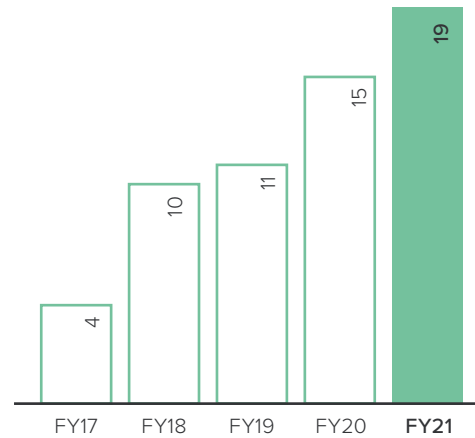


QUALITATIVE HIGHLIGHTS FY21

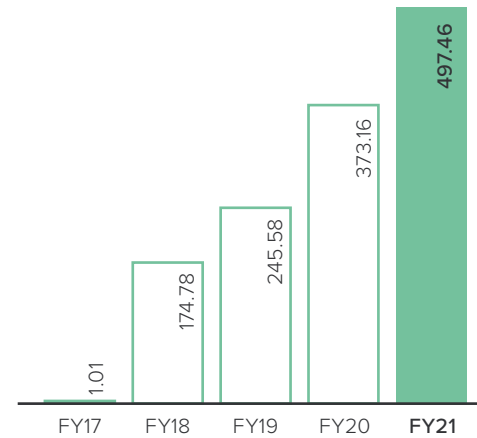
Xelp is making steady headway towards becoming a stronger and bigger company with each passing year. The company has

doubled its people strength in 5 years and has inducted many new startups since its inception.

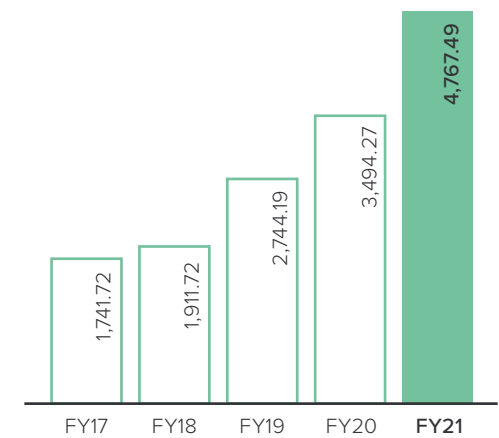
Number of Investments



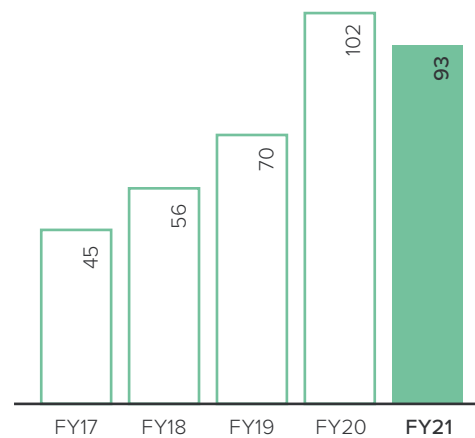
Cost of Investments (in ₹ lakhs)



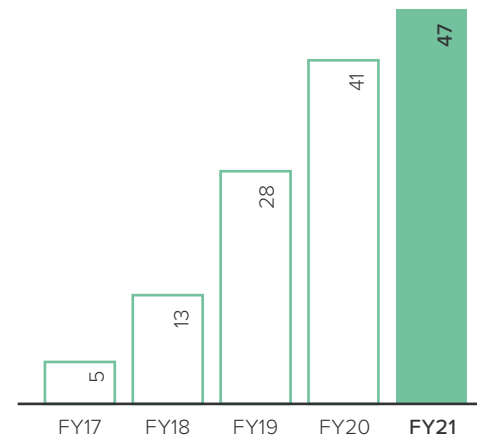
Fair Value of Investments (in ₹ lakhs)



Team Strength



Cumulative Client



Double
people strength in 5 years of existence

4
new startups inducted in FY21

2
additional investment in existing startups

6
new clients added in FY21

strategic overview

Our strategic priorities at Xelp are based on our four-pronged business plan. These strategies aim to enhance our clients' businesses, scale up innovation, and create value for our clients. We believe that to move towards a consistent and profitable growth strategy effectively, we must empower every business we touch.





BUILDING NEXT- GENERATION TECHNOLOGY

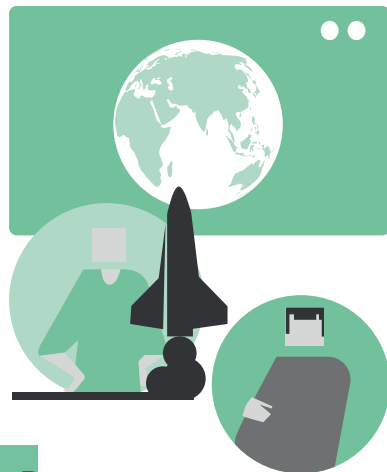
With strong backing in Natural Language Processing and Data Analytics, we are focused towards building next- generation technology in the Artificial Intelligence (AI) and Machine Learning (ML) space. In addition, we enable our clients to optimise their data, by partnering with them as Consultants and Technology Partners.

We approach this by:

- Identifying the problem and finding out the intent behind what must be built
- Recognising statistical trends by utilising comprehensive study data
- Highlighting points of data collection, quality, and type of data to derive at the Machine Learning Model

EXPANDING OUR CLIENTELE

In order to generate business leads and onboard new clients on our platforms, we are continuously strengthening our technological capability matrix in the areas of Artificial Intelligence, Deep Learning, and Data Science. We have initiated discussions with enterprises, startups, and governments in several other countries, especially in the Middle East, North Africa, Asia- Pacific and the United States of America. We have also earned repeat business from enterprise customers and are currently exploring product cross- selling to grow our revenues.



Discussion with enterprises, start- ups and governments in several other countries, especially in the Middle East, North Africa, Asia-Pacific and the United States of America



ONBOARDING EARLY- STAGE START-UPS IN HIGH- GROWTH SECTORS

Xelp believes in helping early- stage startups scale high and amplify their reach. To that end, we are open to equity funding and work with like-minded founders in the startup ecosystem to enable them to execute their business plans optimally.

In the last few years, we have worked with 5 start-ups in high- growth sectors (education-tech, social networking, fin-tech, digital outdoor marketing, among others), thus contributing to the boost in the global innovation system. To date, we have partnered with 16 high- growth potential startups across sectors.

IMPROVING OUR OPERATIONAL PERFORMANCE

Our aim at Xelp is to improve our operational capabilities and reap the benefits of optimal economies of scale. Our belief in our project implementation capacities coupled with the project pipeline gives us the confidence and ability to direct our attention towards sustainable profitability.

Sustainable profitability is the key focus for Xelp which leads us to always keep working on leaner processes

In addition, we are:

Building a central repository of modules that lead us to fully utilise our assets and enable quicker turnaround.

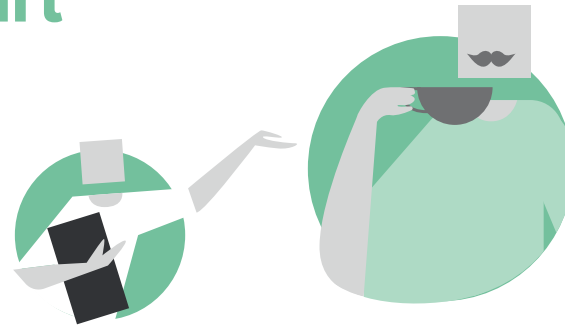
Implementing new management tools to monitor and track project planning and execution enables us to achieve quicker project execution and assign greater project control to our clients.

Continuously improving our processes and documentation leads us to attain higher standardisation, discipline, efficiency and overall product quality and delivery.



What set's us apart

At Xelp, we believe in being set apart. Everything that the company does exemplifies its drive to remain differentiated as it tries to embody the value of being unique. Everything is in line with this one core value, from how we serve our clients to how our team is built. We believe that by being unique, we are adding value to our clients' lives and creating a niche for ourselves.



④

AN EXPERIENCED MANAGEMENT TEAM AND A CULTURE OF ENTREPRENEURSHIP

Our senior management's experience and expertise across multiple sectors put us in an advantageous position as we can leverage the same to develop talent within the organisation.

At Xelp, we promote a culture of entrepreneurship, innovation, and teamwork. Therefore, the company hones the talent of potential leaders through developmental programs. Besides, we endeavor to deliver quality service through the network of independent experts engaged with us as part-time consultants.

①

A SUPERIOR CLIENT SERVICING MODEL

Our clients are most important to us, and we endeavour to provide them with the best-in-class services. We enable our clients to access the entire platform of services we offer along with dedicated professionals within those service verticals. We hope to garner a long-term association with our clients and believe in a relationship-based approach between our key employees and clients. This sets us apart as we can meet our clients' expectations and enhance their experience with us.



②

PROVIDING END-TO-END SOLUTIONS AND SUPPORT

We offer end-to-end technology-based products, services, and solutions, including data science capabilities, query optimization, and rapid iteration services. This facilitates



③

ACCESS TO OUR DOMAIN EXPERTS

We have a network of independent experts to serve our clients more effectively and capitalise on strategic opportunities with the proper access to domain and industry knowledge.

Our experts bring in a host of knowledge spanning sectors including financial services, retail, media and entertainment, and business services. This is supplemented by knowledge-sharing on subject matters from various industry experts.

us in expanding our client base and diversifying our revenue. We continually focus on improving our services to meet the evolving needs of our clients. The launch of our technology products' vertical has further strengthened our offerings.

Board of Directors



MR. TUSHAR TRIVEDI
Chairman (Non- Executive and Independent Director)

With the experience of over 33 years in digital banking, transactional banking, relationship management, business process transformation, business solutions, and industrial manufacturing, Mr. Trivedi has served as a Director on the board of Xelp since 2nd July, 2018. Before joining Xelp, he worked with Kotak Mahindra Bank and served as the Vice President of Citibank NA, UAE.

He has earned an M.Sc. degree from the University of Mumbai and an MBA degree from the Narsee Monjee Institute of Management Studies.



MR. SANDIPAN CHATTOPADHYAY
Managing Director and Chief Executive Officer

With over 23 years of rich experience across various technology roles, Mr. Chattopadhyay founded Xelp in 2015. He was responsible for making it public in February 2019 with listings on the Bombay Stock Exchange and the National Stock Exchange. Before starting Xelp, he was the Chief Technical Officer with Just Dial Limited. Over the years, he has helped the technology development of several startups and new initiatives at large enterprises such as Tata Motors, Crisil Marketwire, Standard Chartered Bank, Deutsche Bank, Edelweiss, Business Standard, and others. He has also received the prestigious "Red Hat Innovator of the Year" award, among many others.

He holds a Bachelor of Statistics degree from the renowned Indian Statistical Institute, Calcutta, and a Post-graduate diploma in Computer Aided Management from the Indian Institute of Management, Calcutta.



MR. SRINIVAS KOORA
Whole-Time Director and Chief Financial Officer

With over 22 years of rich experience in accounts and finance, Mr. Koora has been associated with Xelp from the initial days of its founding. His previous experiences include serving as the Deputy CFO at Just Dial Limited.

He holds a B. Com degree from Osmania University and an MBA degree from Swami Ramanand Teerth Marathwada University, Nanded.



MR. JAISON JOSE
Whole-Time Director

With over 16 years of experience in Human Resource Services and Business Development and Operations, Mr. Jose joined the board of Xelp in the year 2017. He was previously the founding team member of Ques Corp Limited and has worked with Adecco India PeopleOne Private Limited.

He holds a B. Com and an M. Com degree and a Master's Degree in Marketing Management from the University of Mumbai.

Board of Directors

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MR. PREMAL MEHTA
Non- Executive and Independent Director

With over 34 years of experience in financial advisory services, Mr. Mehta has been a Director on the board of Xelp since 2nd July, 2018. Presently he is also a Founder Director on the Board of Wealth First Advisors Private Limited.

He holds a Master's degree in Management Studies from the Narsee Monjee Institute of Management Studies.



MS. KARISHMA BHALLA
Non-Executive and Independent Director

With years of experience in management, Ms. Bhalla has been associated with Xelp recently. Previously, she was a Managing Director and Partner at the Boston Consulting Group (BCG) and a core member of BCG's Consumer and Retail Practice, leading BCG's digital marketing and personalization topic. She led multiple engagements in the consumer space, including new business development, digital acceleration, and brand redesign at BCG. In addition, she has been closely involved with the women's initiative at BCG and champions multiple groups to drive higher women participation in the workforce. She has also been deeply engaged in CII-BCG collaboration in the media space and has authored three papers (2015, 2016, and 2017) besides multiple other thought papers.

Ms. Bhalla holds an MBA degree from the Indian Institute of Management, Calcutta.



MR. SUMAN BOSE
Non- Executive and
Non- Independent Director

With over 32 years of global executive experience with Siemens, Dassault Systems, and Hewlett Packard, Mr. Bose, independently as a board member, consults organisations on their growth and operating strategies, globalisation, market-entry, product-services portfolio rationalisation, and application of critical technologies. He has also co-founded GoFar – an innovation- technology company based out of Singapore, with operations across Asia, Europe, and Africa. In addition, Mr. Bose is actively engaged with impact projects and funds in the domains of Environmental, Social and Governance (ESG) frameworks, the UN Sustainable Development Goals 2030 (SDG 2030) and related global initiatives in health areas, education, environment, agriculture, and livelihood. He also serves as a trustee in a school for the underprivileged children in the Himalayan foothills.



MR. PRANJAL SHARMA
Non-Executive and
Non- Independent Director

With over 27 years of experience in leadership positions in the media sector, including CNBC and Bloomberg, Mr. Sharma has also advised government bodies and private enterprises. As an author, he has published and edited several books, the latest one being 'India Automated: How the Fourth Industrial Revolution is Transforming India.' In addition, he served on the Global Agenda Council of the World Economic Forum for eight years and is currently a member of its expert network.

Mr. Sharma received his economics degree from Delhi University, and he completed his post-graduate studies at the University of Westminster.

a quick chat with the MD and CEO



6 companies in women and parent networking platforms, pharmaceutical drug datasets, education technology, and publishing are our new clients



Our monetization strategy is in place at the conception stage itself, while our portfolio companies must continue to adapt in light of market demands



We have a technological role to play in all the startups that we invest in, to the point that we act as the technology cofounders and sole developers

Sandipan Chattopadhyay



A Quick Chat with the MD and CEO

Q. How would you view the performance of the last fiscal?

A. We are quite satisfied in terms of our startup investments' portfolio. We further established our footprint in the Health, Education, Agriculture, Livelihood (HEAL) sectors by investing in 6 companies in women and parent networking platforms, pharmaceutical drug datasets, education technology, and publishing. We have chosen these companies to utilise our core strength of data analytics as the foundation to build their platforms. Another aspect of these is that they are in the learning and collaboration space, a segment that has taken off in the pandemic. All these companies are in sunrise domains, and we see great promise in scaling them to the next level.

Q. What is your view on the Edtech space?

A. We look at the Edtech area in three categories: one is simply **formal education**. We believe that digital transformation of education is irreversible and schools and universities will necessitate modernization, with a more emphasised hybrid model that combines the best of online and offline, resulting in a fundamental change of the first order. Education is a broad concept that directly impacts 16 percent of a country's population at a given point in time and increases in line with economic growth.

16%

of a country's population is impacted by education and increases in line with economic growth

The second one is a **supplemental segment consisting of the prep tests, and competitive exams** students take to enter these formal educational institutions.

The third and most dynamic segment is **edutainment, the kindling of interest in science and related disciplines through activity-based techniques and adjacent means**. We expect these segments to expand at a multiple of the formal education sector as parents look at simplifying the means of kids learning both the school curriculum and developing their children's external knowledge.

We have invested in **Signal Analytics Private Limited**, a wholly owned subsidiary that will serve as a fulcrum for developing and investing in edutainment technology, including related content, infotainment activities for kids, QFX, gaming, and subscription marketing of our core non-specific IP. The fulcrum will be a data analytics-based system that manages subscriptions and related content while also investing in B2C startups for co-creating kids' relevant products.

Q. How do you go upon about selecting and retaining talent?

A. There is a gap between the graduates churned out by the current academic institutes and the types of people who work for us. We look at people's raw intelligence IQ, we have our assessment criteria, and we promote a healthy internship culture in which we get to know them for a longer time. As we identify promising candidates, we get into

Theoretically strong people is who we look to hire and then consider altering the current work process

longer-term arrangements with them. I can tell you the fundamental qualities we expect from our candidates: complete mastery of logic, understanding of mathematics and statistics is undoubtedly one of the positives we look for, but most importantly, we seek people who can challenge and try to prove everything from the first principle and don't take conventional methods for granted, including our academic pursuits. So, we search for theoretically strong people and then consider altering the current work process. We seek someone who can think through a problem and solve it from the ground up. Hence, they can't be from a generic stream. We presently have experts coming from economics, physics, chemistry, mathematics, and engineering; we also retain people coming from core sciences, or what we term as the soft sciences, like psychology and sociology, to assist us with our education project. We hire based on the required solution and our assessment of the appropriate experts. This **internship programme has proven to be effective for us**.

Q. What is Xelpmoc's involvement in the management of your startups' investments?

A. We are part of the executive management in our bigger portfolio companies. In several other startups, we are Board observers. Still, on a work-wise basis, for most of the active startups we are

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working with, the interaction may be daily, weekly, or fortnightly basis depending upon the respective start-ups' stage in the evolutionary cycle. In some exceptional cases where the startup is mature, it is every month. We are pretty much **hand in glove in the strategy and knowledge management in each of our portfolio companies**. However, the execution level engagement is limited as we expect portfolio entrepreneurs to carry out the execution plan.

Q. Your international business plans?

A. We are focusing on setting up our **office in London to serve the UK and mainland Europe** because we believe it's an excellent place to start with our core strengths. Being both geographically and economically close to North America and Africa, London also plans to service these geographies through a collaborative engagement.

A Quick Chat with the MD and CEO

DocuX architecture

examines and analyses human written documents to improve reading has been used in two projects

Q. Your take on Xelpmoc's products segment?

A. We have already completed two projects utilising our DocuX architecture, which examines and analyses human written documents to improve reading. We are focusing on delivering fully embedded solutions from the start of the project and are at an advanced discussion stage for the data analytics component. From the second half of FY22 onwards, we will be focusing on spreading our products and related content in those domains that we have created and some new product ideas that we have in the queue.

Q. One of your startup investments pivoted to a social commerce model. Could you please share the rationale behind the same?

A. We believed that would be a fantastic opportunity and went ahead with the decision to pivot. It was more of a user-driven demand, and we thought that social commerce would be something



Our aim is to establish a technology platform or solution that will serve the target population in the HEAL sectors

that the same customer base would be interested in. It has been profitable from the start of the transformation as it has partnered with leading B2C brands.

Q. What is your monetization strategy?

A. As a rule, any venture in which we invest is because we aim to establish a technology platform or solution that will serve the target population in the HEAL sectors. Therefore, our monetization strategy is in place at the conception stage itself. All our portfolio companies must continue to adapt in light of market demands. We focus on having **a base business plan for both early-stage startups at the seed level and mature startups in the enhancement stage.**

Q. What is Xelpmoc's engagement with startups at the seed stage?

A. We make sure that we have a technological role to play in all the startups that we invest in, to the point that we act as the technology cofounders and sole developers. We work along the lines of a build, operate, deploy, and observe model. Then, as each startup grows larger and more prominent to the point wherein, they achieve a critical threshold to establish and maintain their teams, we begin assisting them in forming their teams, starting with senior management and then hierarchically below.

Q. Once a startup progresses from a development stage to the revenue stage, how do you partner with them to achieve the next growth level?

A. Once a startup progresses from the development stage to the revenue stage, they gain decent market share

since they address hitherto unaddressed solutions. Nevertheless, they are equally in continual development to keep on updating themselves to stay relevant and have more market opportunities. Therefore, by their inherent nature, most startups are always in enhancement or core development, either of these two stages. We work with them to address contemporary problems or innovate by challenging the traditional products in their respective domains.

Q. Your business model seems to have similarities with startup accelerators? Please comment.

A. We are considerably diverse from startup accelerators on two fronts. We are investing our time and effort in developing the product for the startups rather than just filtering companies and funding them with seed capital. And the second and rather critical element is, as we have said earlier, is that, because we consider ourselves as the cofounders, for one problem area, we work with one entrepreneur only. That is a very differentiating factor of Xelpmoc.

Q. What is your final message to shareholders?

A. It has been two years since we got listed, and we continue to be pleasantly surprised by the investor feedback received to date. I request our shareholders to maintain their support as we aim to transform the nature of startups in India and internationally without sacrificing the degree and quality of technology deployed. We are highly idealistic by nature in focusing on the pinnacle of our field by consistent hard

Differentiating factor of Xelpmoc



Investing our time and effort in developing the product for the startups rather than just filtering companies and funding them with seed capital



Working with only one entrepreneur in one problem area (domain)

work rather than being one-off successes. We continue focusing on our endeavour to outperform the market through a calibrated risk-reward strategy. This we completely believe that can be achieved only through consistent execution.

on track with our plan



Dear Shareholders,

It is a privilege to reach out and provide you with financial insights.

I am pleased to inform you that we have maintained our business momentum while focusing on long-term operations. We are on track with our execution plan, which is centred on identifying targets in industries that correspond with our Health, Education, Agriculture, Livelihood (HEAL) approach.

This approach has yielded dividends both in terms of our financials and our investments. I am happy to share that our revenues

increased by 73% to ₹ 140.5 million. We also reported our first-ever profitable year with a positive operating EBITDA excluding ESOP of ₹ 46 million and a net profit of ₹ 40.8 million post an ESOP charge of ₹ 10.4 million. The fair value of our investments increased to ₹ 476.7 million as at 31st March, 2021 as against ₹ 349.4 million as at 31st March, 2020.

The said financial performance was led by client orders and the execution of new projects. We also added several new clients bringing the total number of clients served to 47, to date.

The key highlight I would like to bring to your attention is the Newport Asia Investment in Xelpmoc. I would like to thank Newport Asia for having faith in Xelpmoc's mission to become an international tech evangelist. With Newport's global network and research, we will invest in the augmentation of our senior management team and our overseas business expansion.

Now I would like to touch upon the financial outlook for FY2022. We expect our portfolio companies to have more momentum because they focus on previously uncharted areas of the economy.

Our key investments, including 4TiGO Network Logistics, Mihup, and Slate, are projected to enter the next stage of development. Along with these, we are also optimistic about our recent investments in educational technology, which we believe will pay off in the long run.

I thank you for your support and look forward to your continued association in the years to come.

Srinivas Koora

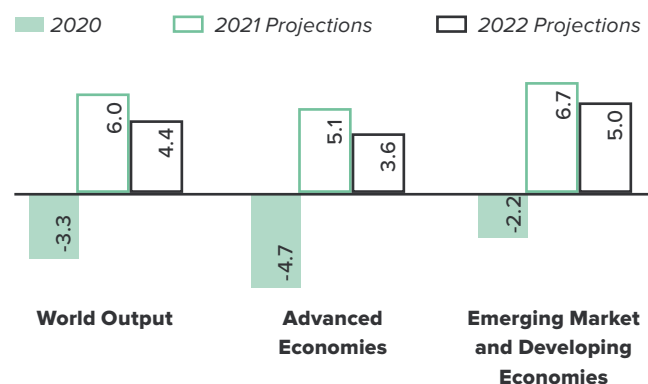
Management Discussion and Analysis



GLOBAL ECONOMY

Global economy started the year 2020-21 with deep into pandemic and pandemic led lockdowns. After more than a year into pandemic, global economy witnessed an unprecedented contraction of 3.3% (IMF) in year 2020. This contraction could have been even far bigger without extraordinary policy support. However, as we approach the year 2021, a path out of this health and economic crisis is becoming more apparent. We now have several vaccinations that can reduce the seriousness and incidence of infections thanks to the scientific community's inventiveness. International Monetary Fund (IMF) is projecting a stronger recovery in 2021 and 2022 for the global economy, with growth projected to be 6% in 2021 and 4.4% in 2022. However, the challenges ahead for global economy are unemployment, depressed economic activities, and incomes in some parts of the world while inflation and hardening bond yields in other parts of the world. We expect acceleration in economic activities in coming months supported by monetary support and fiscal stimulus and faster vaccination process.

WORLD ECONOMIC OUTLOOK (IN %)



Source: International Monetary Fund (IMF)

INDIAN ECONOMY

In sync with global economy, Indian economy was also severely impacted by pandemic. As per estimates of National Statistics Office (NSO), real GDP contracted by 7.3% in FY21, with some recovery witnessed in the latter half of FY21.

For FY22, Indian economy is expected to show strong growth supported by fiscal and monetary measures of RBI and government, respectively. The RBI has projected an impressive 9.5% growth rate for India in FY22, one of the highest among the major economies.

INFORMATION TECHNOLOGY (IT) INDUSTRY

Global Information Technology Industry was one of the few sectors which were relatively less impacted by pandemic. As per Gartner's forecast, global IT spending witnessed

2.2% decline in year 2020 as enterprises rationalised their spending on 'mission critical' infrastructure and resources during pandemic. However, worldwide IT spending is projected to total \$4.1 trillion in 2021, a growth of 8.4% from previous year and \$4.3 trillion in 2022, a growth of 5.5% YoY.

WORLDWIDE IT SPENDING FORECAST

| Millions of U.S. Dollars | 2020 | | 2021 | | 2022 | |
|--------------------------|------------------|-------------|------------------|------------|------------------|------------|
| | Spending | Growth % | Spending | Growth % | Spending | Growth % |
| Data Center Systems | 219,940 | 2.3 | 236,806 | 7.7 | 247,513 | 4.5 |
| Enterprise Software | 466,647 | -2.1 | 516,872 | 10.8 | 571,725 | 10.6 |
| Devices | 663,223 | -6.9 | 755,798 | 14.0 | 778,949 | 3.1 |
| IT Services | 1,021,187 | -1.8 | 1,112,626 | 9.0 | 1,193,461 | 7.3 |
| Communication Services | 1,386,471 | -0.7 | 1,450,444 | 4.6 | 1,504,743 | 3.7 |
| Overall IT | 3,757,468 | -2.2 | 4,072,547 | 8.4 | 4,296,391 | 5.5 |

Source: Gartner (April 2021)

Management Discussion and Analysis

Indian Information technology Industry is expected to grow faster than its global peers after witnessing a 7.1% decline in year 2020. Gartner predicts IT spending of US \$92.9 billion

in 2021, a growth of 7.3% and US \$98.6 billion in 2022, a growth of 6% year on year. This growth is mainly driven by Enterprise software and IT services.

INDIA IT SPENDING FORECAST

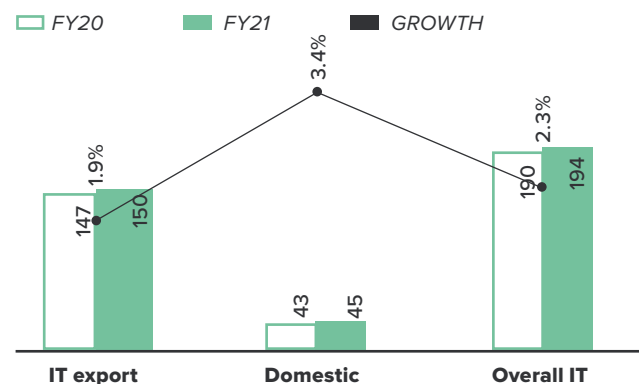
| Millions of U.S. Dollars | 2020 | | 2021 | | 2022 | |
|--------------------------|---------------|-------------|---------------|------------|---------------|------------|
| | Spending | Growth % | Spending | Growth % | Spending | Growth % |
| Data Center Systems | 3,412 | -8.1 | 3,559 | 4.3 | 3,607 | 1.3 |
| Enterprise Software | 6,807 | 2.3 | 7,713 | 13.3 | 8,534 | 10.6 |
| Devices | 32,213 | -15.2 | 34,692 | 7.7 | 37,080 | 6.8 |
| IT Services | 15,419 | 0.05 | 16,793 | 8.9 | 18,090 | 7.7 |
| Communication Services | 28,736 | -1.4 | 30,167 | 4.9 | 31,239 | 3.5 |
| Overall IT | 86,587 | -7.1 | 92,923 | 7.3 | 98,551 | 6.0 |

Source: Gartner (April 2021)

India's IT industry plays important role in country's GDP (Gross Domestic Product). As per NASSCOM's estimates, Indian IT industry contributes around 7.7% to country's GDP which is expected to grow to 10% by 2025. This industry has been one of the largest employment generators for many years. As of FY20, the IT industry employed 4.3 million people. The revenue of India's IT & BPM industry was ~US \$191 billion (NASSCOM) in 2020 (domestic-US\$ 44 billion and Export -US\$ 147 billion), which is expected to reach US \$350 billion by 2025. Indian IT industry is one of the few industries which registered a growth during this pandemic phase (NASSCOM estimates 2.3% growth in FY21).

Source:
1: IDC & Statista
2: Statista

INDIA IT INDUSTRY REVENUES



Source: NASSCOM Strategic Review

EMERGING TRENDS IN INFORMATION TECHNOLOGY INDUSTRY

DIGITAL TECHNOLOGY

During the year 2021, Digital Technologies have been discussed and extensively implemented among CXOs and in board rooms. Enterprises have discovered a lesson from pandemic that they need to remain accessible to their customers through non-conventional means; digital technology is one of them. Contactless operations, customer engagement and employee experience are the need of hour. Organisations are building their capabilities, infrastructure and reinventing their business models to incorporate digital practices. As per NASSCOM's estimates 28- 30% of industry's revenue was recorded for digital in India.

DATA ANALYTICS

With fast adoption of technology and increasing use of digital technology, it is expected to result in a big data explosion in the near future. 149 zettabytes of data are expected to be generated by 2024¹, most of this would be unstructured. With increasing use of social media, digital communication, google search and mobile devices, this enormous data generation is going to offer substantial value for enterprises. This offers an opportunity to create business models based on consumers data/enterprises data.

Companies are monetizing data for a variety of reasons, including internal operations enhancement and new external revenue streams. Internal data monetization allows them to gain a better understanding of their consumers, giving them a competitive advantage, while external data monetization models differ in terms of consumer value effect, analytics complexity, and revenue potential.

It is estimated that by 2027, data-driven revenue for software and services will reach US\$ 103 billion², registering a compounded growth of 10.5%.

ARTIFICIAL INTELLIGENCE (AI)

AI has been in existence for at least half a century. Initially, it was in a very primitive stage, but as the world's attention switched to it, post 2014, and saw its promise, it has progressed by leaps and bounds.

Management Discussion and Analysis

However, the post-pandemic age has only barely begun in 2021, and the relevance of AI has already multiplied several times. AI may be found in a variety of areas, including healthcare, finance, manufacturing, disaster forecasting, and much more.

According to a Fortune Business Insights analysis, the AI market is expected to expand substantially by 2027 to an estimated \$266.92 billion³ in revenue. According to a McKinsey & Company report, 79% of respondents⁴ agree that using AI in marketing and sales has increased their revenue.

INTERNET OF THINGS (IOT)

The Internet of Things (IoT) is a term that describes the process of linking ordinary physical objects to the internet. These objects can be day use household items like fridge, washing machine to complex devices like medical devices, mobile devices, and even large systems like Electricity Grids.

With mass scale deployment of 5G technology, by 2025, the Internet of Things is expected to reach large scale adoption, with approximately 55.7 billion user devices, of which 75% will be connected through an IOT platform.

As per estimates, Global IoT spend is expected to reach US \$1.6 trillion by 2025⁵. Discreet manufacturing, Process manufacturing, transportation, logistic, power utilities etc are highest spending sectors for IoT while consumer electronics, automotive, Healthcare and Life Sciences, Retail & E-commerce, Utilities are fastest growing sectors for IoT spend.

In terms of sectors, it is expected that Health, Education, Agriculture and Livelihood (HEAL) will witness the greatest technology adoption as these are the foundations of the global economy and are in a rapid state of flux driven by both internal and external change. The COVID 19 pandemic has further reinforced the trend for such adoption to prepare for a new world order.

Source:

3: NASSCOM

4: McKinsey

5: Statista.com

7: Grandviewresearch.com

8: uxplanet.org

OPPORTUNITIES IN THE HEALTH, EDUCATION, AGRICULTURE AND LIVELIHOOD SECTORS



HEALTH

Digital health, in its simplest terms, is the use of digital technology to improve health or care delivery.

The health-tech industry comprises of developing wearable gadgets, diagnostics, and medicine delivery solutions; facilitating early diagnosis of genetic conditions through remote therapy; and treating lifestyle-related problems such as stress and anxiety through remote therapy, as well as post-procedure pain alleviation.

However, following COVID-19, it is forecasted that new opportunities will emerge, such as the development of tools to facilitate emergency care and the upgrading of medical infrastructure through technology-based optimization. Wearable gadgets, for instance, might be developed to track health issues. Surgical robots, sensors, remote diagnostics, electronic records, and monitoring systems, among other things, could be developed, as well as a greater integration of AI, robots, and blockchain technologies are on the horizon.

The fundamental approach to medicine is expected to change dramatically in the coming years, with the complete human biology represented as data and patterns. Doctors will increasingly be supported by artificial intelligence, and in the future, a significant portion of cases may be handled entirely by computers, with only the most complex cases requiring medical consultation.

It is forecasted that all the above changes will propel the worldwide healthcare information technology market from an estimated US\$ 74.2 billion⁶ in 2020, to US\$ 167 billion⁶ by 2028 at a CAGR of 10.7%⁶ p.a.



EDUCATION

Education technology ("Edtech") has many different sub-segments within its fold. The first one is where Edtech equips students with learning and training through the use of computers, computer programmes, and educational systems. In the classroom, EdTech can take the form of interactive projection displays, whiteboards, digital note-taking tablets, and student response systems. EdTech can extend outside of the classroom to online educational systems, which allow students to submit work and access course material and papers.

Many of these materials are created with an educational philosophy in mind to ensure that students are acquiring knowledge in a proactive manner. Technology is being designed in a manner to assist students in absorbing the information offered to them.

In the post COVID world, experts believe that digitalization is irreversible and schools and colleges will be modernized. The formal education system will use an accentuated hybrid model using the best of offline and online, which would result in a paradigm shift.

The second is preparation for government exams, contests and other competitive exams for talent pools representing a hitherto underserved market.

The third one is the informal supportive education including skill building exercises, interest building exercises going into more depth, educational software, educational games and subscription systems for magazines.

All these 3 sub-segments are currently rapidly evolving as a result of which EdTech's global market value is predicted to rise from US\$89.07 billion⁷ in 2020 to US\$285.23 billion⁷ in 2027, with a Compound Annual Growth Rate (CAGR) of 18.1%.

Data and patterns

will be used to represent human biology and doctors will be supported by AI

Management Discussion and Analysis



AGRICULTURE

To make food production more sustainable, the world is turning to agriculture technology (AgTech), which uses contemporary technology to increase the productivity, efficiency, and sustainability of traditional food production.

At its basic level technology is used to analyse temperature and soil, rainfall, air humidity, plant moisture, wind speed and solar energy absorption in plants. Other uses are using precision farming, early disaster warning systems and expert advice on agriculture production. Many countries have started using agricultural drones for aiding in the optimization of agriculture operations, crop production, and crop growth monitoring. Farmers can get a better picture of their fields using sensors and digital imaging.

An advanced use is employing advanced analytics and machine learning to examine historical data on crop performance, weather patterns, land use, and other factors to produce underwriting models that are far more accurate than standard risk models in predicting a customer's creditworthiness for loans and insurance premium payable for crops.

The global AgTech market is estimated to be around US\$ 9 billion in 2020 and is expected to grow by 150% CAGR to reach US\$ 22.5 billion by 2025.



LIVELIHOOD

Businesses globally are facing multiple challenges in scaling up their businesses. These include connecting with their customers on a real time basis for business interaction and getting orders. These have propagated in two major forms. One is by way of connecting via virtual chatbots on websites or apps to help engage customers and resolve routine queries. Another is by way of matching businesses with customers on a platform for order fulfilment. An example is a vehicle booking app which helps connect vehicle owners and their customers.

The Micro, Small and Medium Enterprises (MSME) segment represents various underserved opportunities. MSME require help in automating their finances and get financial inputs for business decision making. Technology can help by creating day wise cash flow projections, recommend actions for cash surplus, facilitate credit, tracking sales from order initiation to cash collection and digital payments.

COMPANY OVERVIEW

We provide professional and technical consulting services to corporates and startups through product development, data science, and analytics. These are built through an intricate focus on Artificial Intelligence and Machine Learning combined Natural Language Processing and Data Analytics.

We are an innovation catalyst for all sectors, with a focus on the corporate sector and, the startup industry, and we look at pioneering solutions for the next 700 million Indians. These solutions, in turn, have the potential to reach the next 3.5 billion world citizens in Africa, Southeast Asia, and other similar socio-economic geographies like India. We primarily focus on the basic sectors of Health, Education, Agriculture and Livelihood (HEAL). We began with this section as a vital need of the country that will arise at some point in the future.

We have high-powered systems and processes, and talented employees who are idealistic in nature. We work with start-ups similar to a co-founder, and also with corporates on new initiative areas almost as an equal partner, to ensure that they get the best technology and processes for them to take on global challenges.

THE SCIENCE BEHIND PROVIDING OUR OFFERINGS

Problem recognition

We look at a challenge from a variety of perspectives in order to gain a better perspective of it.

Comprehensive study

We examine at the fundamental data sets to see if there are any statistical patterns within the same stack.

Machine learning model

We emphasize the information collection points, accuracy, and source of evidence to arrive at the Machine Learning model.

OUR COMPETITIVE STRENGTHS

Comprehensive services and support

Technology products and platforms, integration solutions, and managed services are among our end-to-end technology-based products, services, and solutions. Since our inception, we have expanded our services to include data science, query optimization, and swift iteration services. We help government agencies modernise their technological applications, as well as entrepreneurs build their businesses.

Accessibility to subject matter experts

We leverage our founders' and senior management's skills and experience in a variety of industries, including financial services, retail, and media and entertainment. This is complemented by subject matter experts from various sectors sharing their expertise. We have built a network of independent subject matter experts that work with us as consultants in various industries, advising our clients on the need for specific types of technology and data-driven services, as well as our ability to deliver such services.

Organization structure that optimizes customer experience

Our business is organised around solution offerings. Regardless of the project's location, clients can access the full range of services we offer, as well as the expertise within those service verticals. To establish long-term customer connections, we focus on developing relationship-based interactions between our key personnel and our clients. Because we can leverage our common expertise and resources to provide numerous services to each customer, our integrated platform of services allows us to keep development and maintenance costs low for our clients.

Experienced leadership and an entrepreneurial mindset

Our leadership team has worked at senior management levels at established firms across a variety of industries, and they play a key role in establishing a culture of innovation, entrepreneurship, and teamwork inside our organisation. We have also created initiatives to identify and develop future leaders from within our organization.

OUR GROWTH STRATEGIES



Partnering with government and corporates

We have executed projects for several corporates and government departments in the recent past in the areas of fraudulent data identification, website and app optimization and supply chain management. We expect to leverage on our successes and continue to engage with such clients for higher value added projects.

Partnering with like minded, high quality entrepreneurs

We act as a Technology co-founder for the startups that we partner with. We help them design and develop their technology aspect of their products. We also help in reaching out to large enterprises for marketing their products as we expect that most of our startups have the capability to serve the needs of the next 700 million of India's populace. We have had several success stories in past and expect to partner with such like minded entrepreneurs in in the forthcoming future.

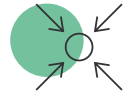


Focus on the Health, Education, Agriculture and Livelihood (HEAL) stack

We have identified the HEAL sectors as the key to India's growth. On account of the pandemic, we are seeing a lot of renewed interest in these sectors as these form the foundation of Indian economy. We expect technology to play a vital role to unlock the potential of these sectors.

Expand our domain expertise and improve our technology capabilities

We continue to invest in AI, deep learning and data science. We plan to enhance our domain experience and technology skills by identifying industries with high growth potential and recruiting industry professionals in those sectors who can offer value to our goods and solutions and help us obtain market credibility.



Enhance our business into new markets

We expanded our business beyond India to the markets of UK, Asia Pacific and USA in FY2021. Our Board of Directors have approved incorporation of a subsidiary in UK for the purpose of promoting our business at a global level. Our investment in our wholly owned subsidiary, Signal Analytics Private Limited will serve as a platform for developing and investing in the education segment at a global level. We have also invested into Learning Hats, a Singapore based company for developing state of the art technologies in education for Asia Pacific and Catailyst Inc., a USA based company focused on providing a platform for a unified dataset of drugs. By transitioning from a services provider to an integrated enterprise-wide solutions provider with management level decision support solutions, we plan to increase the amount of business from clients with a global presence. Furthermore, we also expect to execute our broad strategy of extending our business outside of India by cross-selling add-on solutions to our existing worldwide client base.



OPERATIONAL PERFORMANCE

At the end of FY21 we had served 47 clients as compared to 41 in FY20 and had 93 and 104 team members respectively. The reduction was mainly in the number of interns. We added clients from across the globe including USA, UK and Singapore during the FY21. These clients are in various sectors including project management, education, financial services and building materials.

We undertook new investments in Femmevista Technologies, Catailyst Inc., Learning Hats and additional investments were made in One Point Six Technologies and KidsStopPress during the year.

FOCUS ON EDTECH

The current EdTech companies have a low student activation ratio indicating that learners are seeking more meaningful engagement. We aim to create an environment where the students can learn in a conducive manner. Xelpmoc believes that a separate and independent structure will empower education focused entrepreneurs to deliver a superior and innovative solution for students. With this in mind, we have invested in Signal Analytics Private Limited, a wholly- owned subsidiary. Signal will serve as a fulcrum for developing and investing in edutainment technology, including related content, infotainment activities for kids, QFX, gaming, and subscription marketing of our core non-specific IP. The fulcrum will represent a data analytics-based system that manages subscriptions and related content while also investing in B2C startups for co- creating kids' relevant products.

Signal's philosophy is to produce the right fit content, driving innovative engagement, and offer tactile learning methodology. Signal would be using all three formats-voice, vernacular, and video to help drive the learning curve of the students.

We believe it takes about 6-7 years for an investment to attain its full potential and be profitable. The management intends to recoup its investments within a reasonable time frame. We have development centres in Bengaluru and Kolkata that serve as the foundation for our design and technology development.

Management Discussion and Analysis

We have witnessed a rapid growth in revenue from operations. Our revenue from operations increased by 73.2% for FY21 to ₹140,489.02* as compared to ₹81,113.29* in FY20. We recorded our first ever profitable year of operations with a bottomline of ₹40,787.45* on the back of lower employee costs and operating leverage.

OUTLOOK

We expect our portfolio companies to have more traction because they focus on previously untapped parts of the market. Our most important investments, such as 4TiGO Network Logistics, Mihup, and Slate, are projected to enter the next stage of development. We are also optimistic about our recent investments in educational technology, which we believe will pay off in the long run. We retain our cautiously optimistic attitude despite the current difficult conditions, which are limiting our capacity to recruit new clients.

Next stage of development for our most important investments, such as 4TiGO Network Logistics, Mihup, and Slate

COVID19 AND XELPMOC

As a new age corporation, Xelpmoc worked promptly to mitigate the impact of COVID19. We already have a backup storage site for both our own as well as clients' data. This was constantly tested to verify that it could be accessed and used from remote areas. Even in normal conditions, our small size and lean team strength meant that we were guiding the staff toward a Work from Home ethos, which was enforced during the lockdown. Client engagements were also done online prior to the lockdown, thus we were able to continue working without any interruptions or revenue loss. We are carefully monitoring the dynamic scenario on a real time basis and expect no major impact on account of the pandemic.

FINANCIAL PERFORMANCE

(₹ in 000's)

| | Standalone | | Increase/ decrease % | Consolidated | | Increase/ decrease % |
|----------------------|-------------|-------------|-------------------------|--------------|-------------|-------------------------|
| | FY21 | FY20 | | FY21 | FY20 | |
| Net sales | 1,40,489.02 | 81,113.29 | 73.2 | 1,40,489.02 | 81,113.29 | 73.2 |
| Other income | 11,386.35 | 12,865.53 | (11.5) | 11,386.35 | 12,865.53 | (11.5) |
| Finance cost | 516.84 | 803.34 | (35.6) | 516.84 | 803.34 | (35.6) |
| Profit before tax | 40,992.81 | (20,711.15) | NA [#] | 41,319.61 | (21,133.80) | NA [#] |
| Profit after tax | 40,460.65 | (21,308.74) | NA [#] | 40,787.45 | (21,731.39) | NA [#] |
| EPS- Basic (in ₹) | 2.95 | (1.55) | NA [#] | 2.98 | (1.59) | NA [#] |
| EPS – Diluted (in ₹) | 2.94 | (1.55) | NA [#] | 2.97 | (1.59) | NA [#] |

(₹ in 000's)

[#]Not applicable since previous year's number are negative

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KEY FINANCIAL RATIOS

| Particulars | FY21 | FY20 |
|-----------------------------|--------|-------|
| Operating profit margin (%) | 28.82* | NA |
| Net profit margin (%) | 26.86 | NA |
| Interest coverage ratio | NA | NA |
| Debtors turnover days | 76.27 | 44.67 |
| Current ratio | 13.86 | 9.76 |
| Debt equity ratio | 0.00 | 0.03 |
| Return on net worth (%) | 10.70 | NA |

*Adjusted Operating profit margin is after excluding ESOP of 104 lakhs

- Operating Profit Margin increased due to increase in revenues and decrease in employee benefit expenses.
- Net Profit Margin increased due to increase in revenue, decrease in employee benefit expenses, lower finance costs and depreciation.
- Company has availed no loans. Accordingly, Interest Coverage Ratio is not applicable.
- Increase in Debtors Turnover Days is due to certain projects which were completed and executed towards the end of fiscal 2021 for which realisation has taken place subsequently.
- Increase in Current Ratio is due to increase in trade receivables, unbilled revenue, cash and bank balances and decrease in trade payables and lease liabilities. Unbilled revenue increased on account of certain projects which were completed and executed towards the end of fiscal 2021 for which realisation has taken place subsequently. Similarly, trade receivables have been subsequently realised.
- Debt Equity Ratio is not applicable since there is no debt.
- Return on Net Worth increased due to increase in revenue and decrease in operating expenses.

RISK MANAGEMENT

The Board of Directors reviews the Company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Managing Director, is responsible to proactively manage risks with appropriate mitigation measures and implementation thereof.

Below are some of the key threats, risks and concerns in our business:



MARKET RISK

Volatility in the local and global economy, political uncertainty, and changes in government regulations could all have an impact on the technology business. A downturn in the industry could have a negative influence on the Company's operations. The Company intends to extend its footprint and client base across numerous geographies and industries in order to mitigate market-specific risks.

COMPETITION RISK

The company competes in a highly competitive industry with a rapidly growing number of players. Companies must adopt new technologies and build enriching applications for clients to stay ahead of the competition. The Company's activities are characterised by strong subject expertise, innovative technology capabilities, and compelling customer-focused solutions, allowing it to outlive the competition.

TECHNOLOGY RISK

Organizations will be driven to embrace futuristic technology to promote efficiencies as a result of rapid technical advancements, altering business models, and newer software and product launches. The ability of a technology service organisation to provide significant solutions for its customers will determine its success. To mitigate this risk, the Company is working to improve its services and offerings in response to changing industry demands. To mitigate this risk, the Company is working to improve its services and offerings in response to changing industry demands.

TALENT RISK

The technology industry may face a significant workforce shortfall. Human capital is the Company's most valuable asset at Xelpmoc. Recognizing its critical role in achieving success, the Company aims to create a pleasant and inclusive atmosphere while also providing benefits to its employees. It fosters an environment of creativity and entrepreneurship within the company and provides training and development opportunities for employees.

HUMAN RESOURCES

People excellence, according to Xelpmoc, is a powerful enabler of corporate growth. As a result, the Company is dedicated to fostering an environment that promotes employee growth while also achieving the organization's goals. Employees can get the necessary skills and knowledge through a variety of learning and development programmes. The Company's HR policy is focused on attracting, hiring, training, and retaining the best employees possible to ensure best-in-class performance. A strong emphasis is placed on cultivating a culture that values diversity, inclusion, innovation, compassion, and respect. Furthermore, through employee engagement events and competitive incentives, the Company aims to instil passion in its employees and keep them engaged. The company had a total of 93 workers and interns as of March 31, 2021.

Strong emphasis

is placed on cultivating a culture that values diversity, inclusion, innovation, compassion, and respect

INTERNAL CONTROLS

Internal control systems and a systematic internal audit process have been implemented with the goal of safeguarding the organization's assets and ensuring the integrity and reliability of accounting and other operational data. The internal audit will be carried out and conducted by a firm of Chartered Accountants. The Audit Committee of the Board of Directors receives reports from the external Chartered Accountant firm. Similarly, as a crucial operational control, we maintain a monthly business review system in which the performance of units is evaluated and corrective action is taken. We also have a capital expenditure control mechanism in place to authorise the investment in new assets and projects. The responsibility for completing the projects on time and within the specified budget is established.

The Audit Committee and Top Management are kept informed of the internal audit findings on a regular basis, and Top Management is kept informed of the actions taken in response to the internal audit reports.

The Audit Committee examines the Company's financial accounts on a quarterly, half-yearly, and annual basis.

The section on corporate governance in the Annual Report includes a thorough remark on the functioning of the Audit Committee and the other Board Committees. Throughout the year, we conducted a thorough examination of internal financial controls. The findings were satisfactory, and suggestions for improvement were taken into consideration and implemented. Policy guidelines and Standard Operating Procedures (SOPs) are modified as needed to stay up with changing corporate needs.

Corporate Information

BOARD OF DIRECTORS

Mr. Tushar Trivedi (DIN: 08164751)

Chairman (Independent and Non-Executive Director)

Mr. Sandipan Chattopadhyay (DIN: 00794717)

Managing Director and Chief Executive Officer

Mr. Srinivas Koora (DIN: 07227584)

Whole-time Director and Chief Financial Officer

Mr. Jaison Jose (DIN: 07719333)

Whole-time Director

Mr. Premal Mehta (DIN: 00090389)

Independent and Non-Executive Director

Mrs. Karishma Bhalla (DIN: 08729754)

Independent and Non-Executive Director

Mr. Soumyadri Bose (DIN: 02795223)

Non-Executive and Non-Independent Director

Mr. Pranjal Sharma (DIN: 06788125)

Non-Executive and Non-Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. Vaishali Kondbhar

EXTERNAL COMPANY SECRETARY

VKMG & Associates LLP,

Company Secretaries,
Mumbai

STATUTORY AUDITORS

M/s. JHS & Associates LLP

Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Private Limited
Selenium Tower B,
Plot No. 31&32 Financial District,
Nanakramguda, Serilingampally Mandal, Hyderabad – 500
032, Telangana.
Phone: +91-40-6716 2222,
Fax: +91-40-2343 1551,
Toll Free No.: 1800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

REGISTERED OFFICE

#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala,
Bengaluru – 560 034
Tel: +91 80 4370 8360
Email: vaishali.kondbhar@xelpmoc.in

BANKERS

Axis Bank Limited

Notice

NOTICE is hereby given that the 6th Annual General Meeting (“AGM”) of the Members of Xelpmoc Design and Tech Limited (the “Company”) will be held on Thursday, September 30, 2021 at 3:00 p.m. through Video Conferencing / Other Audio Visual Means (“VC/OVAM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Pranjal Sharma (DIN: 06788125), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve annual remuneration of Mr. Soumyadri Bose (DIN: 02795223), Non-Executive and Non-Independent Director and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company in pursuance of the power conferred on the Committee and Board vide special resolution dated February 19,

2020, approval of the Members of the Company be and is hereby accorded for payment of annual remuneration by way of corporate strategy and advisory fees to Mr. Soumyadri Bose (DIN: 02795223), Non-Executive and Non-Independent Director of the Company, in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution.”

4. Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62 of Companies Act 2013 read with the Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), Regulation 6(3) (d) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,

2021, the enabling provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other rules, regulations and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, consent of the members of the Company

be and is hereby accorded for grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2020 to Mr. Srinivas Kollipara, Group President - Startup Ventures upto 1,65,000 Options in one or more tranches, during any one year which may equal to or exceeding 1% of the issued capital of the Company at the time of grant of option;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors
Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary

Place: Mumbai
Date: 14.08.2021

Registered office:
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st A Cross,
5th Block, Koramangala, Bengaluru – 560034
Tel.: 080 4370 8360 Website: www.xelpmoc.in
Email: vaishali.kondbhar@xelpmoc.in

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NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (**“Act”**) read with Secretarial Standard on General Meetings (**“SS-2”**) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**“Listing Regulations”**) setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting (**“AGM”**) is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the meeting as required under Regulation 36 (3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (**“MCA”**) vide its General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020, (collectively referred to as **“MCA Circulars”**) has introduced certain measures enabling companies to convene their AGM through Video Conferencing (**“VC”**) or Other Audio Visual Means (**“OAVM”**) and also send Notice of the Meeting and other correspondences related thereto, through electronic mode. The deemed venue for AGM shall be registered office of the Company. Further, the Securities and Exchange Board of India (**“SEBI”**) also vide circular SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (**“SEBI Circular”**) has dispensed with the requirement of printing and dispatch

of Annual Report to shareholders. In compliance with the said requirements of the MCA Circulars and SEBI Circular, the AGM of the Company is being convened and conducted through VC / OAVM.

3. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the registrar and share transfer agent of the Company (**“Registrar and Share Transfer Agent”**) or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2021, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) as on Friday, September 3, 2021 and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also be hosted on the website of the Company at www.xelpmoc.in and will also be available on the website of KFin Technologies Private Limited (**“KFinTech”**), its Registrar & Share Transfer Agent at

<https://evoting.kfintech.com> and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.

4. Members who have not registered their e-mail addresses are once again requested to register the same for receiving the notices, annual reports and other documents/ communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a Company to provide an advance opportunity at least once in a financial year to the Members to register his / her e-mail ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in **“E-communication Registration Form”** annexed to the Annual Report as well as available on the Company’s website at <https://www.xelpmoc.in/investorrelations>.

Further, in terms of MCA Circulars, the Company has made special arrangements with KFinTech for temporary registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the link given in instruction part of this Notice. Accordingly, the Company shall

send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circulars, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically.

5. The Company has enabled the Members to participate at the AGM through the VC / OAVM facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation at the AGM through VC / OAVM by members are given in instruction part of this Notice.
6. As per the provisions under the MCA Circulars, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of KFin Technologies Private Limited, Registrar and Share Transfer Agents to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through

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- remote e-voting and e-voting system (“Insta Poll”) during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC / OAVM.
9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“Insta Poll”) during the meeting while participating through VC / OAVM facility.
 10. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“Insta Poll”) at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system (“Insta Poll”) at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 11. Voting rights of the members (for voting through remote e-voting or e-voting system (“Insta Poll”) at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 23, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“Insta Poll”) at the AGM.
 12. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf. Since the AGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 13. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, 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 authorized representative(s), to the Company at vaishali.kondbhar@xelpmoc.in with a copy to evoting@kfintech.com and / or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ EVENT NO”. Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM.
 14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 15. Due to the Covid-19 pandemic and/or state-wide lockdown, all relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM or a member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for relevant documents as referred to in the Notice and Explanatory Statement. Once the situation is normalized and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.
 16. Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company’s Registrar and Share Transfer Agent viz; KFin Technologies Private Limited for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
 17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a. Change in their residential status on return to India for permanent settlement;
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
 18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
 19. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company’s Registrar and Share Transfer Agent viz; KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
 20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

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21. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz KFin Technologies Private Limited at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032 or call on 040-6716 2222 or Toll Free no.: 1-800-309-4001 or Email on einward.ris@kfintech.com. Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other requisite documents shall be made available only in electronic form for inspection during the Meeting through VC / OAVM which can be accessed at <https://emeetings.kfintech.com>.
23. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Pranjal Sharma (DIN: 06788125), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.
24. Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Thursday, September 23, 2021 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin Technologies Private Limited from a place other than the venue of the Meeting (remote e-voting).
- The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Sunday, September 26, 2021 and end of remote e-voting: Up to 5.00 p.m. (IST) on Wednesday, September 29, 2021.
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.
25. The Board of Directors has appointed Mr. Manish Rajnarayan Gupta or falling him Mr. Vijay Babaji Kondalkar, partners of M/s VKMG & Associates LLP, Practicing Company Secretaries as the **"Scrutinizer"** for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.
26. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
27. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.xelpmoc.in and on the website of KFinTech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. Considering the Covid-19 pandemic and resultant restrictions / lockdowns introduced by state governments and statutory, regulatory and other administrative authorities, only in the event that the situation normalizes, the result will be displayed on the notice board of the Company at its Registered Office.
28. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2020-2021.
29. In case of any general queries or information regarding the Annual Report, the Members may write to vaishali.kondbhar@xelpmoc.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vaishali.kondbhar@xelpmoc.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
30. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at www.xelpmoc.in.
31. As the AGM is being held through VC / OAVM, the route map is not annexed to this Notice.

E-VOTING AND E-AGM INSTRUCTION

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (**"Act"**), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"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 KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on **"e-Voting facility provided by Listed Companies"**, 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.

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- iii. Individual demat account holders would be able to cast their vote without having to register again with three-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 at 9.00 AM IST on Sunday, September 26, 2021 and ends at 5.00 PM IST on Wednesday, September 29, 2021. The remote e-voting module shall be disabled for voting thereafter.
- 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. Thursday, September 23, 2021.
- 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. 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 e-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 KFin system to participate in e-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>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 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. 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. |

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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://emeetings.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) xxxx, 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 mandatory 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., ‘Xelpmoc Design and Tech Limited - AGM” and click on “Submit”.

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- 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 Company at email id vaishali.kondbhar@xelpmoc.in with a copy marked to 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 Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:
- Members who have not registered their email address and in consequence the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM Annual Report and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- 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.**
- 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.
 - facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
 - 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.
 - 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 / may send their queries / question if any pertaining to the accounts and operations of the Company in advance at least seven day before the meeting by mentioning their name, demat account number / folio number, email id, mobile number at vaishali.kondbhar@xelpmoc.in so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
 - The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system “insta poll” available during the AGM. E-voting “insta poll” 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 e-voting “insta poll” 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. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve 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 open during the remote e-voting period from Sunday, September 26, 2021 (9.00 AM IST) to Wednesday, September 29, 2021 (5.00 PM IST). 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. **Post your Question:** The Members who wish to post their questions prior to 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, select ‘Post Your Question’ option which will be opened from during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system (“Insta Poll”) during the meeting, 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. Raghunath Veedha, Deputy Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at raghu.veedha@kfintech.com or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFinTech 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 Thursday, September 23, 2021 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. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the Annual General Meeting
- VI. In case a person 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.
- VII. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- VIII. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3:

Mr. Soumyadri Bose has a bachelor's degree in electrical engineering and a master's degree in business management. He is Business leader, Strategic Advisor and Investor. He has successfully led businesses that were either new, or suffered flat growth, and were indeed cases for scale and turnaround. He is a strategic thinker who connects seemingly unconnectable dots and creates profitable and sustainable ventures. However, his foremost strength is with people. A firm believer in servant-leadership, he has built, worked with, and led highly dispersed and diverse teams across four continents, and numerous nationalities.

He has over 32 years of global executive experience with Siemens, Dassault Systemes and Hewlett Packard. Lately, he has co-founded GoFar – an innovation-technology company based out of Singapore, with operations across Asia, Europe and Africa. GoFar aims to meaningfully

better the lives of the next 500 million people globally. Independently as a board member, Suman consults organisations on their growth and operating strategies, globalisation, market-entry, product-services portfolio rationalisation, and application of critical technologies. Suman is actively engaged with impact projects and funds, working around the frameworks of the Environmental, Social and Governance (ESG), the UN Sustainable Development Goals 2030 (SDG 2030), and related global initiatives in areas of health, education, environment, agriculture and livelihood. He also serves as a trustee of a school for the underprivileged children in the Himalayan foothills.

The Members of the Company, on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, vide special resolution dated February 19, 2020 appointed Mr. Soumyadri Bose as a Non-Executive and Non-Independent Director of the Company w.e.f. February 20, 2020, on such terms and condition including remuneration as mentioned below:

| Sr. No. | Particular | Details |
|---------|--------------------------------------|--|
| 1. | Corporate Strategy and Advisory Fees | Corporate Strategy and Advisory Fees upto ₹ 2,50,000/- for a period of 3 years from the date of his appointment based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and which may exceeds from ₹ 2,50,000/- upto to such limit as specified in Schedule V of the Companies Act, 2013, based on the performance as stated above, subject to approvals of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company. |
| 2. | Sitting Fees | No sitting fees shall be paid for attending meeting of the Board or any committees thereof. |
| 3. | Stock Options | upto 67,155 options in one or more tranches in any financial year and/or in aggregate. |

The Company is immensely benefiting the expertise of Mr. Soumyadri Bose as Core Strategist in business development and the impact of which can easily seen from the quarterly results of the Company. Currently, the Company is paying Corporate Strategy and Advisory Fees upto ₹ 4,40,000/- per month based on his performance, as approved by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company. Further Corporate Strategy and Advisory fees payable to him may cross the limit specified Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is in the interest of the Company to take the approval by way of Special Resolution, which will empowers Board to pay Corporate Strategy and Advisory fees which may exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, hence pursuant to Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members of the Company is being sought.

Due to the Covid-19 pandemic and / or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents pertaining to aforesaid resolution will be made available for inspection by the Members through electronic mode upto the date of the AGM and at the AGM and any Member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for the same. Once the situation is normalised and / or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

Save and except Mr. Soumyadri Bose and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in item no. 3 of the Notice.

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The Board recommends the resolution set forth in item no.3, as a Special Resolution for the approval of the Members.

ITEM NO. 4

Mr. Srinvas Kollipara appointed as a Group President - Startup Ventures. He has almost 30 years of international experience in product strategy, product management & BD, his true passion is helping startups to scale and creating thriving powerful communities, especially around innovation. He is known as the Founder of T-Hub, India's best-known startup engine in Hyderabad, that currently runs India's largest incubator; a leading Corporate Innovation division that runs programs for the likes of Boeing, Facebook, United Technologies, HSBC etc; and international Market Access programs that help startups go global. A thought-leader with in-depth knowledge of the startup ecosystem, He has successfully built a strong global community that includes startups, incubators & accelerators, investors, corporates, Govt organizations and others.

He is a Member of the CII National Startup Council, Board Member of GEN Space, on the S. Asia Advisory Board for the Dalai Lama Center for Ethics at MIT, and advisor to several governments & organizations on building startup ecosystems.

Considering the skills, knowledge, background, seniority, experience and expertise of Mr. Srinivas Kollipara for growth and expansion of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on August 14, 2021, has decided to grant of 1,65,000 Stock Options, in one or more tranches, under Xelpmoc Design and Tech Limited ESOP Scheme 2020 to Mr. Srinivas Kollipara, during any one year, which may equal to or exceeding 1% of the issued capital of the Company at the time of grant of option and hereby recommended to the shareholders of the Company for their consideration and approval.

In view of Regulation 6(3)(d) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Board recommends this Special Resolution set out at item no.4 for the approval of Members.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents pertaining to aforesaid resolution including copy of ESOP Scheme will be made available for inspection by the Members through electronic mode upto the date of the AGM and at the AGM and any Member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for the same. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4, as a Special Resolution for the approval of the Members.

By Order of the Board of Directors
Xelpmoc Design and Tech Limited

VaishaliKondbhar
Company Secretary

Place: Mumbai
Date: August 14, 2021

Annexure to the Notice

Details of the Directors seeking re-appointment as Director liable to retire by rotation in the forthcoming Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE - A

| | |
|---|---|
| Name of the Director | Mr. Pranjal Sharma |
| DIN | 06788125 |
| Date of Birth | 19-09-1970 |
| Age | 52 Years |
| Date of First Appointment on the Board | 20-02-2020 |
| Qualification | Mr. Pranjal Sharma has completed graduation in B.A. (Hons.) Economics (Kirori Mal College) from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London. |
| Brief Resume, Experience and Expertise in Functional Area | Mr. Pranjal Sharma is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. He has spent more than 27 years in leadership positions in the media sector including CNBC and Bloomberg. He has been an advisor to government bodies and private enterprises. As an author, he has published and edited several books. The latest one is 'India Automated: How the Fourth Industrial Revolution is Transforming India.' He served on the Global Agenda Council of the World Economic Forum for eight years and is currently a member of its expert network. |
| Number of Meetings of the Board attended during the year | Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2020-21), which is circulated along with this AGM Notice |
| Remuneration last drawn | Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2020-21), which is circulated along with this AGM Notice. |
| Remuneration sought to be paid | Mr. Pranjal Sharma is entitled to receive remuneration by way of Corporate Strategy and Advisory fees upto such limit and on such terms and conditions as approved by the members of the Company vide special resolution dated February 19, 2020. |
| List of Listed Companies and/or Bodies Corporate in which Directorships Held | 1. Association of CFO Welfare India |
| Membership(s)/Chairmanship(s) of the committees of Directors of other Companies | NIL |
| Shareholding in the Company including as a beneficial owner | NIL |
| Relationship with other Directors and Key Managerial Personnel of the Company | There is no inter-se relationship between Mr. Pranjal Sharma & other members of the Board and Key Managerial Personnel of the Company. |



XELPMOC DESIGN AND TECH LIMITED

CIN: L72200KA2015PLC082873

Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru – 560034. Tel.: 080 4370 8360

Website: www.xelpmoc.in Email: vaishali.kondbhar@xelpmoc.in

E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

Pursuant to provisions of Rule 11 of the Companies (Accounts) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company required to provide an advance opportunity at least once in a financial year, to the member to register his / her e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at <https://www.xelpmoc.in/investorrelations>

Let's be part of this 'Green Initiative'!

Best Regards,

Vaishali Kondbhar
Company Secretary

E-COMMUNICATION REGISTRATION FORM

To,

KFin Technologies Private Limited

Unit: Xelpmoc Design and Tech Limited

Selenium Tower B, Plot 31-32,

Gachibowli Financial District,

Nanakramguda, Hyderabad, Telangana – 500 032

Phone No.: +91 40 6716 2222

E-mail: einward.ris@kfintech.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

| Particular | Details |
|---|---------|
| Folio No. / DP ID & Client ID | |
| Name of the First Registered Holder | |
| Name of the Joint Holder(s), (if any) | |
| Registered Address | |
| Email ID (to be Registered) | |
| Signature of the First Registered Holder | |
| Date | |

Notes:

1. On registration / updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company www.xelpmoc.in under the heading "Investor relations" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar - KFin Technologies Private Limited informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.

Directors' Report

Dear Members,

Your Directors have pleasure in presenting their 6th Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended March 31, 2021 (the "Report").

1. FINANCIAL PERFORMANCE

The summarised financial results of the Company for the financial year ended March 31, 2021 are presented below:

(₹ in '000)

| Particulars | Standalone | | Consolidated | |
|--|--------------------|--------------------|--------------------|--------------------|
| | 2020-2021 | 2019-2020 | 2020-2021 | 2019-2020 |
| Revenue from Operations | 1,40,489.02 | 81,113.29 | 1,40,489.02 | 81,113.29 |
| Other Income | 11,386.35 | 12,865.53 | 11,386.35 | 12,865.53 |
| Total Revenue | 1,51,875.37 | 93,978.82 | 1,51,875.37 | 93,978.82 |
| Profit/(Loss) before Interest & depreciation | 46,510.21 | (14,281.51) | 46,837.01 | (14,704.16) |
| Less: Interest | (516.84) | (803.34) | (516.84) | (803.34) |
| Less: Depreciation | (5,000.56) | (5,626.30) | (5,000.56) | (5,626.30) |
| Profit/(Loss) Before Tax | 40,992.81 | (20,711.15) | 41,319.61 | (21,133.80) |
| Add/Less: Deferred Tax | 532.16 | 597.59 | 532.16 | 597.59 |
| Profit/(Loss) After Tax | 40,460.65 | (21,308.74) | 40,787.45 | (21,731.39) |
| Other Comprehensive Income | 92,038.40 | 63,715.33 | 92,038.40 | 63,715.33 |
| Total Comprehensive Income | 1,32,499.05 | 42,406.59 | 1,32,825.85 | 41,983.94 |

Note: The above figures are extracted from the standalone and consolidated financial statements prepared in compliance with Indian Accounting Standards (IND AS). The Financial Statements of the Company complied with all aspects with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

2. STATE OF COMPANY'S AFFAIRS, BUSINESS OVERVIEW AND FUTURE OUTLOOK

On Standalone basis, the Revenue from operations has increased by about 73.20% on annual basis to 140,489.02 thousand in the financial year ended March 31, 2021 as compared to 81,113.29 thousand in the financial year ended March 31, 2020.

On Standalone basis, the Company's Operating Earnings/(Loss) Before Interest, Depreciation and Taxes (EBITDA) margin stands at 25.10% of the operating income in the financial year ended March 31, 2021. The Profit before tax of the current financial year on standalone basis increased by 297.93% to 40,992.81 thousand as compared to loss before tax (20,711.15) thousand for the preceding financial year.

The net profit of the current financial year on standalone basis increased to 40,460.65 thousand as compared to net loss (21,308.74) thousand for the preceding financial year.

During the year, there were no changes in the nature of business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis' (MDA).

3. UTILIZATION OF IPO PROCEEDS

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective from February 04, 2019.

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The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the Company held on 30th September 2020. The details of variation and the utilisation of the unutilised amount of IPO proceeds upon variation of the objects as on March 31, 2021 and as reviewed by the Audit Committee in its meeting held on May 21, 2021 are as under:

| Original objects of the Issue | Projected utilisation of fund as per prospectus | Utilised as per Prospectus as on September 30, 2020 | Unutilised as on September 30, 2020 | Amount altered upon variation of objects and details thereto | Objects of the issue upon variation | Amount available for utilization upon variation | Utilised after variation of objects i.e. from October 01, 2020 till year ended March 31, 2021 | Utilisation upto March 31, 2021 | Unutilised amount as on March 31, 2021 |
|--|---|---|-------------------------------------|--|---|---|---|---------------------------------|--|
| Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad. | 54,875.19 | 1,261.79 | 53,613.40 | 45,000 towards funding working capital requirements of the Company 8,613.40 towards purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore | Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore | 8,613.40 | - | 1,261.79 ¹ | 8,613.40 |
| Purchase of fit outs for new development centers in Kolkata and Hyderabad.* | 40,862.50 | 719.79 | 40,142.71 | 40,142.71 towards funding working capital requirements of the Company | - | - | - | 719.79 ² | - |
| Funding working capital requirements of the Company. | 60,000.00 | 41,677.03 | 18,322.97 | - | Funding working capital requirements of the Company. | 1,03,465.68 | 5000 | 46,677.03 ³ | 98,465.68 |
| General corporate purposes(including savings in offer related expenses) | 45,729.49 | 35,526.93 | 10,202.56 | - | General Corporate purposes(including savings in offer related expenses) | 10,202.56 | 1000 | 36,526.93 ⁴ | 9,202.56 |
| Total | 2,01,467.18 | 79,185.54 | 1,22,281.64 | 93,756.11 | | 1,22,281.64 | 6,000 | 85,185.54 | 1,16,281.64 |

* The above stated object was the original object of the issue and after variation in the objects of issue the aforesaid object has been cancelled.

¹ Utilised before variation of the Objects of the Issue for original object i.e. for purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad.

² Utilised before variation of the Objects of the Issue for original object i.e. i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

³ 41677.03 utilised before variation of the Objects of the Issue and 5000 utilized after variation of the Objects of the Issue.

⁴ 35526.93 utilised before variation of the Objects of the Issue and 1000 utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2021 temporarily invested in debt mutual funds ₹ 115,506.37* (₹ in '000), Fixed Deposit with Bank ₹ 19,999.90 (₹ in '000) and with balance with banks ₹ 1,118.17 (₹ in '000).

* Value stated represents investments which are marked to market as at March 31, 2021.

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4. DIVIDEND

With a view to conserve resources for expansion of business, the Board of Director could not recommend any dividend for the financial year under review.

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 1,000 listed Companies shall formulate a Dividend Distribution Policy. The Company does not come under the category of top 1,000 listed Companies based on the market capitalization, however for Good Corporate Governance practice, the Company has formulated its Dividend Distribution Policy, which is available on the website of the Company and may be viewed at <https://www.xelpmoc.in/documents/Dividend%20Distribution%20policy.pdf>.

5. TRANSFER TO RESERVES

The Company has not transferred any amount of profit to the reserves during the financial year under review. Further, the details of movement in Reserve and Surplus is given in note no. 19 of the Financial Statement.

6. DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details to disclose as required under Rule 8 (5) (v) and (vi) of the Companies (Accounts) Rules, 2014.

7. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has following subsidiary and associate companies as on March 31, 2021:

Signal Analytics Private Limited - Wholly-owned Subsidiary of the Company

During the year under review, the Company has acquired 100% equity shares of Signal Analytics Private Limited, by way of purchasing the said equity shares from its existing shareholders Mr. Srinivas Koora and Mr. Jaison Jose, thereby resulting in the entity became a wholly owned subsidiary of the Company. Further, Sigal Analytics Private Limited, has not yet started its operations.

Madworks Ventures Private Limited – Associate Company

The revenue for the financial year 2020-21 and 2019-20 are Nil and ₹ 4,072/-, respectively and expenses for the financial year 2020-21 and 2019-20 are ₹ 7,30,278/- and ₹ 11,27,729/- respectively. The net loss has decreased from ₹ 11,19,410/- in FY 2019-20 to ₹ 7 28,652/- in FY 2020-21.

During the year under review, the Company does not have any material subsidiary.

Pursuant to requirements of Regulation 16(1) (c) of the Listing Regulations, the Company has formulated “Policy on determining Material Subsidiaries” which is posted on website of the Company and may be viewed at <https://www.xelpmoc.in/documents/Policy%20for%20determining%20Material%20Subsidiary.pdf>

During the year under review, except Signal Analytics Private Limited as stated above, neither any Company has become nor ceased as a Subsidiary or Associate or Joint

Venture. Further, the Company does not have any joint venture company.

8. CONSOLIDATED FINANCIAL STATEMENT

The statement containing salient features of the financial statements of the Subsidiary and Associate Companies in the prescribed format i.e. Form AOC-1 is appended as ‘Annexure-1’ to the Board’s Report. The statement also provides the details of performance and financial position of Subsidiary and Associate Companies. However, looking at the performance of the Subsidiary and Associate Companies, they do not contribute significant in the growth and performance of the Company.

The consolidated financial statement represents those of the Company and its Subsidiary and Associate Companies. The Company has consolidated its statement in accordance with the IND AS 110 – ‘Consolidated Financial Statements’ pursuant to Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

The Audited Financial Statements of Signal Analytics Private Limited and Madworks Ventures Private Limited for the year ended March 31, 2021 are available on website of the Company and may be viewed at <https://www.xelpmoc.in/investorrelations>

9. SHARE CAPITAL

- During the year under review, there were no changes in Authorised and Paid up Share Capital of the Company.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.

- The Company has not issued any sweat equity shares to its Directors or employees, during the period under review.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board as on March 31, 2021 comprised of 8 (Eight) Directors out of which 3 (Three) are Independent Directors, 2 (Two) are Non-Executive & Non-Independent Directors and 3 (Three) are Executive Directors including one Managing Director.

Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO, Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO, Mr. Jaison Jose (DIN 07719333), Whole-time Director and Mrs. Vaishali Kondbhar, Whole-time Company Secretary are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made there under.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of company by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

a. Appointments and Resignations of Directors and Key Managerial Personnel

During the period under review, following changes have been occurred:

- Mrs. Karishma Bhalla (DIN 02795223) was appointed as an Additional and Independent Director of the Company, with effect from August 14, 2020 and her appointment was regularized by the members for a period of 5 (Five)

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consecutive years commencing with effect from August 14, 2020 up to August 13, 2025 at the 5th Annual General Meeting held on September 30, 2020.

- Mr. Srinivas Khoora (DIN 07227584), appointed as a Director liable to retire by rotation at the 5th Annual General Meeting of the members of the Company held on September 30, 2020.
- Mrs. Pratiksha Pingle (DIN 06878382), Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of May 15, 2020.

b. Re-appointment of Key-Managerial Personnel of the Company

- Based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholder at next General Meeting, the Board at their meeting held on May 21, 2021, has approved the re-appointment of Mr. Sandipan Chattopadhyay, as a Managing Director and Chief Executive Officer of the Company, for a period of 3 (Three) years with effect from July 02, 2021 to July 01, 2024.
- Based on the recommendation of Nomination and Remuneration Committee and Audit Committee and subject to approval of shareholder at next General Meeting, the Board at their meeting held on May 21, 2021, has approved the re-appointment of Mr. Srinivas Koora, as a Whole-time Director and Chief Financial Officer of the Company, for a period of 3 (Three) years with effect from July 02, 2021 to July 01, 2024.

- Based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholder at next General Meeting, the Board at their meeting held on May 21, 2021, has approved the re-appointment of Mr. Jaison Jose, as a Whole-time Director of the Company, for a period of 3 (Three) years with effect from July 02, 2021 to July 01, 2024.

Further, the Board recommends to the members aforesaid re-appointment at next General Meeting of the Company. The information as required to be disclosed in relation to the aforesaid re-appointment under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") will be provided in the notice of next General Meeting.

c. Director Liable to Retire by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Pranjal Sharma (DIN: 06788125), Non-Executing and Non-Independent Director being Director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment. The information as required to be disclosed under Regulation 36 of the Listing Regulations will be provided in the notice of ensuing Annual General Meeting.

d. Independent Directors

The Company has received declarations/confirmations from each Independent Directors under section 149(7) of the Companies Act, 2013 and regulation 25(8) of the Listing Regulations confirming that they meet the criteria of independence as

laid down in the Companies Act, 2013 and the Listing Regulations.

The Company has also received requisite declarations from Independent Directors of the Company as prescribed under rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014.

All Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013.

In the opinion of the Board, Independent Directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity. Further in terms of the rule 6(1) of Companies (Appointment and Qualification of Directors) rules, 2014, as amended all the Independent Directors of the Company have registered their names in the online databank of Independent Directors maintained by Indian Institute of Corporate Affairs. Further, out of the three Independent Directors as on March 31, 2021, one Independent Director Mr. Premal Mehta on the basis of his experience has got exemption from giving online proficiency self-assessment test as prescribed under Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014 and remaining 2 (Two) Independent Directors, Mr. Tushar Trivedi and Mrs. Karishma Bhalla will undertake the said online proficiency self-assessment test in due course.

The Independent Directors are provided with all necessary documents/reports and internal policies to enable them to familiarise with the Companies procedures and practices. The programs undertaken

for familiarizing Independent Directors with the functions and procedures of the Company are disclosed in the Corporate Governance Report.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

4 (Four) meetings of the Board of Directors of the Company were held during the year under review. Detailed information of the meetings of the Board is included in the Report on Corporate Governance, which forms part of this Report.

12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm and state that:

- in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed and that no material departures have been made from the same;
- 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;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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- (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 that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgement, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The Company has in place a Policy on appointment & removal of Directors ('Policy').

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of Directors.
- It contains guidelines for determining qualifications, positive attributes for Directors and independence of a Director.

- It lays down the criteria for Board Membership
- It sets out the approach of the Company on board diversity
- It lays down the criteria for determining independence of a Director, in case of appointment of an Independent Director.

The Nomination and Remuneration Policy is posted on website of the Company and may be viewed at <https://www.xelpmoc.in/documents/Nomination%20and%20Remuneration%20Policy-updated.pdf>.

14. PERFORMANCE EVALUATION OF THE BOARD

The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI on January 05, 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including Independent Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates designed as a tool to facilitate

evaluation process, the Board has carried out the annual performance evaluation of its own performance, the Individual Directors including Independent Directors and its Committees on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

15. COMMITTEES OF THE BOARD

The Company has several committees, which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes:

The Committees and their Composition as on March 31, 2021 are as follows:

Audit Committee

| | |
|-------------------------|--|
| 1. Mr. Tushar Trivedi | Chairman (Change in designation from Member to Chairman w.e.f June 09.06.2020) |
| 2. Mr. Srinivas Koora | Member |
| 3. Mr. Premal Mehta | Member |
| 4. Mrs. Karishma Bhalla | Member (Appointment w.e.f. 07.11.2020) |

Nomination and Remuneration Committee

| | |
|-----------------------|--|
| 1. Mr. Premal Mehta | Chairman |
| 2. Mr. Tushar Trivedi | Member |
| 3. Mr. Soumyadri Bose | Member (Appointment w.e.f. 09.06.2020) |

Stakeholders Relationship Committee

| | |
|-----------------------|----------|
| 1. Mr. Tushar Trivedi | Chairman |
| 2. Mr. Srinivas Koora | Member |
| 3. Mr. Jaison Jose | Member |

Management Committee

| | |
|-------------------------------|----------|
| 1. Mr. Srinivas Koora | Chairman |
| 2. Mr. Sandipan Chattopadhyay | Member |
| 3. Mr. Jaison Jose | Member |

The details with respect to the powers, roles and terms of reference etc. of the relevant committees of the Board are given in detail in the Corporate Governance Report of the Company, which forms part of this Report.

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Further, during the year, there are no such cases where the recommendation of any Committee of Board, have not been accepted by the Board, which is required to be accepted as per the law.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company does not fall in the ambit of limit as specified in Section 135 of the Companies Act, 2013 read with Rule framed there under in respect of Corporate Social Responsibility. However, the directors of the Company, in their personnel capacity, are engaged in philanthropy activities and participating for cause of upliftment of the society.

17. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Listing Regulations is presented in a separate section and forming part of this Report.

18. CORPORATE GOVERNANCE

The corporate governance is an ethical business process to create and enhance value and reputation of an organization. Accordingly, your Directors function as trustee of the shareholders and seek to ensure that the long term economic value for its Shareholders is achieved while balancing interest of all the Stakeholders.

The Report on Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulations is presented in a separate section and forms part of this Report. The report on Corporate Governance also

contains certain disclosures required under the Companies Act, 2013.

A certificate from Mr. Manish Gupta, Practising Company Secretary, partner of VKMG & Associates LLP, Company Secretaries, conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulation, is annexed to Corporate Governance Report.

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The frame work of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the chairman of Audit Committee of the Board. During the year under review, no concern from any whistle blower has been received by the Company. The whistle blower policy is available at the link <https://www.xelpmoc.in/documents/Whistle%20Blower%20Policy.pdf>.

20. STATEMENT ON RISK MANAGEMENT POLICY

Risk assessment and management are critical to ensure long-term sustainability of the business. The Company, has in place, a strong risk management framework with regular appraisal by the top management. The Board of Directors reviews the Company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Managing Director, is responsible to proactively manage risks with appropriate mitigation measures and implementation thereof.

Enlisted below are the key risks identified by the management and the related mitigation measures.

Market Risk

Volatility in the local and global economy, political uncertainty, and changes in government regulations could all have an impact on the technology business. A downturn in the industry could have a negative influence on the Company's operations. The Company intends to extend its footprint and client base across numerous geographies and industries in order to mitigate market-specific risks.

Competition Risk

The company competes in a highly competitive industry with a rapidly growing number of players. Companies must adopt new technologies and build enriching applications for clients to stay ahead of the competition. The Company's activities are characterised by strong subject expertise, innovative technology capabilities, and compelling customer-focused solutions, allowing it to outlive the competition.

Technology Risk

Organizations will be driven to embrace futuristic technology to promote efficiencies as a result of rapid technical advancements, altering business models, and newer software and product launches. The ability of a technology service organisation to provide significant solutions for its customers will determine its success. To mitigate this risk, the Company is working to improve its services and offerings in response to changing industry demands. To mitigate this risk, the Company is working to improve its services and offerings in response to changing industry demands.

Talent Risk

The technology industry may face a significant workforce shortfall. Human capital is the Company's most valuable asset at Xelpmoc. Recognizing its critical role in achieving success, the Company aims to create a pleasant and inclusive atmosphere while also providing benefits to its employees. It fosters an environment of creativity and entrepreneurship within the Company and provides training and development opportunities for employees.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to provision of Section 186 of the Companies Act, 2013, during the year under review, the Company has not given any loan to any person or body corporate or not given any guarantees or provided security in connection with a loan to any other body corporate or person. However, the details of the investments made including the investments as prescribed under Section 186(2) of the Companies Act, 2013 are provided in notes no. 7 to 9 and note no. 12

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of the Standalone Financial Statement of the Company.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contract or arrangements or transactions entered into by the Company with related parties, which falls under the provisions of sub-section (1) of section 188 of the Companies Act, 2013, though that transactions are on arms length basis, forms part of this report in Form No. AOC-2 is annexed as an **Annexure-2** to this report.

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with provision of listing regulations and the policy of the Company on materiality of related party transactions.

The statement showing the disclosure of transactions with related parties in compliance with applicable provision of IND AS, the details of the same are provided in note no. 35 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board for approval.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available at the link: <https://www.xelpmoc.in/documents/Policy%20on%20Materiality%20of%20Related%20Party%20Transactions%20and%20Dealing%20with%20Related%20Party%20Transactions.pdf>

23. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate standards, processes and structures to

implement internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed. In addition to above, the Company has in place Internal Audit carried out by independent audit firm to continuously monitor adequacy and effectiveness of the internal control system in the Company and status of its compliances.

24. LISTING REGULATIONS, 2015

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2021-2022.

The Company has formulated following Policies as required under the Listing Regulations, the details of which are as under:

1. 'Documents Preservation & Archival Policy' as per Regulation 9 and Regulation 30 which may be viewed at <https://www.xelpmoc.in/documents/Documents%20Preservation%20&%20Archival%20Policy.pdf>.
2. 'Policy for determining Materiality of events/information' as per Regulation 30 which may be viewed at <https://www.xelpmoc.in/documents/Policy%20for%20Determining%20Materiality%20of%20Information%20or%20Events.pdf>.

25. AUDITORS

(a) Statutory Auditor

M/s. JHS & Associates LLP, Chartered Accountants, has been appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of

3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company. Your Company has received necessary confirmation from them stating that they satisfy the criteria provided under section 141 of the Companies Act, 2013.

The report of the Statutory Auditor forms part of the Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

(b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Manish Rajnarayan Gupta, partner of **VKMG & Associates LLP, Practicing Company Secretaries**, as the Secretarial Auditors of the Company to undertake Secretarial Audit for the financial year ended March 31, 2021. The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed herewith and marked as '**Annexure-3**' to this Report. The Secretarial Auditor has also issued Annual Secretarial Compliance Report for the year ended March 31, 2021 as required under regulation 24A of Listing Regulations. Further, the Secretarial Audit Report and Annual Secretarial Compliance Report does not contain any qualification, reservation or adverse remark or disclaimer.

(c) Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules,

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2014, the Company had appointed **M/s. Venu & Vinay, Chartered Accountants** to undertake Internal Audit for financial year ended March 31, 2021.

26. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its Officers or Employees, the details of which would need to be mentioned in the Board's Report.

27. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. March 31, 2021 till the date of this Directors' Report.

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

There were no other significant and material orders passed by the regulators/ courts/ tribunals, which may impact the going concern status and the Company's operations in future.

29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

- (a) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel)

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Rules, 2014, are forming part of this report as 'Annexure-4'.

- (b) In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136, due to the Covid-19 pandemic and/or state-wide lockdown, the said annexure is open for inspection by the members through electronic mode. Any member interested in obtaining such particulars may write to the Company Secretary of the Company at vaishali.kondbhar@xelpmoc.in once the situation normalizes and various restrictions/ lockdowns currently implemented are lifted by the State governments, statutory / regulatory and other administrative authorities the said particulars shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

30. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any unpaid/unclaimed amount which is required to

be transferred, under the provisions of Companies Act, 2013 into the Investor Education and Protection Fund (IEPF) of the Government of India.

31. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The disclosures to be made under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

(A) Conservation of Energy

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

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. Some of the measures undertaken by the Company on a continuous basis, including during the year, are listed below:

- Use of LED Lights at office spaces.
- Rationalization of usage of electricity and electrical equipment air conditioning system, office illumination, beverage dispensers, desktops.
- Regular monitoring of temperature inside the buildings and controlling the air-conditioning system.
- Planned Preventive Maintenance schedule put in place for electromechanical equipment.
- Usage of energy efficient illumination fixtures.

(ii) Steps taken by the Company for utilizing alternate source of energy.

The business operation of the Company are not energy-intensive, hence apart from steps mentioned above to conserve energy, the management would also explore feasible alternate sources of energy.

(iii) The capital investment on energy conservation equipment:

There is no capital investment on energy conservation equipment during the year under review.

(B) Technology Absorption

(i) The efforts made towards technology absorption:

The Company itself operates into the dynamic information technology space. The Company has a sizeable

team of Information technology experts to evaluate technology developments on a continuous basis and keep the organisation updated.

(ii) The benefits derived:

The Company has been benefited immensely by usage of Indigenous Technology for business operation of the Company.

(iii) The Company has not imported any technology during last three years from the beginning of the financial year.

(iv) The Company has not incurred any expenditure on Research and Development during the year under review.

(C) Foreign Exchange Earnings and Outgo

The foreign exchange earnings and outgo, during the year, is as under:

Foreign Exchange Earnings

| | | (₹ in '000) | |
|--------------|-----------------------------------|------------------|------------------|
| Sr. No. | Particulars | 2020-21 | 2019-20 |
| 1. | Revenue from software development | 77,283.92 | 12,947.52 |
| Total | | 77,283.92 | 12,947.52 |

Foreign Exchange Outgo

| | | (₹ in '000) | |
|--------------|---------------------------------|---------------|-----------------|
| Sr. No. | Particulars | 2020-21 | 2019-20 |
| 1. | Technical consultancy services | - | 2,179.25 |
| 2. | Professional and Legal Expenses | - | - |
| 3. | Travel Expenses | - | 333.85 |
| 4. | Software Expenses | 474.19 | 1,142.64 |
| 5. | Other Expenses | 173.74 | 893.30 |
| Total | | 647.93 | 4,549.04 |

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32. ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return of the Company as on March 31, 2021 (excluding the details pertaining to the AGM of the Company for the Financial Year 2020-2021 i.e. date of AGM and Attendance of Directors at the AGM as same are not available as on the date of this report) is available on the Company's website and can be accessed at <https://www.xelpmoc.in/documents/Annual%20Return%20-%20FY%202020-21.pdf>. By virtue of amendment to Section 92(3) of the Companies Act, 2013 and rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

33. SECRETARIAL STANDARD OF ICSI

The Company has complied with the Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India (ICSI).

34. MAINTENANCE OF COST RECORDS

Maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 is not applicable to the Company.

35. PREVENTION OF SEXUAL HARASSMENT

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. The

Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013. Further, during the year Internal Complaints Committee of the Company has not received any case related to sexual harassment.

The policy framed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed thereunder may be viewed at <https://www.xelpmoc.in/documents/Policy%20against%20Sexual%20Harassment.pdf>.

36. EMPLOYEES' STOCK OPTION SCHEME

The Employees' Stock Option Scheme enable the Company to hire and retain the best talent for its senior management and key positions. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme in accordance with the applicable SEBI Regulations.

During the year, the Company has obtained shareholders approval at the 5th Annual General Meeting of Members of the Company held on September 30, 2020 by way of Special Resolution in respect of formulation and implementation of Xelpmoc Employee Stock Option Scheme and authorized Board of Directors to create, grant, offer, issue and allot, from time to time, in one or more tranches, options not exceeding 5,00,000, exercisable into 5,00,000 Equity Shares of the Company, to or for the benefit of permanent employees/Directors (Present and Future) of the Company and also obtained in-principle approval from the stock exchanges for listing

the aforesaid 5,00,000 equity shares and implementation of the scheme. However, the Company has not created any ESOP pool and not granted any options under aforesaid XELPMOC EMPLOYEE STOCK OPTION SCHEME 2020.

The applicable disclosures as stipulated under the SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2021 (cumulative position) with regard to the Xelpmoc Employee Stock Option Scheme 2019 and Xelpmoc Employee Stock Option Scheme 2020 are disclosed on the Company's website which may be viewed at [https://www.xelpmoc.in/documents/ESOS%20-%20Disclosure%20under%20SEBI%20\(Share%20Based%20Employee%20Benefits\)%20Regulations%20-%202014.pdf](https://www.xelpmoc.in/documents/ESOS%20-%20Disclosure%20under%20SEBI%20(Share%20Based%20Employee%20Benefits)%20Regulations%20-%202014.pdf).

The scheme i.e. Xelpmoc Employee Stock Option Scheme 2019 and Xelpmoc Employee Stock Option Scheme 2020, are in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. There were no material changes in aforesaid scheme, during the year under review. A certificate from the Auditors of the Company stating that the Scheme has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution passed by the members shall

Registered Office: Xelpmoc Design and Tech Limited

CIN: L72200KA2015PLC082873

#17, 4th Floor, Agies Building,
1st 'A' Cross, 5th Block,
Koramangala,
Bengaluru – 560034

website: www.xelpmoc.in

E-mail ID: vaishali.kondbhar@xelpmoc.in

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be placed at the ensuing Annual General Meeting for inspection by members.

37. GENERAL DISCLOSURES

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

i. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year and

ii. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

38. ACKNOWLEDGEMENTS

Your Directors take the opportunity to express our deep sense of gratitude to all users, vendors, government and non-governmental agencies and bankers for their continued support in Company's growth and look forward to their continued support in the future.

Your Directors would also like to express their gratitude to the shareholders for reposing unstinted trust and confidence in the management of the Company.

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)

Place: Bengaluru
Date: May 21, 2021

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)

Place: Hyderabad
Date: May 21, 2021

Annexure – 1

FORM AOC-1

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

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

Part “A”: Subsidiaries

| Sr. No. | Particulars | Details |
|---------|---|----------------------------------|
| 1. | Name of the Subsidiary | Signal Analytics Private Limited |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Not applicable |
| 3. | The date since when Subsidiary was acquired: | December 01, 2020 |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Not applicable |
| 5. | Share Capital | 10,00,000 |
| 6. | Reserves & Surplus | (92,560) |
| 7. | Total Assets | 9,95,740 |
| 8. | Total Liabilities | 88,300 |
| 9. | Investments | NIL |
| 10. | Turnover | NIL |
| 11. | Profit Before Taxation | (45,580) |
| 12. | Provision for Taxation | NIL |
| 13. | Profit After Taxation | (45,580) |
| 14. | Proposed Dividend | NIL |
| 15. | Extent of Shareholding (in percentage) | 100% |

Notes:

- 100% equity Shares of Signal Analytics Private Limited were acquired during the year pursuant to which Signal Analytics Private Limited became wholly owned subsidiary of the Company.
- Signal Analytics Private Limited is yet to commence operation.
- The Company has not liquidated or sold any subsidiary, during the year under review.

Part “B”: Associates and Joint Ventures

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

| Sr. No. | Name of Associate or Joint Venture Company | Madworks Ventures Private Limited (Associate Company) |
|---------|--|--|
| 1. | Latest audited Balance Sheet Date | March 31, 2021 |
| 2. | Date on which the Associate or Joint Venture was associated or acquired | February 14, 2018 |
| 3. | Shares of Associate held by the Company on the year end: | |
| | Number | 15,204 (equity shares) 57,018 (convertible preference shares) |
| | Amount of Investment in Associate | 11,55,552 |
| | Extend of Holding % | 21.74% |
| 4. | Description of how there is significant influence | Associate |
| 5. | Reason why the associate is not consolidated | Not applicable |
| 6. | Net worth attributable to Shareholding as per latest audited Balance Sheet | 4,41,100 |
| 7. | Profit / Loss for the year | |
| | i. Considered in Consolidation | (1,58,409) |
| | ii. Not Considered in Consolidation | (5,70,243) |

Notes:

- The Company do not have any associate or joint venture, which is yet to commence operations.
- The Company has not liquidated or sold any associate or joint venture, during the year under review.

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)

Jaion Jose
Whole-time Director
(DIN: 07719333)

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)

Vaishali Kondbhar
Company Secretary

Place: Bengaluru
Date: May 21, 2021

Place: Mumbai
Date: May 21, 2021

Place: Hyderabad
Date: May 21, 2021

Place: Mumbai
Date: May 21, 2021

Annexure – 2

FORM NO. AOC-2

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

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

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

| | | |
|----|---|----------------|
| a. | Name(s) of the related party and nature of relationship | |
| b. | Nature of contracts/arrangements/transactions | |
| c. | Duration of the contracts / arrangements/transactions | |
| d. | Salient terms of the contracts or arrangements or transactions including the value, if any. | |
| e. | Justification for entering into such contracts or arrangements or transactions. | Not Applicable |
| f. | date(s) of approval by the Board | |
| g. | Amount paid as advances, if any: | |
| h. | Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 | |

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

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with provision of listing regulations and the policy of the Company on materiality of related party transactions. The particulars of contract or arrangements or transactions entered into by the Company with related parties, which falls under the provisions of sub-section (1) of section 188 of the Companies Act, 2013 and atarms length basis are as under:

| | | | |
|----|---|--|--|
| a. | Name(s) of the related party and nature of relationship | Mr. Srinivas Koora (Whole-time Director & Chief Financial Officer) | Mr. Jaison Jose (Whole-time Director) |
| b. | Nature of contracts/arrangements/ transactions | Purchase of equity shares by way of transfer | Purchase of equity shares by way of transfer |
| c. | Duration of the contracts / arrangements/ transactions | One time transaction | One time transaction |

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|----|---|---|---|
| d. | Salient terms of the contracts or arrangements or transactions including the justification and the value, if any: | The Company has purchased 10,000 equity shares i.e. 100% stake of Signal Analytics Private Limited, by way of transfer from its existing shareholder Mr. Srinivas Koora at a price of ₹ 1/- per share aggregating to ₹ 10,000/-. Pursuant to aforesaid transaction Signal Analytics Private Limited becomes a wholly owned subsidiary and the Company intends to offer a data analytics or related services via this subsidiary in future. | The Company has purchased 10,000 equity shares i.e. 100% stake of Signal Analytics Private Limited, by way of transfer from its existing shareholder Mr. Jaison Jose at a price of ₹ 1/- per share aggregating to ₹ 10,000/-. Pursuant to aforesaid transaction Signal Analytics Private Limited becomes a wholly owned subsidiary and the Company intends to offer a data analytics or related services via this subsidiary in future. |
| e. | Date(s) of approval by the Board, if any: | Board approval on November 07, 2020. | Board approval on November 07, 2020. |
| f. | Amount paid as advances, if any: | N.A. | N.A. |
| a. | Name(s) of the related party and nature of relationship | Mr. Pranjal Sharma (Non-Executive & Non-Independent Director). | Mr. Soumyadri Bose (Non-Executive & Non-Independent Director). |
| b. | Nature of contracts/arrangements/ transactions | Payment of Corporate Strategy and Advisory Fees. | Payment of Corporate Strategy and Advisory Fees. |
| c. | Duration of the contracts / arrangements/ transactions | One time Appointment at office or place of profit in the Company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment i.e. February 20, 2020 | One time Appointment at office or place of profit in the Company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment i.e. February 20, 2020 |
| d. | Salient terms of the contracts or arrangements or transactions including the justification and value, if any: | <p>Looking at the specialized knowledge, experience and expertise of Mr. Pranjal Sharma in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Pranjal Sharma for business growth, strategies and expansion of the Company on such terms and condition including fees based on his performance as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated February 19, 2020.</p> <p>During the Financial year 2020-2021, the Company has paid an amount of ₹ 4,80,000/- as Corporate Strategy and Advisory Fees.</p> | <p>Looking at the specialized knowledge, experience and expertise of Mr. Soumyadri Bose in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose for business growth, strategies and expansion of the Company on such terms and condition including fees based on his performance as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated February 19, 2020.</p> <p>Further, during the year, after looking into the advantage of corporate strategy and advisory service of Mr. Soumyadri Bose for business growth, strategies and expansion of the Company and based on the approvals of Nomination and Remuneration Committee and Audit Committee, the Board has decided increase the payment of Corporate Strategy and Advisory Fees up to ₹ 4,40,000/- per month w.e.f. October 1, 2020. The Company has paid an amount of ₹ 40,80,000/- as Corporate Strategy and Advisory Fees during the Financial Year 2020-2021.</p> |
| e. | Date(s) of approval by the Board, if any: | Board approval on December 13, 2019 and Shareholders approval on February 19, 2020 | Board approval for Appointment on December 13, 2019 and Board approval for Increment on November 07, 2020 and Shareholders approval on February 19, 2020. |
| f. | Amount paid as advances, if any: | N.A. | N.A. |

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| | | |
|----|---|--|
| a. | Name(s) of the related party and nature of relationship | Mrs. Bhavna Chattopadhyay (Spouse of Mr. Sandipan Chattopadhyay, Managing Director and CEO) |
| b. | Nature of contracts/arrangements/ transactions | Appointment as a Head - CEO's Office of the Company w.e.f 18 th December, 2019 |
| c. | Duration of the contracts / arrangements/ transactions | One time appointment at office or place of profit in the Company |
| d. | Salient terms of the contracts or arrangements or transactions including the justification and value, if any: | Looking at the experience & expertise in the field of business administration, the Company has Appointed Mrs. Bhavna Chattopadhyay as a Head - CEO's Office of the Company and proposed to pay remuneration at par the Industry level of an amount of ₹ 2,00,000/- per month plus other perks like gratuity and mediclaim etc. During the Financial year 2020-2021, the Company has paid remuneration of an amount of ₹ 24,00,000/-. |
| e. | Date(s) of approval by the Board, if any: | Board approval on December 13, 2019. |
| f. | Amount paid as advances, if any: | N.A. |

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)

Place: Bengaluru
Date: May 21, 2021

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)

Place: Hyderabad
Date: May 21, 2021

Annexure – 3

FORM NO. MR-3

Secretarial Audit Report

For the Financial Year ended on March 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Xelpmoc Design and Tech Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Xelpmoc Design and Tech Limited** (hereinafter called the Company), having its Registered Office at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560034. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon, however due to Covid 19 and subsequent lockdown situation, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this certificate.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 (Audit Period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2021 according to the provisions of:

- | | |
|-------|---|
| (i) | The Companies Act, 2013 (the Act) and the rules made thereunder; |
| (ii) | The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; |
| (iii) | The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; |

- | | |
|------|--|
| (iv) | Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company; |
| (v) | The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- |
| (a) | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; |
| (b) | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; |
| (c) | The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; |
| (d) | The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; |

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

- Secretarial Standards issued by the Institute of Company Secretaries of India.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that in relation to terms of appointment of Auditor, the Company has complied the provisions as mentioned in clause 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

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

During the period under review, provisions of the following regulations were not applicable to the Company:

- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the meetings of the Board of Directors of the Company and Committee Meetings are carried through on the basis of Majority. There were no dissenting views by any member of the Board or Committee thereof during the Audit Period.

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

We further report that during the audit period, the Company has:

- (a) Obtained Shareholders approval at AGM held on 30th September, 2020 by way of Special Resolution in respect of formulation and implementation of **Xelpmoc Employee Stock Option Scheme 2020 (Xelpmoc ESOS-2020)** and authorized Board of Directors to create, grant, offer, issue and allot, from time to time, in one or more tranches, options not exceeding 5,00,000, exercisable into 5,00,000 Equity Shares of the Company, to or for the benefit of permanent employees/Directors (Present and Future) of the Company.
- (b) Obtained 100% voting shareholders' approval at AGM held on 30th September, 2020 in respect of variation in the objects of the issue as stated in the prospectus of the Company dated January 30, 2019 by way of deploying an amount of ₹ 85,142.71 thousand towards working capital requirement and using an amount of ₹ 8,613.40 thousand towards the expansion of existing Kolkata and Bangalore office instead of the Kolkata and Hyderabad office.

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
ACS-43802, CP-16067

Place : Mumbai
Date : 21-05-2021
UDIN: A043802C000359172

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,
Xelpmoc Design and Tech Limited

We report of even date is to be read along with this letter.

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

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
ACS-43802, CP-16067

Place : Mumbai
Date : 21-05-2021
UDIN: A043802C000359172

Annexure – 4

Details required as per sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) the Ratio of the Remuneration of each Director to the median employee's remuneration, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

| Name of Director/Key Managerial Personnel and Designation | Remuneration of Director/KMP (in ₹ thousand) | % increase in remuneration on FY 2020-2021 | Ratio of Remuneration of each Director to median Remuneration of employee |
|---|--|--|---|
| Sandipan Chattopadhyay, Managing Director and Chief Executive Officer | 1771.60 | 16.43% | 11.06 |
| Srinivas Koora, Whole-Time Director and Chief Financial Officer | 1771.60 | 16.43% | 11.06 |
| Jaison Jose, Whole-Time Director | 1771.60 | 16.43% | 11.06 |
| Tushar Trivedi, Non-Executive and Independent Director | 105.00 | (39.13)% ¹ | 0.66 |
| Premal Mehta, Non-Executive and Independent Director | 97.50 | 0% | 0.61 |
| Soumyadri Bose, Non-Executive and Non-Independent Director | 4,080.00 | NA ² | 25.47 |
| Pranjal Sharma, Non-Executive and Non-Independent Director | 480.00 | NA ² | 3 |
| Karishma Bhalla, Non-Executive and Independent Director | 22.50 | NA ³ | 0.14 |
| Vaishali Kondbhar, Company Secretary | 621.60 | 20.33% | 3.88 |

¹ The decrease in % of remuneration (sitting fees) is due to decrease in number of meeting of Board and/or committee held and attended.

² Mr. Soumyadri Bose and Mr. Pranjal Sharma have been appointed w.e.f February 20, 2020 and their remuneration for comparison are only for part of the previous year, hence percentage (%) increase in remuneration are not comparable

³ Mr. Karishma Bhalla has been appointed w.e.f. August 14, 2020, hence % increase in remuneration is not comparable.

(ii) the percentage increase in the median remuneration of employees in the financial year:

The median remuneration of employees of the Company during the financial year was ₹ 160.21 (₹ in 1000s). In the financial year, there was decrease of 41.53% in the median remuneration of employees;

(iii) the number of permanent employees on the rolls of the Company:

As on March 31, 2021, the Company has 64 permanent employees (including 3 executive directors) on its rolls.

(iv) 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:

The average increase in the salaries of employees other than managerial personnel in the financial year 2020-21 was 17.03%, whereas the increment in Managerial remuneration is 16.43% in the financial year 2020-21.

It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)

Place: Bengaluru
Date: May 21, 2021

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)

Place: Hyderabad
Date: May 21, 2021

Corporate Governance Report

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), given below are the corporate governance policies and practices of Xelpmoc Design and Tech Limited ("the Company"). The Company strives to follow the best corporate governance practices, develop best policies/guidelines. The Company believes that good Corporate Governance is much more than complying with legal and regulatory requirements.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy at corporate governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company's business in an efficient and transparent manner in all facets of its operations and its interactions with stakeholders. Your Company is committed to the principles of good Corporate

Governance. In keeping view with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review, strengthen and upgrade its systems and processes so as to bring in transparency and efficiency in its various business segments. Through its corporate governance measures, the Company aims to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Your Company will contribute to sustain stakeholder confidence by adopting and continuing good practices, which is at the heart of effective corporate governance. Your Company's Board has empowered responsible persons to implement policies and guidelines related to the key elements of corporate governance viz. transparency, disclosure, supervision, internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality. It has also set up adequate review processes.

BOARD OF DIRECTORS

Board Composition

The Company is in compliance with provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations with regards to the Composition of the Board. The Board consists of 8 Directors, comprising of 3 Executive Directors (Promoters) and 5 Non-Executive Directors, in which 3 Directors are Independent and 2 Directors are Non-Executive & Non-Independent. The Chairperson of the Board is Non-Executive Independent Director.

The composition of the Board and other relevant details relating to Directors are given below:

| Name of the Director | Category of Directors | Number of Board Meetings | | Attendance at last Annual General Meeting | Directorship/Membership as on March 31, 2021 | | |
|----------------------------|--|--------------------------|----------|---|--|--|--------|
| | | Held | Attended | | No. of outside Directorships held in other Indian Companies as on March 31, 2021 | No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies [^] | |
| | | | | | | Chairman | Member |
| Mr. Sandipan Chattopadhyay | Promoter & Executive Director | 4 | 4 | Present | 5 | - | - |
| Mr. Srinivas Koora | Promoter & Executive Director | 4 | 4 | Present | 5 | - | - |
| Mr. Jaison Jose | Promoter & Executive Director | 4 | 4 | Present | 5 | - | - |
| Mr. Tushar Trivedi | Chairman- Independent & Non-Executive Director | 4 | 4 | Present | - | - | - |
| Mrs. Pratiksha Pingle | Independent & Non-Executive Director (upto May 15, 2020) | 0 [#] | 0 | N.A. | - | - | - |

| Name of the Director | Category of Directors | Number of Board Meetings | | Attendance at last Annual General Meeting | Directorship/Membership as on March 31, 2021 | | |
|----------------------|---|--------------------------|----------|---|--|--|--------|
| | | Held | Attended | | No. of outside Directorships held in other Indian Companies as on March 31, 2021 | No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies [^] | |
| | | | | | | Chairman | Member |
| Mr. Premal Mehta | Independent & Non-Executive Director | 4 | 4 | Present | 2 | - | - |
| Mrs. Karishma Bhalla | Independent & Non-Executive Director (w.e.f. August 14, 2020) | 2* | 2 | Present | 1 | - | - |
| Mr. Soumyadri Bose | Non-Executive & Non-Independent Director | 4 | 4 | Present | 2 | - | - |
| Mr. Pranjal Sharma | Non-Executive & Non-Independent Director | 4 | 3 | Present | 1 | - | - |

Notes:

[^] In accordance with Regulation 26 of the Listing Regulations, Membership(s)/Chairmanship(s) of only Audit Committees and Stakeholders Relationship Committees in all public limited Companies have been considered.

[#] Resignation from the position of Directorship of the Company w.e.f. May 15, 2020.

^{*} Appointed as an Independent Director of the Company w.e.f. August 14, 2020.

Directorship in other Listed Companies:

None of the Directors of the Company is holding a Directorship in any other Listed Company.

Board Meetings

During the year under review, 4 (Four) Meetings of the Board of Directors of the Company were convened on June 09, 2020, August 14, 2020, November 07, 2020 and February 03, 2021.

The Company has complied with all applicable provisions in respect of sending the notices and agendas thereof (except critical price sensitive information) of the Board Meetings to all its directors and invitees and minutes of the meetings contains all requisite disclosures including the time at which the meetings were held.

Disclosure of relationships between Directors inter-se

None of the Directors of the Company are in relation to each other.

Number of Shares and Convertible Instruments held by Non-Executive Directors

The Company does not have any convertible instruments, however the details of equity shares held by non-executive directors as on March 31, 2021 are as under:

| Name of Director | Category of Director | No. of Shares Held |
|----------------------|--|--------------------|
| Mr. Tushar Trivedi | Non-Executive and Independent Director | 22,243 |
| Mr. Premal Mehta | Non-Executive and Independent Director | 8,101 |
| Mrs. Karishma Bhalla | Non-Executive and Independent Director | - |
| Mr. Soumyadri Bose | Non-Executive and Non-Independent Director | - |
| Mr. Pranjal Sharma | Non-Executive and Non-Independent Director | - |

Details of familiarization programmes imparted to independent directors

As stipulated under Section 149 read with part III of Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, the Company familiarizes its Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

Periodic presentations are made at the Board and the Board constituted committee meetings pertaining to business and performance updates of the Company, Covid-19 impact on business affairs of the Company and steps taken to ensure smooth functioning of operation of the Company, global business environment, business strategies and risks involved.

The details of familiarization programmes have been posted on the website of the Company and the same may be viewed at <https://www.xelpmoc.in/documents/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

Independent Directors Meeting

As stipulated by Section 149(8) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, 1 (One) separate meeting of Independent Directors was held on March 15, 2021, without the attendance of Non-Independent Directors and members of the management, to review the performance of the Chairperson, Non-Independent Directors, various committees of the Board and the Board as a whole. The Independent Directors also reviews the quality, content and timeliness of the flow of information from the management to the Board and its committees which is necessary to perform reasonably and discharge their duties. The meeting was attended by all the three Independent Directors of the Company.

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The following are the core skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board.

| | |
|--|---|
| Expertise and knowledge in the field of Information Technology and Digitalisation. | Expertise and knowledge in Accounting, Finance, Taxation, Risk Management, Legal & Compliance and Corporate Governance. |
| Knowledge of Sales, Marketing, Corporate Strategy and Planning | Wide Management and Leadership experience |

Given below is a list of core skills/expertise/competencies of the individual Directors:

| Sr. No. | Skills / Expertise / Competence | Names of Directors |
|---------|--|---|
| 1. | Expertise and knowledge in the field of Information Technology and Digitalisation | Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Jaison Jose Mr. Tushar Trivedi Mr. Soumyadri Bose Mr. Pranjal Sharma |
| 2. | Expertise and knowledge in Accounting, Finance, Taxation, Risk Management, Legal & Compliance and Corporate Governance | Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Tushar Trivedi Mr. Premal Mehta Mr. Soumyadri Bose Mr. Pranjal Sharma |
| 3. | Knowledge of Sales, Marketing, Corporate Strategy and Planning | Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Jaison Jose Mr. Tushar Trivedi Mr. Premal Mehta Mr. Soumyadri Bose Mr. Pranjal Sharma Mrs. Karishma Bhalla |
| 4. | Wide Management and Leadership experience | Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Jaison Jose Mr. Tushar Trivedi Mr. Premal Mehta Mr. Soumyadri Bose Mr. Pranjal Sharma Mrs. Karishma Bhalla |

Note: These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters and it is not necessary that all Directors possess all skills/experience listed therein.

Confirmation in respect of Independence

The Board of Directors of the Company hereby confirmed that in the opinion of Board, the Independent Directors of the Company fulfill the condition specified in Listing Regulations and Act and are independent of the management.

Detailed reason of resignation of Independent Directors

During the year, Mrs. Pratiksha Pingle (DIN 06878382), Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of May 15, 2020, stating the reason and confirmation in her resignation letter that "in terms of current employment policy of her Company she cannot hold a position of Directorship in any other Company (Whether Executive/Non-Executive or Independent), hence she is resigning from the Directorship of Xelpmoc Design and Tech Limited and there is no other material reason for resignation other than those stated above."

COMMITTEES OF THE BOARD

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Mrs. Vaishali Kondbhar, Company Secretary of the Company acts as a Secretary for above committees.

AUDIT COMMITTEE

a) Composition of the Committee

As per the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations the composition of Audit Committee is as follows:

| Sr. No. | Name of the Member | Designation |
|---------|-----------------------|--|
| 1. | Mr. Tushar Trivedi | Chairperson (Change in designation from member to Chairman w.e.f. June 09, 2020) |
| 2. | Mr. Srinivas Koora | Member (Executive) |
| 3. | Mr. Premal Mehta | Member (Non-Executive and Independent) |
| 4. | *Mrs. Karishma Bhalla | Member (Non-Executive and Independent)(Appointed w.e.f. November 07, 2020) |

* Mrs.Karishma Bhalla, Independent Director of the Company appointed as a member of the Committee w.e.f. November 07, 2020 and Mrs. Pratiksha Pingle, Independent Director and one of the member of the Committee has resigned from the Directorship of the Company and membership of the Committee w.e.f. May 15, 2020.

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The Company presently has a qualified and Independent Audit Committee which consists of three Independent Directors and one Executive Director. All the Directors are literate in corporate and project finance, accounts and Company law. The Audit Committee also advises the management on the areas where internal audit is concerned. The Audit Committee invites executives, as it considers appropriate to be present at the meetings of the Audit Committee.

The minutes of the meetings of the Audit Committee were placed before the Board. The Chairperson of the Audit Committee is present at the Annual General Meeting to answer the queries of the shareholders.

b) Terms of reference

The terms of reference of the Audit Committee are as under:

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;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
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 incorporated 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;

- b) Changes, if any, in the accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by the 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;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 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 the purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of the inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
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;

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18. To review functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Shall review the report on Compliances with Code of Conduct for prevention of Insider Trading on quarterly basis.
22. Shall review compliance with the Institutional Mechanism for Prevention of Insider Trading as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
23. Reviewing the utilization of loans and/ or advances from/ investments by the Company in its subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of the provisions.

The Audit Committee shall also mandatory review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

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3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

c) Meetings and Attendance

During the financial year ended on March 31, 2021, 4 (Four) Audit Committee meetings were held on June 09, 2020, August 14, 2020, November 07, 2020 and February 03, 2021.

The attendance of the Members at these meetings are as follows:

| Sr. No. | Name of the Member | No. of Meetings | |
|---------|---|-----------------|----------|
| | | Held | Attended |
| 1 | Mr. Tushar Trivedi | 4 | 4 |
| 2 | Mr. Srinivas Koora | 4 | 4 |
| 3 | Mr. Premal Mehta | 4 | 4 |
| 4 | Mrs. Karishma Bhalla (Appointed w.e.f. 07.11.2020) | 1 | 1 |

NOMINATION AND REMUNERATION COMMITTEE

a) Composition of the Committee

As per the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the composition of Nomination and Remuneration Committee is as follows:

| Sr. No. | Name of the Member | Designation |
|---------|---------------------|--|
| 1. | Mr. Premal Mehta | Chairman (Non-Executive and Independent) |
| 2. | Mr. Tushar Trivedi | Member (Non-Executive and Independent) |
| 3. | *Mr. Soumyadri Bose | Member (Non-Executive and Non-Independent) Appointed w.e.f. June 09, 2020 |

*Mr. Soumyadri Bose, Non-Executive and Non-Independent Director of the Company appointed as a member of the Committee w.e.f. June 09, 2020 and Mrs. Pratiksha Pingle, Independent Director and one of the member of the Committee has resigned from the Directorship of the Company and membership of the Committee w.e.f. May 15, 2020.

b) The terms of reference of the 'Nomination & Remuneration Committee' inter-alia includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
3. Devising a Policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. recommend to the board, all remuneration, in whatever form, payable to senior management.

c) Meetings and Attendance:

During the financial year ended on March 31, 2021, 5 (Five) Nomination and Remuneration Committee meetings were held on June 09, 2020, August 14, 2020, November 07, 2020, February 03, 2021 and March 15, 2021.

The attendance of the Members at these meetings are as follows:

| Sr. No. | Name of the Member | No. of Meetings | |
|---------|---|-----------------|----------|
| | | Held | Attended |
| 1 | Mr. Premal Mehta | 5 | 5 |
| 2 | Mr. Tushar Trivedi | 5 | 5 |
| 3 | Mr. Soumyadri Bose (Appointed w.e.f. 09.06.2020) | 4 | 1 |

Performance evaluation criteria for independent directors.

The performance evaluation of Independent Director has done by the entire Board of Directors, excluding the Director being evaluated, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

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STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Composition of the Committee

As per the requirements of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the composition of Stakeholders Relationship Committee is as follows:

| Sr. No. | Name of the Member | Designation |
|---------|--------------------|--|
| 1. | Mr. Tushar Trivedi | Chairman (Non-Executive and Independent) |
| 2. | Mr. Srinivas Koora | Member (Executive) |
| 3. | Mr. Jaison Jose | Member (Executive) |

b) Brief description of terms of reference

The Committee is responsible to specifically look into various aspects of interest of shareholders, debenture holders and other security holders. The terms of reference of the Shareholders/ Investors Grievance Committee includes the following:

- (1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by its Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

c) Meetings and Attendance

During the financial year ended on March 31, 2021, 1 (One) Stakeholder Relationship Committee meeting was held on November 07, 2020.

The attendance of the Members at this meetings is as follows:

| Sr. No. | Name of the Member | No. of Meetings | |
|---------|--------------------|-----------------|----------|
| | | Held | Attended |
| 1 | Mr. Tushar Trivedi | 1 | 1 |
| 2 | Mr. Srinivas Koora | 1 | 1 |
| 3 | Mr. Jaison Jose | 1 | 1 |

d) Compliance Officer

Mrs. Vaishali Kondbhar, Company Secretary, has been designated as the Compliance Officer, as defined in the Listing Regulations.

e) Investor Grievance Redressal

During the year, the Company has not received any shareholder's complaint, hence there is no Complaint/Grievance which were not solved to the satisfaction of shareholders or pending as on March 31, 2021.

RISK MANAGEMENT COMMITTEE

Pursuant to Regulation 21(5) of SEBI Listing Regulations, the Company does not fall under the category of top 1000 listed entities as prescribed in said regulation, hence does not required to constitute a Risk Management Committee, therefore, the details as prescribed in 5(A) Part C of Schedule V of SEBI Listing Regulations pertaining to Risk Management Committee could not be provided.

REMUNERATION OF DIRECTORS

a) Pecuniary Relationship or transactions of Non- Executive Directors and Criteria of making Payment to Non-Executive Directors

Looking at the specialized knowledge, experience and expertise of Mr. Soumyadri Bose and Mr. Pranjal Sharma Non- Executive & Non-Independent Directors of the Company, in the field in which the Company operates, the Company is taking Corporate Strategy

and Advisory consultancy from them on such terms and condition including fees based on their performances as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated February 19, 2020. Further, during the year, after looking into the advantage of corporate strategy and advisory service of Mr. Soumyadri Bose for business growth, strategies and expansion of the Company and based on the approvals of Nomination and Remuneration Committee and Audit Committee, the Board has increase the payment of Corporate Strategy and Advisory Fees of Mr. Soumyadri Bose up to ₹ 4,40,000/- p.m. w.e.f October 01, 2020. The details of Corporate Strategy and Advisory Fees paid to Mr. Soumyadri Bose and Mr. Pranjal Sharma Non-Executive & Non-Independent Directors of the Company are stated in remuneration table.

Further, the Company also making the payment of sitting fees of ₹ 7,500/- to Non-Executive Independent Directors of the Company for attending each meeting of the Board of Directors and Committees thereof. The Non-Executive & Non-Independent Directors of the Company have decided not to take any sitting fees for attending the meetings of the Board and Committees thereof.

Except as stated above, the Company does not have any pecuniary relationship or transaction with Non-Executive Directors of the Company.

b) Details with respect to Remuneration

The below mentioned table gives details of the remuneration paid /to be paid to Directors.

(₹ in '000)

| Name of Director | Fixed Component/ Salary | Benefits | Sitting Fees | Performance Linked Incentive/ Commission | Total |
|--|-------------------------|----------|---------------|--|-----------------|
| Executive Directors | | | | | |
| Mr. Sandipan Chattopadhyay | 1,771.60 | - | - | - | 1,771.60 |
| Mr. Srinivas Koor | 1,771.60 | - | - | - | 1,771.60 |
| Mr. Jaison Jose | 1,771.60 | - | - | - | 1,771.60 |
| Non-Executive and Independent Directors | | | | | |
| Mr. Tushar Trivedi | - | - | 105.00 | - | 105.00 |
| Mr. Premal Mehta | - | - | 97.50 | - | 97.50 |
| Mrs. Karishma Bhalla | - | - | 22.50 | - | 22.50 |
| Non-Executive and Non-Independent Directors | | | | | |
| Mr. Soumyadri Bose | | | | 4080.00 | 4,080.00 |
| Mr. Pranjal Sharma | | | | 480.00 | 480.00 |
| Total | 5314.80 | - | 225.00 | 4560.00 | 10099.80 |

The tenure of Independent Directors is for 5 (Five) years and Executive Directors of the Company is for 3 (Three) years and Notice period for Executive Directors is 6 (Six) Months and Non-Executive Directors are liable to retire by rotation, there are no service contracts and no separate provision for payment of severance fees. However, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose and Mr. Pranjal Sharma, Non-Executive & Non-Independent Directors of the Company, the details of which are provided in clause (a) above.

The Company is making payment of Corporate Strategy and Advisory fees to Mr. Soumyadri Bose and Mr. Pranjal Sharma, Non-Executive & Non-Independent Directors of the Company as stated above, except this, the Company does not provide performance-based incentive and any other benefits such as Bonus and pension to its Directors.

The Company has not granted any Employee Stock Option to any Directors during the financial year 2020-2021.

None of the Directors has received any loans and advances from the Company during the year under consideration.

GENERAL BODY MEETINGS**a) Annual General Meetings**

The date, time and venue of Annual General Meetings held during the preceding three years and special resolutions passed thereat are as follows:

| Financial Year | Date | Time | Venue | No. of Special Resolutions passed | Detail of Special Resolutions passed |
|----------------|------------|-----------|--|-----------------------------------|--|
| 2019-2020 | 30.09.2020 | 4.00 p.m. | Through Video Conferencing Deemed venue (#17, 4 th Floor, Agies Building, 1 st 'A' cross, 5 th Block, Koramangala, Bangalore – 560034, Karnataka) | 4 | <ol style="list-style-type: none"> Variation in the objects of the issue as stated in the Prospectus of the Company dated January 30, 2019 as a Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution. Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 ("ESOP – 2020 / Scheme"). Approval of Annual Remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director. Approval of Annual Remuneration of Mr. Pranjal Sharma (DIN 06788125), Non-Executive and Non-Independent Director. |
| 2018-2019 | 27.09.2019 | 2.00 p.m. | #17, 4 th Floor, Agies Building, 1 st 'A' cross, 5 th Block, Koramangala, Bangalore – 560034, Karnataka | 5 | <ol style="list-style-type: none"> Ratification of appointment of Mr. Sandip Obligations and Disclosure Requirements) Regulations, 2015. Ratification of appointment of Mr. Srinivas Koor (DIN 07227584), Wholtime Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |

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| Financial Year | Date | Time | Venue | No. of Special Resolutions passed | Detail of Special Resolutions passed |
|----------------|------------|------------|--|-----------------------------------|--|
| | | | | | 3. Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Wholtime Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| | | | | | 4. Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Wholtime Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| | | | | | 5. Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 ("ESOP – 2019 / Scheme"). |
| 2017-2018 | 29-09-2018 | 11.00 a.m. | #17, 4 th Floor, Agies Building, 1 st 'A' cross, 5 th Block, Koramangala, Bangalore – 560034, Karnataka | - | Not Applicable |

b) Special Resolution(s) passed through Postal Ballot

During the year, the Company has not passed any resolution through Postal Ballot.

c) Special Resolution proposed to be conducted through Postal Ballot

As on the date of this report, no special resolution is proposed to be transacted through Postal Ballot process.

MEANS OF COMMUNICATIONS

Quarterly Results:

Quarterly Result are published in Financial Express, English newspaper having substantially circulation Pan-India and in Hosadigantha, Kannada vernacular newspaper and are also posted on the Company's website: www.xelpmoc.in

Website:

The Company's website contains a separated dedicated section on 'Investor Relations'. It contains comprehensive data base of information of interest to our investors including the financial results, Annual Reports of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, official news releases, presentations made to institutional investors or to the analyst, business activities and the services rendered/facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on the Company's website and the same is updated regularly.

Annual Report:

The Annual Report containing, inter alia, Standalone Financial Statement, Consolidated Financial Statement, Directors' Report, Auditors' Report, Corporate Governance Report and Management Discussion and Analysis Report and other important information is circulated to the members and others entitled thereto and said Annual Report is displayed on the Company's website.

The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations

facilitate the service of documents to members through electronic means. The Company e-mails the soft copies of the Annual Report to all those members whose e-mail IDs are available with the Registrar and Transfer Agents.

NSE - Corporate Compliance and National Electronic Application Processing System (NEAPS):

The NEAPS is a web based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results etc. are also filed electronically on NEAPS.

BSE - Corporate Compliance and Listing Centre ("Listing Centre"):

The Listing Centre is web based application designed by BSE for corporate. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are filed electronically on the Listing Centre.

Unique Investor helpdesk:

Exclusively for investor servicing, the Company has set up unique investor Help Desk with multiple access modes as under:

Phone: +91-40-6716 2222,
Fax: +91-40- 2343 1551,
Toll Free No.: 1800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Designated email-ID:

The Company has also designated email-ID: investor@xelpmoc.in exclusively for investors servicing.

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SEBI Complaint Redressal System (SCORES):

The investors' complaints are also being processed through the centralized webbase complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online actiontaken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

GENERAL SHAREHOLDERS INFORMATION

| | |
|---|--|
| Annual General Meeting Day, Date, Time & Venue | Thursday, September 30, 2021 at 3:00 p.m. through Video Conferencing/Other Audio Visual Means as set out in the Notice convening the Annual General Meeting. |
| Financial Year | April 01 to March 31 |
| Financial Calendar | Results are likely to be announced on (Tentative and subject to change) |
| 1 st quarter ending June 30, 2021 | On or Before August 14, 2021 |
| 2 nd quarter ending September 30, 2021 | On or Before November 14, 2021 |
| 3 rd quarter ending December 31, 2021 | On or Before February 14, 2022 |
| 4 th quarter ending March, 2022 | On or Before May 29, 2022 |
| Dividend Payment Date | Not Applicable |
| ISIN | INE01P501012 |
| Email ID for Investors | investor@xelpmoc.in |
| Name & Address of Stock Exchanges | <p>National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.</p> <p>BSE Limited P. J. Towers, 1st Floor Dalal Street, Mumbai – 400 001.</p> |
| Stock Code/Symbol | NSE - XELPMOC BSE - 542367 |

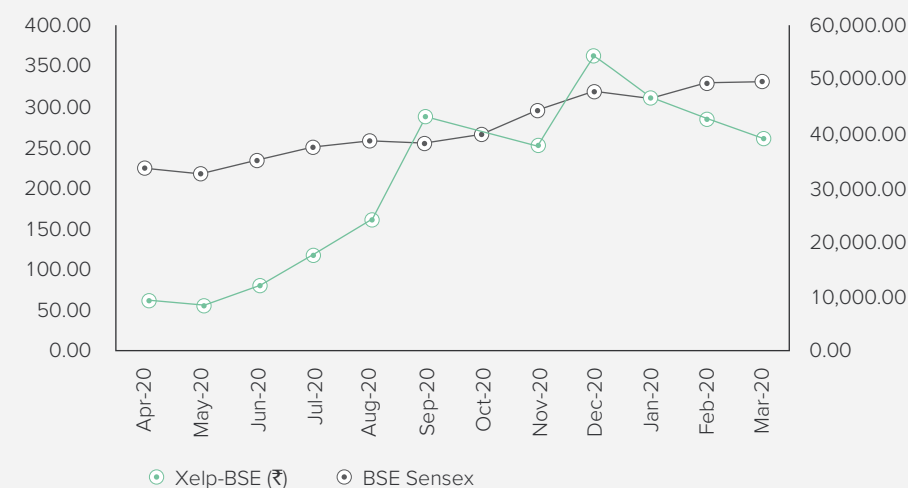
Payment of Listing Fees

Annual Listing Fee for the year 2021-22 has been paid by the Company to Stock Exchanges.

Market Price Data: High, Low during each month in last financial year and performance in comparison to broad-based indices such as BSE Sensex, CNX Nifty indices

| Month | NSE | | | BSE | | |
|--------|--------|--------|----------------------------|--------|--------|----------------------------|
| | High | Low | Volume (In. No. of Shares) | High | Low | Volume (In. No. of Shares) |
| Apr-20 | 65.85 | 40.55 | 37,148 | 60.00 | 46.00 | 6,107 |
| May-20 | 55.00 | 39.65 | 52,076 | 59.00 | 40.30 | 7,160 |
| Jun-20 | 78.45 | 42.00 | 3,42,225 | 79.60 | 37.55 | 76,346 |
| Jul-20 | 129.70 | 68.00 | 2,58,828 | 114.35 | 66.65 | 27,148 |
| Aug-20 | 177.35 | 104.00 | 14,39,298 | 181.85 | 104.20 | 3,82,302 |
| Sep-20 | 292.85 | 137.75 | 9,87,813 | 290.40 | 141.15 | 2,64,223 |
| Oct-20 | 355.80 | 225.00 | 13,17,590 | 352.9 | 223.10 | 3,78,236 |
| Nov-20 | 308.80 | 236.00 | 8,81,959 | 310.6 | 236.00 | 2,46,440 |
| Dec-20 | 368.90 | 237.00 | 12,30,060 | 368.95 | 238.00 | 4,15,601 |
| Jan-21 | 387.30 | 291.00 | 13,40,578 | 387.35 | 292.65 | 4,41,457 |
| Feb-21 | 334.00 | 280.15 | 7,90,719 | 335.00 | 276.20 | 2,44,780 |
| Mar-21 | 305.00 | 251.65 | 6,16,046 | 302.00 | 251.00 | 3,90,687 |

STOCK PRICE PERFORMANCE IN COMPARISON TO THE BSE SENSEX



Registrar and Transfer Agents

The Company has appointed KFin Technologies Private Limited as its Registrar and Share Transfer Agent.

For any assistance regarding Share Transfers, Transmissions, change of address, duplicate/missing Share Certificate and other relevant matters, please write to the Registrar and Share Transfer Agent of the Company, at the address given below:

KFin Technologies Private Limited
Selenium Building, Tower B,
Plot No. 31-32 Financial District,
Nanakramguda, Serilingampally, Hyderabad, Telangana – 500 032.
Phone: +91-40-6716 2222,
Fax: +91-40- 2343 1551,
Toll Free No.: 1800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Share Transfer System

All matters pertaining to Share Transfer are being handled by KFin Technologies Private Limited. The Share Transfer requests received are processed by them and a Memorandum of Transfer is sent to the Company for approval. The average time taken for processing Share Transfer requests including dispatch of Share Certificates is less than 15 days, while it takes a minimum of 15 days for processing dematerialisation requests. The Company's representatives visit the office of the Registrars and Share Transfer Agents to monitor, supervise and ensure that there are no delays or lapses in the system.

Distribution of Shareholding as on March 31, 2021

| No. of Shares Held | No. of Share Holders | % of Total Share Holders | No. of Shares Held | % of Total Shareholding |
|--------------------|----------------------|--------------------------|--------------------|-------------------------|
| Upto 5000 | 8381 | 88.71 | 767993 | 5.60 |
| 5001-10000 | 486 | 5.14 | 382510 | 2.79 |
| 10001-20000 | 270 | 2.86 | 402564 | 2.94 |
| 20001-30000 | 94 | 0.99 | 240023 | 1.75 |
| 30001-40000 | 46 | 0.49 | 161051 | 1.18 |
| 40001-50000 | 34 | 0.36 | 153470 | 1.12 |
| 50001-100000 | 60 | 0.64 | 429629 | 3.13 |
| 1000001 & Above | 77 | 0.81 | 11168058 | 81.49 |
| Total | 9448 | 100.00 | 13705298 | 100.00 |

Dematerialisation of Shares and Liquidity as on March 31, 2021

| Category | No. of Shares Held | % of Total Shareholding |
|------------------------------|--------------------|-------------------------|
| Shares held in Demat Form | 1,35,11,947 | 98.59 |
| Shares held in Physical Form | 1,93,351 | 1.41 |
| Total | 1,37,05,298 | 100.00 |

Outstanding GDRs/ ADRs Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

There are no outstanding GDRs/ADRs/Warrants or any Convertible instruments issued by the Company.

Commodity price risk or foreign exchange risk and hedging activities.

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and payable and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies. The Company does not hedge its foreign currency trade receivables and payables. The Company is not dealing in commodity hence there is no risk related to commodity price and hedging activities.

Plant/Office Location

The Company is not engaged in manufacturing activities hence does not have any plant location, however the Company has its offices in Kolkata, Bengaluru, New Delhi & Mumbai.

Address for Correspondence

#17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034
Call : +91 80 4370 8360
Email: vaishali.kondbhar@xelpmoc.in

List of Credit ratings and Scheme or proposal in respect of mobilization of funds

The Company does not have any debt instruments or any fixed deposits scheme or programme and as of now there is no proposal of any scheme or programme in respect of mobilization of funds, whether in India or abroad, hence credit rating in relation to aforesaid purpose is not applicable to the Company.

OTHER DISCLOSURES**Disclosure on material related party transactions**

During the financial year ended March 31, 2021, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

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Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company is in full compliance with the matters related to capital market and there are no penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Details of establishment of vigil mechanism/Whistle Blower policy and affirmation that no personnel has been denied access to the chairman of the audit committee.

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information(UPS), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the Chairman of the Audit Committee of the Board. During the year under review, no concern from any whistleblower has been received by the Company. The whistle blower policy is available at the link <https://www.xelpmoc.in/documents/Whistle%20Blower%20Policy.pdf>.

Certificates from Practicing Company Secretaries

As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from Mr. Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority and the same is annexed to this report.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of the Listing Regulations.

Adoption of Non-Mandatory requirements

The Company has not adopted any of the non-mandatory requirement of the Listing Regulations.

Web Links

All the requisite policies including policy for determining material subsidiary and policy on materiality of related party transactions and dealing with related party transactions are available on Company's website at www.xelpmoc.in at <https://www.xelpmoc.in/investorrelations>.

Non-compliance of Corporate Governance

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

Details of Utilization of funds raised through preferential Allotment or qualified institutions placement

- During the year 2020-2021, the Company has not raised any amount through preferential Allotment or Qualified Institutions Placement, however amount raised through Preferential Allotment in financial year 2018-2019 to meet the working capital requirement of the Company has been used for the said purpose in the said financial year.
- The details of Utilization IPO Proceeds as on March 31, 2021 are as under:

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18(₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective from February 04, 2019.

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the Company held on 30th September 2020. The details of variation and the utilisation of the unutilised amount of IPO proceeds upon variation of the objects as on March 31, 2021 and as reviewed by the Audit Committee in its meeting held on May 21, 2021 are as under:

| Original objects of the Issue | Projected utilisation of fund as per prospectus | Utilised as per Prospectus as on September 30, 2020 | Unutilised as on September 30, 2020 | Amount altered upon variation of objects and details thereto | Objects of the issue upon variation | Amount available for utilization upon variation | Utilised after variation of objects i.e. from October 01, 2020 till year ended March 31, 2021 | Utilisation upto March 31, 2021 | Unutilised amount as on March 31, 2021 |
|--|---|---|-------------------------------------|---|---|---|---|---------------------------------|--|
| Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad. | 54,875.19 | 1,261.79 | 53,613.40 | 45,000 towards funding working capital requirements of the Company | Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore. 8,613.40 towards purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore. | 8,613.40 | - | 1,261.79 ¹ | 8,613.40 |
| Purchase of fit outs for new development centers in Kolkata and Hyderabad.* | 40,862.50 | 719.79 | 40,142.71 | 40,142.71 towards funding working capital requirements of the Company | - | - | - | 719.79 ² | - |
| Funding working capital requirements of the Company. | 60,000.00 | 41,677.03 | 18,322.97 | - | Funding working capital requirements of the Company. | 1,03,465.68 | 5000 | 46,677.03 ³ | 98,465.68 |
| General corporate purposes (including savings in offer related expenses) | 45,729.49 | 35,526.93 | 10,202.56 | - | General Corporate purposes (including savings in offer related expenses) | 10,202.56 | 1000 | 36,526.93 ⁴ | 9,202.56 |
| Total | 2,01,467.18 | 79,185.54 | 1,22,281.64 | 93,756.11 | | 1,22,281.64 | 6,000 | 85,185.54 | 1,16,281.64 |

* The above stated object was the original object of the issue and after variation in the objects of issue the aforesaid object has been cancelled.

¹ Utilised before variation of the Objects of the Issue for original object i.e. for purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad.

² Utilised before variation of the Objects of the Issue for original object i.e. i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

³ 41677.03 utilised before variation of the Objects of the Issue and 5000 utilized after variation of the Objects of the Issue.

⁴ 35526.93 utilised before variation of the Objects of the Issue and 1000 utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2021 temporarily invested in debt mutual funds ₹ 115,506.37* (₹ in '000), Fixed Deposit with Bank ₹19,999.90 (₹ in 000) and with balance with banks ₹1,118.17 (₹ in '000).

* Value stated represents investments which are marked to market as at March 31, 2021.

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Recommendation of Committee:

During the year, there is no such cases where the recommendation of any committee of Board, had not accepted by the Board, which is mandatorily required to be accepted as per the law.

Total fees to paid to the Statutory Auditors

The Details of fees paid by the Company to the Statutory Auditor and all entities in the network firm/network of entity which Statutory Auditor is a part, are as under:

| Particulars | ₹ in 000 |
|----------------------------------|----------|
| Statutory Audit Fees | 950.00 |
| Taxation Matters | 75.00 |
| Certification and Other Services | 85.00 |
| Out of Pocket Expenses | 16.42 |

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

| Sr No. | Particular | Details |
|--------|--|---------|
| 1. | Number of Complaints filed during the financial year | Nil |
| 2. | Number of Complaints disposed of during the financial year | Nil |
| 3. | Number of Complaints pending as on end of the financial year | Nil |

Compliance of Corporate Governance

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27, Regulation 46(2) (b) to (i) of Listing Regulations for the Financial Year 2020-21.

| Sr. No. | Particulars | Regulations | Brief Descriptions of the Regulations | Compliance status (Yes/No/NA) |
|---------|--------------------|------------------------|---|-------------------------------|
| 1 | Board of Directors | 17(1), 17(1A) & 17(1B) | Composition of Board | Yes |
| | | 17(2) | Meeting of Board of Directors | Yes |
| | | 17(2A) | Quorum of Board Meeting | Yes |
| | | 17(3) | Review of Compliance Reports | Yes |
| | | 17(4) | Plans for orderly succession for appointments | Yes |
| | | 17(5) | Code of Conduct | Yes |
| | | 17(6) | Fees/Compensation to the Non-Executive Directors | Yes |
| | | 17(7) | Minimum Information to be placed before the Board | Yes |
| | | 17(8) | Compliance Certificate | Yes |
| | | 17(9) | Risk Assessment & Management | Yes |

Discretionary Requirements.

1. The Board – The Non-Executive Chairperson is entitle to maintain a chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.
2. Shareholders Rights – The Quarterly, Half-yearly and Yearly results are published in the newspapers with adequate disclosures for information and knowledge of the shareholders /public at large and also uploaded on the Company's Website. The Company does not have a system of intimating shareholders individually about financial results, but, queries, if any, are replied immediately.
3. Modified Opinion(s) in audit report - The Company confirms that its financial statements are with unmodified audit opinion.
4. Separate post of Chairperson and Chief Executive Officer – The Company appointed separate position of Chairperson and Managing Director/Chief Executive officer.
5. Reporting of Internal Auditor - The Internal Auditor Reports directly to the Audit Committee of the Board.

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any Demat Suspense / Unclaimed Suspense Account.

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| Sr. No. | Particulars | Regulations | Brief Descriptions of the Regulations | Compliance status (Yes/No/NA) |
|---------|---|-------------------------|--|-------------------------------|
| | | 17(10) | Performance Evaluation of Independent Directors | Yes |
| | | 17(11) | Special Business at General Meetings to be recommended by Board of Directors | Yes |
| | | 17(A) | Maximum number of Directorships | Yes |
| 2 | Audit Committee | 18(1) | - Composition of Audit Committee - Presence of the Chairman of the Committee at the Annual General Meeting | Yes Yes |
| | | 18(2) | Meeting of Audit Committee | Yes |
| | | 18(3) | Role of the Committee and Review of information by the Committee | Yes |
| 3 | Nomination & Remuneration Committee | 19(1) & (2) | Composition of Nomination & Remuneration Committee | Yes |
| | | 19(2A) | Quorum of Nomination and Remuneration Committee Meeting | Yes |
| | | 19(3) | Presence of the Chairman of the Committee at the Annual General Meeting | Yes |
| | | 19 (3A) | Meetings | Yes |
| | | 19(4) | Role of the Committee | Yes |
| 4 | Stakeholder Relationship Committee | 20(1),(2) & (2A) | Composition of Stakeholder Relationship Committee | Yes |
| | | 20(3) | Presence of the Chairman of the Committee at the Annual General Meeting | Yes |
| | | 20(3A) | Meeting | Yes |
| | | 20(4) | Role of the Committee | Yes |
| 5 | Risk Management Committee | 21(1),(2) & (3) | Composition of Risk Management Committee | NA |
| | | 21(3A) | Meeting | NA |
| | | 21(4) | Role of the Committee | NA |
| 6 | Vigil Mechanism | 22 | Formulation of Vigil Mechanism for Directors and Employee | Yes |
| 7 | Related Party Transactions | 23(1) | Policy for Related Party Transaction | Yes |
| | | 23(2) | Prior approval of Audit Committee for all Related Party Transactions | Yes |
| | | 23(3) | Omnibus approval of Audit Committee for Related Party Transactions and review of transaction by the Committee | NA |
| | | 23(4) | Approval for Material Related Party Transactions | NA |
| | | 23(9) | Disclosure of related party transactions on consolidated basis | Yes |
| 8 | Corporate governance requirements with respect to Subsidiaries of the Company | 24(1) | Composition of Board of Directors of Unlisted Material Subsidiary | NA |
| | | 24(2),(3),(4),(5) & (6) | Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of Company | Yes |
| 9 | Secretarial Audit | 24A | Secretarial Audit of Company, Obtaining Annual Secretarial Compliance Report and Secretarial Audit Report Annexed with Annual Report | Yes |

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| Sr. No. | Particulars | Regulations | Brief Descriptions of the Regulations | Compliance status (Yes/No/NA) |
|---------|--|-------------|---|-------------------------------|
| 10 | Obligations with respect to Independent Directors | 25(1) | No Alternate Director for Independent Directors | Yes |
| | | 25(2) | Maximum Directorship & Tenure | Yes |
| | | 25(3) | Meeting of Independent Directors | Yes |
| | | 25(4) | Agenda for meeting of Independent Directors | Yes |
| | | 25(6) | Replacement of Independent Director upon Resignation/Removal. | Yes |
| | | 25(7) | Familiarization of Independent Directors | Yes |
| | | 25(8) & (9) | Declaration of Independence by Independent Directors and Board to take note of such declaration. | Yes |
| | | 25(10) | D & O Insurance for Independent Directors | Yes |
| 11 | Obligations with respect to employees including senior management, key managerial persons, directors and promoters | 26(1) & (2) | Memberships & Chairmanship in Committees | Yes |
| | | 26(3) | Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel | Yes |
| | | 26(4) | Disclosure of Shareholding by Non- Executive Directors | Yes |
| | | 26(5) | Disclosures by Senior Management about Potential conflicts of Interest | NA |
| | | 26(6) | No employee including key managerial personnel or director or promoter shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such Company | Yes |
| 12 | Other Corporate Governance Requirements | 27(2) | Filing of Quarterly Compliance Report on Corporate Governance | Yes |
| 13 | Disclosures on Website of the Company | 46(2)(b) | Terms and Conditions of Appointment of Independent Directors | Yes |
| | | 46(2)(c) | Composition of various Committees of Board of Directors | Yes |
| | | 46(2)(d) | Code of Conduct of Board of Directors and Senior Managerial Personnel | Yes |
| | | 46(2)(e) | Details of establishment of Vigil Mechanism/Whistle Blower Policy | Yes |
| | | 46(2)(f) | Criteria of making payments to Non-Executive Directors | Disclosed in Annual Report |
| | | 46(2)(g) | Policy on dealing with Related Party Transactions | Yes |
| | | 46(2)(h) | Policy for determining Material Subsidiaries | Yes |
| | | 46(2)(i) | Details of familiarization programmes imparted to Independent Directors | Yes |

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has laid down Code of Conduct for prevention of insider trading, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The basic intention of the Code of Conduct is to prohibit employees or any other person from dealing in the Equity Shares of the Company while they are in possession of price sensitive information.

CODE OF CONDUCT

The Board has approved and adopted a Code of Conduct for all Board Members and senior management of the Company, which has been posted on the website of the Company at <https://www.xelpmoc.in/documents/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management.pdf>.

**The Declaration of the Managing Director and CEO
To the members of Xelpmoc Design and Tech Limited**
Sub: Compliance with Code of Conduct

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors.

Sandipan Chattopadhyay

Managing Director & CEO
(DIN: 00794717)

Date: May 21, 2021
Place: Bengaluru

Address for Correspondence:**Registered Office**

Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873
#17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block,
Koramangala, Bengaluru – 560034
Tel: +91 80 4370 8360
E-mail ID: vaishali.kondbhar@xelpmoc.in
website: www.xelpmoc.in

CEO / CFO Certificate**(Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Board of Directors
Xelpmoc Design and Tech Limited

- We have reviewed financial statements and the cash flow statement of Xelpmoc Design and Tech Limited for the year ended March 31, 2021 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 existing accounting standards, applicable laws and regulations.
- 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 violative of the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- We have indicated to the Auditors and the Audit Committee:
 - that there are no significant changes in internal control over financial reporting during the year;
 - that there are no significant changes in accounting policies during the year; and
 - that there are no instances of significant fraud of which we have become aware.

Srinivas Koora

Whole-time Director & CFO
(DIN: 07227584)

Place: Hyderabad
Date: May 21, 2021

Sandipan Chattopadhyay

Managing Director & CEO
(DIN: 00794717)

Place: Bengaluru
Date: May 21, 2021

Certificate on Corporate Governance

To
The Members of
Xelpmoc Design and Tech Limited

We have examined the compliance of conditions of Corporate Governance by Xelpmoc Design and Tech Limited (“the Company”) for the year ended 31st March, 2021 as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management, our examination was limited to procedures and implementation thereof, adopted by Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the management, we certify that, the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further 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.

Place : Mumbai
Date : 21-05-2021

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
M. NO. 43802
CP NO. 16067
UDIN:A043802C000359194

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 of

Xelpmoc Design and Tech Limited

#17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala,
Bengaluru – 560 034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Xelpmoc Design and Tech Limited** having CIN L72200KA2015PLC082873 and having registered office at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr No. | Name of Directors | DIN | Date of Appointment in the Company |
|--------|----------------------------|----------|------------------------------------|
| 1. | Mr. Tushar Trivedi | 08164751 | 02-07-2018 |
| 2. | Mr. Sandipan Chattopadhyay | 00794717 | 16-09-2015 |
| 3. | Mr. Srinivas Koora | 07227584 | 16-09-2015 |
| 4. | Mr. Jaison Jose | 07719333 | 09-03-2017 |
| 5. | Mr. Premal Mehta | 00090389 | 02-07-2018 |
| 6. | Mr. Soumyadri Bose | 02795223 | 20-02-2020 |
| 7. | Mr. Pranjal Sharma | 06788125 | 20-02-2020 |
| 8. | Mrs. Karishma Bhalla | 08729754 | 14-08-2020 |

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

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta

Partner

M. NO. 43802

CP NO. 16067

UDIN:A043802C000359194

Place : Mumbai

Date : 21-05-2021

Independent Auditors' Report

To the Members of
Xelpmoc Design and Tech Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statement of Xelpmoc Design and Tech Limited (hereinafter referred to as "the Company"), which comprise the Standalone Balance Sheet as at March 31, 2021 and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing Specified under Section 143(10) of the Act ("SAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Independent Auditors' Report *continued*

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 1. | <p>Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers"</p> <p>The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability.</p> <p>The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability.</p> <p>Refer Note 28 to the Standalone Financial Statements.</p> | <p>Principal Audit Procedures:</p> <ul style="list-style-type: none"> We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows:</p> <ul style="list-style-type: none"> Evaluated the design of internal controls and its operating effectiveness relating to adherence of the revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations, determination of transaction price and allocation of transaction price to each performance obligation. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. Ensured that appropriate disclosures as required are provided. <hr/> <p>Selected a sample of continuing and new contracts and performed the following procedures:</p> <ul style="list-style-type: none"> Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. Compared these performance obligations with that Identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to record revenue and to test the basis of estimation and recognition of the variable consideration. Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. In respect of samples relating to fixed price contracts, the percentage of completion of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems in place in the company. Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. <p>Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals. We reviewed the collation of information by the project leader and budgeting and timekeeping system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> |

Independent Auditors' Report *continued*

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|---|--|
| 2. | <p>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates.</p> <p>Estimated effort on a project is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of parameters like percentage completed up to the reporting date, efforts incurred till date and efforts required to complete the remaining unperformed obligations.</p> <p>Refer Note 2.10 and 28 to the Standalone Financial Statements.</p> | <p>Principal Audit Procedures:</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the unperformed performance obligations. • Tested the access and application controls pertaining to time recording, resource allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. • Selected a sample of contracts and tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a detailed review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unperformed performance obligation to identify possible delays in achieving milestones, which require change in estimated efforts and cost to complete the remaining performance obligations. <p>Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</p> |

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in

section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Independent Auditors' Report *continued*

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to

design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Section 143(3) of the Act, 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 Flow dealt with by this Report are in agreement with the relevant 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". 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

Independent Auditors' Report *continued*

included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V to the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company did not have any pending litigations as on reporting date;
 - ii) The company did not have any long - term contracts including derivatives contract for which there were any material foreseeable losses;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- 2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **JHS & Associates LLP**

Chartered Accountants

Firm's Registration No.133288W / W100099

Huzeifa Unwala

Partner

Membership No.105711

UDIN: 21105711AAAAEZ2843

Mumbai

Dated: May 21, 2021

Annexure “A” To The Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Xelpmoc Design and Tech Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting with reference to standalone financial statement of Xelpmoc Design And Tech Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the “Act”).

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, 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 March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **JHS & Associates LLP**
Chartered Accountants
Firm’s Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 21105711AAAAEZ2843
Mumbai
Dated: May 21, 2021

Annexure “B” To The Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Xelpmoc Design and Tech Limited of even date)

- (1) In respect of the Company’s fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company do not hold any title deeds of immovable property.
- (2) The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- (3) According to the information and explanations given to us the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, reporting under clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (4) In our opinion and according to the information and explanations given to us, the company has not entered into any transaction which could attract the provisions of Sec 185 of the Companies Act 2013 and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has not given any loan to any person or body corporate or given any guarantee or provided security in connection with a loan to any other body corporate or person, however made investment in compliance with provision of section 186 of the Companies Act, 2013.
- (5) The Company has not accepted any deposits during the year from public in terms of provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (6) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- (7) According to the information and explanations provided to us and as per the records maintained by the Company in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- (c) As per information and explanations provided to us and as per the records of the Company, the Company does have any dues as at March 31, 2021 in respect of Income Tax, Goods and Service Tax and Cess which have not been deposited on account of any dispute.
- (8) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- (9) In our opinion and according to information and explanations given to us by the management, monies raised by the company by way of initial public offer were applied for the purpose for which they were raised, though idle/surplus funds which were not required for immediate utilization have been currently kept in current accounts with scheduled commercial bank and invested in liquid mutual fund schemes. The amount of idle/surplus funds invested as on the reporting date was ₹ 1,16,281.64 (‘000) (Refer note 18 to the standalone financial statements).
- (10) Based on audit procedures performed by us for the purpose of reporting the true and fair view of the standalone financial statements of the Company and based on records produced to us and according to information and explanations provided by the management, we have neither come across any instance of fraud by the Company or any material fraud on the Company by its officers or employees.
- (11) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (12) According to information and explanation given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.

Annexure “B” To The Independent Auditor’s Report *continued*

(13) In our opinion and according to the information and explanations given to us, transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(14) According to the information and explanations provided to us, based on overall examination of the standalone financial statements and based on the records of the Company, the Company has not made any preferential allotment or private placement of shares fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to Company.

(15) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(16) According to the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **JHS & Associates LLP**
Chartered Accountants
Firm’s Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 21105711AAAAEZ2843
Mumbai
Dated: May 21, 2021

Standalone Balance sheet

AS AT MARCH 31, 2021

₹ in '000

| | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|-------------------------|-------------------------|
| I. ASSETS | | | |
| Non-current assets | | | |
| (a) Property, Plant and Equipment | 3 | 1,263.59 | 2,540.86 |
| (b) Right of use assets | 4 | - | 6,730.20 |
| (c) Other Intangible assets | 5 | 129.20 | 193.54 |
| (d) Intangible assets under development | 6 | 1,761.83 | 1,761.83 |
| (e) Financial Assets | | | |
| (i) Investments in Subsidiary | 7 | 1,000.00 | - |
| (ii) Investments in Associates and Joint Ventures | 8 | 577.77 | 1,155.55 |
| (iii) Other Investments | 9 | 4,75,172.17 | 3,48,271.49 |
| (iv) Others | 10 | 3,159.27 | 3,127.03 |
| (f) Non-Current Assets (Net) | 11 | 11,744.45 | 11,449.62 |
| Total Non Current Assets | | 4,94,808.28 | 3,75,230.12 |
| Current assets | | | |
| (a) Financial Assets | | | |
| (i) Investments | 12 | 1,15,506.37 | 1,32,022.63 |
| (ii) Trade receivables | 13 | 29,356.41 | 9,926.78 |
| (iii) Cash and cash equivalents | 14 | 7,793.11 | 5,439.34 |
| (iv) Other Bank Balances | 15 | 20,999.48 | - |
| (v) Others | 16 | 28,245.97 | 12,500.30 |
| (b) Other current assets | 17 | 1,347.60 | 783.20 |
| Total Current Assets | | 2,03,248.94 | 1,60,672.25 |
| TOTAL ASSETS | | 6,98,057.22 | 5,35,902.37 |
| II. EQUITY AND LIABILITIES | | | |
| 1. Equity | | | |
| (a) Equity Share capital | 18 | 1,37,052.98 | 1,37,052.98 |
| (b) Other Equity | 19 | 4,54,779.60 | 3,11,886.85 |
| Total Equity | | 5,91,832.58 | 4,48,939.83 |

Standalone Balance sheet *continued*

₹ in '000

| | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|-------------------------|-------------------------|
| 2. Liabilities | | | |
| Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Lease Liabilities | 20 | - | 3,488.55 |
| (b) Provisions | 21 | 1,441.54 | 1,161.86 |
| (c) Deferred tax liabilities (Net) | 22 | 90,105.41 | 65,852.77 |
| Total Non Current Liabilities | | 91,546.95 | 70,503.18 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Trade payables | 23 | | |
| a) Total outstanding dues of micro enterprises and small enterprises | | 205.73 | 74.53 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,359.03 | 1,420.80 |
| (ii) Lease Liabilities | 24 | - | 3,171.40 |
| (iii) Other financial liabilities | 25 | 11,463.74 | 10,453.52 |
| (b) Other current liabilities | 26 | 1,446.14 | 1,252.12 |
| (c) Provisions | 27 | 203.05 | 86.99 |
| Total Current Liabilities | | 14,677.69 | 16,459.36 |
| TOTAL EQUITY AND LIABILITIES | | 6,98,057.22 | 5,35,902.37 |

The accompanying notes 1 to 46 form an integral part of Standalone financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaion Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Standalone Statement of Profit and Loss

YEAR ENDED MARCH 31, 2021

₹ in '000

| | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|----------|------------------------------|------------------------------|
| Revenue | | | |
| I | 28 | 1,40,489.02 | 81,113.29 |
| II | 29 | 11,386.35 | 12,865.53 |
| III | | 1,51,875.37 | 93,978.82 |
| IV Expenses | | | |
| | 30 | 56,312.74 | 62,183.87 |
| | 31 | 516.84 | 803.34 |
| | 32 | 5,000.56 | 5,626.30 |
| | 33 | 49,052.42 | 46,076.46 |
| | | 1,10,882.56 | 1,14,689.97 |
| V | | 40,992.81 | (20,711.15) |
| VI | | - | - |
| VII | | 40,992.81 | (20,711.15) |
| VIII Tax Expense | | | |
| | | - | - |
| | | 532.16 | 597.59 |
| | | 532.16 | 597.59 |
| IX | | 40,460.65 | (21,308.74) |
| X | | - | - |
| XI | | 40,460.65 | (21,308.74) |
| XII Other Comprehensive Income | | | |
| A (i) Items that may be reclassified to profit or loss | | | |
| | | 288.79 | 1,509.99 |
| | | (72.68) | (345.49) |

Standalone Statement of Profit and Loss *continued*

₹ in '000

| | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|----------|------------------------------|------------------------------|
| B (i) Items that will not be reclassified to profit or loss | | | |
| Net (loss)/gain on FVTOCI equity securities | | 1,15,470.10 | 62,249.74 |
| Income tax effect | | (23,647.81) | 301.09 |
| Total Comprehensive Income for the year (XI+XII) | | 1,32,499.05 | 42,406.59 |
| XIII Earnings per Equity Share (Face Value ₹ 10) | 34 | | |
| (1) Basic (₹) | | 2.95 | (1.55) |
| (2) Diluted (₹) | | 2.94 | (1.55) |

The accompanying notes 1 to 46 form an integral part of Standalone financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koorla

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Standalone Statement of Changes in Equity

YEAR ENDED MARCH 31, 2021

(A) EQUITY SHARE CAPITAL

| | ₹ in '000 |
|---|--------------------|
| As at April 01, 2019 | 1,37,052.98 |
| Changes in equity share capital during the year | - |
| As at March 31, 2020 | 1,37,052.98 |
| Changes in equity share capital during the year | - |
| As at March 31, 2021 | 1,37,052.98 |

(B) OTHER EQUITY (REFER NOTE 19)

| Particulars | Reserves and Surplus | | | Other Comprehensive Income | Total |
|--|----------------------|--------------------|-----------------------------------|----------------------------|--------------------|
| | Securities Premium | Retained Earnings | Share Options Outstanding account | | |
| Balance as at April 01, 2019 | 2,13,734.65 | (372.80) | | 56,118.40 | 2,69,480.26 |
| Profit for the year | | (21,308.74) | | | (21,308.74) |
| Remeasurements of defined benefit plans | | 1,164.50 | | | 1,164.50 |
| Net (loss)/gain on FVTOCI equity securities | | | | 62,550.83 | 62,550.83 |
| Total comprehensive income for the year | - | (20,144.24) | | 62,550.83 | 42,406.59 |
| Balance as at March 31, 2020 | 2,13,734.65 | (20,517.04) | | 1,18,669.23 | 3,11,886.85 |
| Profit for the year | | 40,460.65 | | | 40,460.65 |
| Share based payments to Employees | | - | 10,393.70 | | 10,393.70 |
| Remeasurements of defined benefit plans | | 216.11 | | | 216.11 |
| Net (loss)/gain on FVTOCI equity securities | | | | 91,822.29 | 91,822.29 |
| Total comprehensive income for the year | - | 40,676.76 | 10,393.70 | 91,822.29 | 1,42,892.75 |
| Balance as at March 31, 2021 | 2,13,734.65 | 20,159.72 | 10,393.70 | 2,10,491.52 | 4,54,779.60 |

Standalone Statement of Changes in Equity *continued*

Nature and purpose of reserves:

Securities premium:

Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Other comprehensive income:

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Share Options Outstanding Account:

The Equity share options are recognised at fair value of the options on Grant date issued to employees under Xelpmoc Design & Tech Limited Employee Stock Option Scheme, 2019.

The accompanying notes 1 to 46 form an integral part of Standalone financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Standalone Statement of Cash Flows

YEAR ENDED MARCH 31, 2021

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Profit Before Income Tax | 40,992.81 | (20,711.15) |
| Adjustments for: | | |
| Depreciation and Amortization Expense | 5,000.56 | 5,626.30 |
| Interest Income | (1,725.50) | (401.61) |
| Interest Expense | 46.27 | 14.44 |
| Interest cost on Lease Liability | 470.57 | 788.90 |
| Unrealised gain on short term liquid funds | (6,699.92) | (10,500.19) |
| Realised gain on short term liquid funds | (2,783.82) | (1,456.09) |
| Share based payments | 10,393.70 | - |
| Rent Reversal on Lease modification | (1,193.40) | - |
| Net gain on disposal of ROU Asset/ Liability | (119.00) | - |
| Provision for dimunition in value of Investments | 577.78 | - |
| Bad Debt Written Off | - | 3,641.38 |
| Provision for Doubtful Debt /(Reversal of doubtful debts) | 2,839.52 | (135.61) |
| Remeasurements of defined benefit plans | 288.79 | 1,509.99 |
| | 7,095.55 | (912.48) |
| Operating Cash Flows Before Working Capital Changes | 48,088.36 | (21,623.63) |
| Adjustments for: | | |
| (Increase)/Decrease in Others (Non-Current Financial Assets) | (32.24) | (213.61) |
| (Increase)/Decrease in Trade Receivables (Current) | (22,269.15) | (3,886.39) |
| (Increase)/Decrease in Others (Current Financial Assets) | (35,866.77) | (11,642.80) |
| (Increase)/Decrease in Other Current Assets | (564.40) | 3,685.88 |
| Increase/(Decrease) in Provisions (Non-Current) | 279.68 | (668.43) |
| Increase/(Decrease) in Trade Payables | 69.43 | (5,095.07) |
| Increase/(Decrease) in Other financial liabilities (Current) | 1,010.22 | (2,452.80) |
| Increase/(Decrease) in Other current liabilities (Current) | 194.02 | (775.61) |
| Increase/(Decrease) in Provisions (Current) | 116.06 | (12.78) |
| | (57,063.15) | (21,061.60) |
| Cash Generated from / (used) in Operations | (8,974.79) | (42,685.23) |
| Income tax refund received | 2,342.20 | - |
| Income Taxes Paid | (2,637.03) | (3,342.14) |
| Net Cash Flow from Operating Activities | (9,269.62) | (46,027.37) |

Standalone Statement of Cash Flows *continued*

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Payment for Purchase of Property, Plant and Equipment | (574.28) | (3,567.81) |
| Proceeds from redemption of Short term liquid investments | 26,000.00 | 40,750.00 |
| Deposits withdrawn/ (Placed) | (878.38) | 9,275.03 |
| Interest Received | 1,725.50 | 401.61 |
| Investment made | (12,430.58) | (14,547.68) |
| Sale of Investments | - | 1,789.39 |
| Net Cash Flow From Investing Activities | 13,842.26 | 34,100.53 |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Payment of Lease liabilities | (2,172.60) | (4,224.25) |
| Borrowings from directors (Net) | - | (2,997.00) |
| Interest expenses | (46.27) | (14.44) |
| Net Cash Inflow/ (Outflow) From Financing Activities | (2,218.87) | (7,235.69) |
| D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 2,353.77 | (19,162.53) |
| Cash and cash equivalents at the beginning of the year | 5,439.34 | 24,601.87 |
| Cash and cash equivalents at the end of the year | 7,793.11 | 5,439.34 |

The accompanying notes 1 to 46 form an integral part of Standalone financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Notes

TO THE STANDALONE FINANCIALS STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

1. COMPANY OVERVIEW

Xelpmoc Design and Tech Limited (“the Company”) is a public limited company, incorporated on 16 September 2015. The Company provides professional and technical consulting services. The Company’s services include offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, and various other industries.

The range of services provided by the Company includes mobile and web application development, prototype development, thematic product development and data analytics assistance.

The Board of Directors approved the Financial Statements for the year ended 31 March, 2021. These financial statements were authorized for issue on May 21, 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation of Standalone Financials Statements

a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 (“the Companies Act”). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. The Standalone Financials Statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

| Items | Measurement Basis |
|---|--|
| Certain financial assets and liabilities (including derivative instruments) | Fair Value |
| Net defined benefit asset/liability | Fair value of the plan assets less present value of defined benefit obligation |

c. The standalone financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgments

In preparing these Standalone Financials Statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that may have a significant risk of resulting in a material adjustment in the year ending 31 March 2021 are made in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment
- Estimation of current tax expense and payable;
- Impairment of Financial Assets;
- Lease classification; and,
- Lease: whether an arrangement contains a lease
- Impact of Covid-19 (Global Pandemic)

e. Measurement of fair values

A number of the Company’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

is included in – Fair Value Measurements (Note: 39 Financial Instruments - Fair values and risk management)

f. Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Estimation of uncertainties relating to the global health pandemic from COVID-19 (“COVID-19”)

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company’s financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

2.2 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight, installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less

their estimated residual values over their estimated useful lives using the written down value method except for improvements to leasehold premises where the assets are depreciated on a straight line basis. Depreciation for assets purchased / sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets’ residual values and useful lives are reviewed periodically, and adjusted if appropriate, including at each financial year end.

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

| Asset | Useful Life |
|------------------------|--------------|
| Office equipment | 5-7 years |
| Computer | 3-4 years |
| Leasehold Improvements | Lease Tenure |
| Furniture & Fixtures | 10 years |

Assets with cost of acquisition less than ₹ 5,000 are fully depreciated in the year of acquisition.

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount.

These are included in statement of profit and loss.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

iv. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.3 Intangible assets

i. Recognition and measurement

Intangible assets are carried at cost less accumulated amortization and impairment

losses, if any. The cost of an intangible asset comprises its purchase price, including any non-recoverable duties and taxes and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Assets under development are disclosed as Intangible assets under development. Amortization is not recorded on assets under development until development is complete and the asset is ready for its intended use.

ii. Amortization

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life on a straight-line basis.

The estimated useful lives are as follows:

| Asset | Useful Life |
|-------------------|-------------|
| Computer Software | 3-6 Years |

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

iii. Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization) had no impairment loss been recognized for the asset in prior years.

2.4 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related

transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.6 Impairment

i. Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

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 ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government / government departments / government companies are generally not considered as increase in credit risk of such financial asset.

ii. Non-financial assets

The Company assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Company's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows

that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

2.7 An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication 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. Such a reversal is made 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.

2.8 Leases

Company as a lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of Lease requires significant judgement. The Company uses significant judgement in assessing the Lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an

option to extend the lease if the company is reasonably certain to exercise that option; and period covered by an option to terminate the lease, if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. 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

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

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 company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the company uses incremental borrowing rate. For leases with reasonably similar characteristics, the company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. 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.

The company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases 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.

If an arrangement contains lease and non-lease components, the company applies Ind AS 115 Revenue to allocate the consideration in the contract.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment

Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, prospectively. Accordingly, the company has not restated comparative information of the previous year.

For transition, the company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

On transition, the company has recognized

a 'Right of Use' asset of ₹ 10,095 thousand and a corresponding lease liability of ₹ 9,543 thousand. The effect of this adoption on is disclosed in note 36. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The principal portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per Ind AS 17 - Leases, were earlier reported under cash flow from operating activities. The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

The difference between the future minimum lease rental commitments towards non-cancellable operating leases reported at the year end compared to the lease liability as accounted as on that date is primarily due to exclusion of the commitments for the leases to which the company has chosen to apply the practical expedient or exemptions as per the standard.

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***2.9 Financial instruments****i. Recognition and initial measurement**

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for

the equity investment at fair value through other comprehensive income. The company reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. The company classifies its debt instruments as:

Amortized cost:

Debt Instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized

cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

c. Investment in subsidiaries, joint venture and associates

Investment in subsidiaries, joint venture and associates is carried at cost in the financial statements.

d. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

e. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company. Trade

and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition**Financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and

the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.10 Revenue**i) Sale of Services**

The company primarily derives its revenue from providing software development services.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. 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.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

The company has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts.

The Company disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is

observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded

using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.11 Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising 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 at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent

that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the

MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

2.13 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.14 Provision, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision

is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably. Contingent liabilities are 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 or a present obligation that arises from past events where it is

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

2.15 Employee benefits

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post-employee benefits

Defined Contribution Plans:

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit

payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary 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. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

iv. Share based payment

Equity settled share based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.16 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.17 Earnings per share

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

weighted average number of equity shares outstanding for the period.

Diluted earnings per share ("DEPS") is computed by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits

2.18 Cash flow statements

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Company are segregated.

2.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided

to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The company's management examines the company's performance as a whole i.e. providing of technological solution services and accordingly the company has only one reportable segment.

The Company generates revenue from rendering services to customers located outside India. All the assets of the Company are situated in India. Geographical segment to the extent of revenue generated from sales outside India has been disclosed (Refer Note no. 42).

2.20 New and amended Standard

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

i. Amendments to Ind AS 116: Covid-19 Related Rent Concession

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from lessor is as lease modification. A lease that makes this election accounts for any change in lease payments

resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification. The Company has elected to apply the practical expedient available and has not assessed whether the rent concession amounts to lease modification.

ii. Amendments to Ind AS 103 Business Combination

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. This amendment had no impact on standalone financial statement of the Group but may impact future periods should the Company enter into any business combinations.

iii. Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendment provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statement make on the basis of those financial statements, which provide financial information about a specific reporting entity". The

amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the standalone financial statements of, nor is there expected to be any future impact to the Company.

iv. Amendment to Ind AS 107 and Ind AS 109 Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the consolidated financial statements of the Group as it does not have any interest rate hedge relationships.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. This amendment had no impact on the standalone financial statement the Company.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 3 PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2021

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|------------------------|----------------------|---------------|---|-----------------|--------------------------|-----------------------------|---|-----------------|--------------------|-----------------|
| | As at 01-Apr-20 | Additions | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 01-Apr-20 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 31-Mar-21 | As at 31-Mar-20 |
| Office Equipment | 826.75 | 45.77 | 11.27 | 861.25 | 600.31 | 108.84 | 11.27 | 697.89 | 163.36 | 226.44 |
| Computers | 7,637.12 | 528.51 | - | 8,165.63 | 5,776.52 | 1,293.12 | - | 7,069.64 | 1,095.99 | 1,860.60 |
| Leasehold Improvements | 653.49 | - | 653.49 | - | 205.38 | 448.11 | 653.49 | - | - | 448.11 |
| Furniture & Fixtures | 6.99 | - | - | 6.99 | 1.27 | 1.48 | - | 2.75 | 4.24 | 5.72 |
| Total | 9,124.35 | 574.28 | 664.76 | 9,033.86 | 6,583.49 | 1,851.55 | 664.76 | 7,770.28 | 1,263.59 | 2,540.86 |

As at March 31, 2020

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|------------------------|----------------------|-----------------|---|-----------------|--------------------------|-----------------------------|---|-----------------|--------------------|-----------------|
| | As at 01-Apr-19 | Additions | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 01-Apr-19 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Office Equipment | 661.21 | 165.54 | - | 826.75 | 453.16 | 147.15 | - | 600.31 | 226.44 | 208.05 |
| Computers | 5,492.37 | 2,144.75 | - | 7,637.12 | 3,940.13 | 1,836.39 | - | 5,776.52 | 1,860.60 | 1,552.24 |
| Leasehold Improvements | - | 653.49 | - | 653.49 | - | 205.38 | - | 205.38 | 448.11 | - |
| Furniture & Fixtures | - | 6.99 | - | 6.99 | - | 1.27 | - | 1.27 | 5.72 | - |
| Total | 6,153.58 | 2,970.77 | - | 9,124.35 | 4,393.29 | 2,190.20 | - | 6,583.49 | 2,540.86 | 1,760.29 |

1) Property Plant and equipment are stated at cost less accumulated depreciation

2) The company has assessed that there are no indicators of impairment.

NOTE 4 RIGHT OF USE ASSETS

As at March 31, 2021

₹ in '000

| Particulars | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|--------------------------------|----------------------|-----------|---------------------|-----------------|--------------------------|-------------------|--------------------|-----------------|--------------------|-----------------|
| | As at 01-Apr-20 | Additions | Deletion / Transfer | As at 31-Mar-21 | As at 01-Apr-20 | Additions | Deletion/ Transfer | As at 31-Mar-21 | As at 31-Mar-21 | As at 31-Mar-20 |
| Right of use assets - Building | 10,095.31 | - | 10,095.31 | - | (3,365.10) | (3,084.68) | (6,449.78) | - | - | 6,730.20 |
| Total | 10,095.31 | - | 10,095.31 | - | (3,365.10) | (3,084.68) | (6,449.78) | - | - | 6,730.20 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 4 RIGHT OF USE ASSETS *continued*

As at March 31, 2020

₹ in '000

| Particulars | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|--------------------------------|----------------------|------------------|---------------------|------------------|--------------------------|-------------------|---------------------|-------------------|--------------------|-----------------|
| | As at 01-Apr-19 | Additions | Deletion / Transfer | As at 31-Mar-20 | As at 01-Apr-19 | Additions | Deletion / Transfer | As at 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Right of use assets - Building | - | 10,095.31 | - | 10,095.31 | - | (3,365.10) | - | (3,365.10) | 6,730.20 | - |
| Total | - | 10,095.31 | - | 10,095.31 | - | (3,365.10) | - | (3,365.10) | 6,730.20 | - |

Note:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application. During the year, the company has pre-closed the lease and the ROU assets (net) has been written down.

NOTE 5 OTHER INTANGIBLE ASSETS

As at March 31, 2021

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|-------------------|----------------------|-----------|---|-----------------|--------------------------|-----------------------------|---|-----------------|--------------------|-----------------|
| | As at 01-Apr-20 | Additions | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 01-Apr-20 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 31-Mar-21 | As at 31-Mar-20 |
| Computer Software | 293.39 | - | - | 293.39 | 99.85 | 64.34 | - | 164.19 | 129.20 | 193.54 |
| Total | 293.39 | - | - | 293.39 | 99.85 | 64.34 | - | 164.19 | 129.20 | 193.54 |

As at March 31, 2020

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|-------------------|----------------------|---------------|---|-----------------|--------------------------|-----------------------------|---|-----------------|--------------------|-----------------|
| | As at 01-Apr-19 | Additions | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 01-Apr-19 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Computer Software | 96.94 | 196.45 | - | 293.39 | 28.85 | 71.00 | - | 99.85 | 193.54 | - |
| Total | 96.94 | 196.45 | - | 293.39 | 28.85 | 71.00 | - | 99.85 | 193.54 | - |

Notes:

- Intangible Assets are stated at cost less accumulated amortisation.
- Computer software consists of purchased software licenses
- The company has assessed that there are no indicators of impairment.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 6 INTANGIBLE ASSETS UNDER DEVELOPMENT

As at March 31, 2021

₹ in '000

| | As at 01-Apr-20 | Additions | Transfer | As at 31-Mar-21 |
|-------------------------------------|--------------------|-----------|----------|--------------------|
| Intangible assets under development | 1,761.83 | - | - | 1,761.83 |
| Total | 1,761.83 | - | - | 1,761.83 |

As at March 31, 2020

₹ in '000

| | As at 01-Apr-19 | Additions | Transfer | As at 31-Mar-20 |
|-------------------------------------|--------------------|---------------|----------|--------------------|
| Intangible assets under development | 984.50 | 777.33 | - | 1,761.83 |
| Total | 984.50 | 777.33 | - | 1,761.83 |

Notes:

1) Intangible assets under development as at March 31, 2021 represents amount of employee cost incurred towards development of intangible assets. The total amount of Intangible assets under development as at March 31, 2021 is ₹ 1,761.83 ('000) (March 31, 2020: 1,761.83 ('000)).

2) The company has assessed that there are no indicators of impairment.

NOTE 7 INVESTMENTS IN SUBSIDIARY

₹ in '000

| | Face Value | Numbers | | Amounts | |
|---|------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Unquoted: | | | | | |
| Carried at cost | | | | | |
| (a) Investments in Equity Instruments of Subsidiary | | | | | |
| Signal Analytics Private Limited | | | | | |
| 10,00,000 (as at 31 March 20: Nil) Equity Shares of ₹ 1 each, fully paid up | 1.00 | 10,00,000 | - | 1,000.00 | - |
| | | | | 1,000.00 | - |
| Aggregate Amount of Unquoted Investments | | | | 1,000.00 | - |
| Aggregate Amount of Quoted Investments | | | | - | - |
| Aggregate Market Value of Quoted Investments | | | | - | - |
| Aggregate Provision for Impairment in the Value of Investments | | | | - | - |

Note:

On December 01, 2020, the Company acquired 100% stake in Signal Analytics Private Limited for a total cash consideration of ₹20 (₹ in 1000s.), accordingly Signal Analytics becomes the wholly owned subsidiary of the Company. Further, the company subscribed 9,80,000 Equity shares of Signal Analytics Private Limited of ₹1 each at par. The company intends to offer Data analytics and related services in future through this Wholly owned subsidiary.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 8 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

₹ in '000

| | Face Value | Numbers | | Amounts | |
|--|------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Unquoted: | | | | | |
| Carried at cost | | | | | |
| (a) Investments in Equity Instruments of Associate Company | | | | | |
| Madworks Ventures Private Limited | | | | | |
| 15,204 (as at 31 March 20: 15,204) Equity Shares of ₹ 10 each, fully paid up | 10.00 | 15,204 | 15,204 | 121.63 | 243.26 |
| (b) Investments in Compulsorily Convertible Preference Instruments of Associate Company | | | | | |
| Madworks Ventures Private Limited | | | | | |
| 57,018 (as at 31 March 20: 57,018) Preference Shares of ₹ 10 each, fully paid up | 10.00 | 57,018 | 57,018 | 456.14 | 912.29 |
| | | | | 577.77 | 1,155.55 |
| Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments) | | | | 577.77 | 1,155.55 |
| Aggregate Amount of Quoted Investments | | | | - | - |
| Aggregate Market Value of Quoted Investments | | | | - | - |
| Aggregate Provision for Impairment in the Value of Investments | | | | 577.77 | - |

Notes:

1) On June 20, 2019, the company disposed of the 18,000 equity shares at cost resulting in no profit or gain to the company. Subsequent to this disposal, the holding of the company in the investee has been reduced to NIL as on 31st March 2020. Also the Joint Venture agreement stands terminated and hence the investee company ceases to be the Joint Venture of the Company.

2) The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14 February 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Post this acquisition the company holds 21.74 % of the share capital of the investee company on a fully diluted basis. Based on impairment indicators and management assessment company has impaired value of investment by ₹ 577.78 ('000) during the year ended 31st March 2021. The impairment losses have been appropriately recognised through statement of Profit and Loss.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 9 OTHER INVESTMENTS

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Unquoted: | | |
| At Fair Value through Other Comprehensive Income | | |
| Investment in Equity Instruments | | |
| Fortigo Network Logistic Private Limited | 2,16,140.40 | 1,95,039.49 |
| 1,22,232 (as at 31 March 20: 1,22,232) Equity Shares of ₹ 1 each, fully paid up | | |
| Gyankosh Solutions Private Limited (refer note 2 below) | - | - |
| 32,939 (as at 31 March 20: 32,939) Equity Shares of ₹ 1 each, fully paid up | | |
| Ideal Insurance Brokers Private Limited¹ | 4,529.48 | 3,691.58 |
| 7,500 (as at 31 March 20: 7,500) Equity Shares of ₹ 10 each, fully paid up | | |
| Incube Innoventures Private Limited | 4,455.03 | 4,892.18 |
| 655 (as at 31 March 20: 655) Equity Shares of ₹ 10 each, fully paid up | | |
| Intellibuzz TEM Private Limited (refer note 2 below) | - | - |
| 12,300 (as at 31 March 20: 12,300) Equity Shares of ₹ 10 each, fully paid up | | |
| PHI Robotics Research Private Limited | 982.30 | 2,067.80 |
| 167 (as at 31 March 20: 167) Equity Shares of ₹ 10 each, fully paid up | | |
| Snaphunt Pte Ltd² | 46,267.18 | 37,626.77 |
| 12,088 (as at 31 March 20: 12,088) Equity Shares of SGD. 1 each, fully paid up | | |
| Woovly Private Limited | 51,207.90 | 37,514.34 |
| 2,490 (as at 31 March 20: 2,490) Equity Shares of ₹ 10 each, fully paid up | | |
| Rype Fintech Private Limited⁵ | 885.95 | 1.00 |
| 53,629 (as at 31 March 20: 100) Equity Shares of ₹ 10 each, fully paid up | | |
| Mihup Communication Private Limited | 25,520.50 | 11,444.34 |
| 9,100 (as at 31 March 20: 9,100) Equity Shares of ₹ 10 each, fully paid up | | |
| Taxitop Media Private Limited (refer note 3 below) | - | 2,084.70 |
| 1,905 (as at 31 March 20: 1,905) Equity Shares of ₹ 10 each, fully paid up | | |
| One Point Six Technologies Private Limited (Previously known: Leadstart Publishing Private Limited) | 11,879.91 | 4,535.62 |
| 10,500 (as at 31 March 20: 4,200) Equity Shares of ₹ 10 each, fully paid up | | |
| KidsStopPress Media Private Limited³ | 9,051.82 | - |
| 2,051 (as at 31 March 20: Nil) Equity Shares of ₹ 10 each, fully paid up | | |
| CatAllyst Inc | 117.38 | - |
| 1,50,000 (as at 31 March 20: Nil) Class B Common stock of US \$ 0.01 fully paid up | | |
| Learning Hats Pte Limited | 272.48 | - |
| 3,333 (as at 31 March 20: Nil) Ordinary shares of US \$ 1.00 fully paid up | | |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 9 OTHER INVESTMENTS *continued*

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Investment in Preference Shares | | |
| Mihup Communication Private Limited | | |
| 31,512 (as at 31 March 2020: 31,512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up | 88,399.07 | 39,630.12 |
| 2,941 (as at 31 March 2020: 2,941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up | 4,630.15 | 2,076.33 |
| KidsStopPress Media Private Limited³ | | |
| Nil (as at 31 March 20: 683) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | - | 3,001.48 |
| Nil (as at 31 March 20: 684) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | - | 3,005.88 |
| Nil (as at 31 March 20: 684) Optionally Convertible Preference Shares of ₹ 10 each, partly paid up (Refer note 44) | - | 1.36 |
| Rype Fintech Private Limited⁴ | | |
| 71,371 (as at 31 March 20: 1,24,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | 1,179.05 | 1,249.00 |
| Graphixstory Private Limited | | |
| 3,900 (as at 31 March 20: 3,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | 409.50 | 409.50 |
| Femmevista Technologies Private Limited | | |
| 1,11,000 (as at 31 March 20: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | 9,244.08 | - |
| | 4,75,172.17 | 3,48,271.49 |
| Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments) | 4,75,172.17 | 3,48,271.49 |
| Aggregate Amount of Quoted Investments | - | - |
| Aggregate Market Value of Quoted Investments | - | - |
| Aggregate Provision for diminution in value of Investments | 7,494.64 | 5,409.94 |

¹ includes 2,500 Equity shares received as bonus shares by Ideal Insurance brokers Private Limited in the year ending March 2020. The company issued 1 bonus shares for every 2 equity shares held.

² includes 2,418 Equity shares issued by Snaphunt Pte Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1 in the year ending March 2020.

8,865 Optionally Convertible Preference Shares of Snaphunt Pte Ltd were redeemed at cost during the year ending March 2020 and the balance 2,418 OCPS were converted into Equity shares of 1 SGD fully paid up.

³ During the year ended 31st March 21,684 partly paid up Optionally Convertible Preference Shares of Kisstopress Media Private Limited were fully paid up through payout of ₹ 3,015.07 (000's). Consequently 2051 fully paid up Optionally Convertible Preference Shares of Kidsstopress Media Private Limited were converted into Equity shares of ₹ 1 each fully paid up in the ratio of 1:1

⁴ During the year ended 31st March 21,53,529 fully paid up Optionally Convertible Preference Shares of Rype Fintech Private Limited were converted into Equity shares of ₹ 1 each fully paid up in the ratio of 1:1

⁵ includes 53,529 Equity shares issued by Rype Fintech Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1 in the year ended 31 March 2021

Notes:

1) Investments in equity instruments of private limited entities has been designated as fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/ Market comparable method.

2) The Company has made investments in technology start ups entities Gyankosh Solutions Private Limited (GSPL) and Intellibuzz TEM Private Limited (ITPL) and these entities has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in these entities for ₹2,396.64 ('000) and ₹3,013.30 ('000) respectively which is equivalent to the carrying value of these Investments. The impairment losses have been appropriately recognised through OCI in the year ended 31 March 2020.

3) The Company has made investment in technology start ups entity Taxitop Media Private Limited (TMPL) and it has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in TMPL for ₹ 2,084.70 ('000) which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended 31 March 2021.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 10 NON-CURRENT FINANCIAL ASSETS - OTHERS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Application money paid towards securities* | 2,443.88 | - |
| Other Bank Balances: | | |
| - In Bank Deposits # | 690.55 | 642.87 |
| - Interest accrued on Bank Deposits | 24.84 | 33.99 |
| Security deposits | - | 2,450.17 |
| Total | 3,159.27 | 3,127.03 |

Application money paid towards securities*a. Catalist Inc**

On 6th July 2020, the company entered into a subscription agreement to acquire 3,75,000 shares of entity's Class B Common Stock at USD 0.01 each. As on 31 March 2021 1,50,000 shares were allotted and the company has applied for the balance 2,25,000 shares.

b. One Point Six Technologies Private Limited (formerly known as Leadstart Publishing Private Limited)

The Company has applied for 2,100 Equity shares of ₹ 10 each fully paid up against consideration through rendering of services by the Company.

Under lien for corporate credit card facility.

NOTE 11 NON-CURRENT ASSETS (NET)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Tax Receivable from Govt. authorities | 11,744.45 | 11,449.62 |
| [Net of Provision for taxation - ₹ Nil (as at 31 March 20: ₹ Nil)] (Refer Note 22 for tax reconciliations) | | |
| Total | 11,744.45 | 11,449.62 |

NOTE 12 CURRENT INVESTMENTS

₹ in '000

| | Units | | Amount | |
|---|----------------------------|----------------------------|----------------------------|----------------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Investments in debt funds | | | | |
| Quoted | | | | |
| Kotak Corporate Fund Direct Growth | 15,901 | 23,076 | 47,457.54 | 63,696.24 |
| Net asset value per unit as at 31st March 2021: ₹2,984.63 (31st March 2020: ₹ 2,760.32) | | | | |
| IDFC Cash Fund - Growth | 53 | 53 | 132.61 | 128.12 |
| Net asset value per unit as at 31st March 2021 ₹2,485.99 (31st March 2020: ₹ 2,401.83) | | | | |
| IDFC Corporate Bond Fund - Direct Growth | 35,75,314 | 39,05,884 | 54,586.82 | 54,536.29 |
| Net asset value per unit as at 31st March 2021 ₹15.27 (31st March 2020: ₹ 13.96) | | | | |
| IDFC Ultra Short-Term Fund - Direct Growth | 11,13,465 | 11,97,747 | 13,329.40 | 13,661.98 |
| Net asset value per unit as at 31st March 2021 ₹11.97 (31st March 2020: ₹ 11.41) | | | | |
| Total | | | 1,15,506.37 | 1,32,022.63 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 13 TRADE RECEIVABLES

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Trade Receivables considered good - Unsecured* | 29,356.41 | 9,926.78 |
| Trade Receivables credit impaired | 6,320.41 | 3,480.89 |
| Less: Allowance for credit Impairment | (6,320.41) | (3,480.89) |
| | 29,356.41 | 9,926.78 |
| Total | 29,356.41 | 9,926.78 |
| *Includes dues from related parties (Refer Related Party Transaction Note 35) | 294.00 | 844.00 |

NOTE 14 CASH AND CASH EQUIVALENTS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Balances with Banks | | |
| - In Current Accounts | 7,785.17 | 5,421.07 |
| Cash on Hand | 7.94 | 18.27 |
| Total | 7,793.11 | 5,439.34 |
| Cash and cash equivalent as per Statement of Cash Flows | 7,793.11 | 5,439.34 |

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods

NOTE 15 OTHER BANK BALANCES

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Balance with Banks in Fixed Deposits more than 3 months | 19,999.90 | - |
| Interest Accrued on Fixed deposits | 999.58 | - |
| Total | 20,999.48 | - |

NOTE 16 OTHER CURRENT FINANCIAL ASSETS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Unsecured, considered good | | |
| Unbilled Revenue | 26,970.78 | 12,151.36 |
| Rental Security Deposits | 1,225.63 | 347.25 |
| Advance to staff | 4.07 | 1.68 |
| Other Receivables* | 45.50 | - |
| Total | 28,245.97 | 12,500.30 |
| *Includes dues recoverable from related parties (Refer Related Party Transaction Note. 35) | 32.00 | - |

NOTE 17 OTHER CURRENT ASSETS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------------------|-------------------------|-------------------------|
| Considered good | | |
| Prepaid expenses | 277.44 | 578.39 |
| Advance to vendors | 81.11 | 65.01 |
| Contracts fulfilment costs | - | 139.80 |
| Balance with government authorities | 989.05 | - |
| Total | 1,347.60 | 783.20 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 18 STANDALONE STATEMENT OF EQUITY SHARE CAPITAL

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Authorised | | |
| 1,50,00,000 Equity Shares (31-Mar-20: 1,50,00,000) of ₹10 each | 1,50,000.00 | 1,50,000.00 |
| Issued | | |
| 1,37,05,298 Equity Shares (31-Mar-20: 1,37,05,298) of ₹10 each | 1,37,052.98 | 1,37,052.98 |
| Subscribed and Fully Paid up | | |
| 1,37,05,298 Equity Shares (31-Mar-20: 1,37,05,298) of ₹10 each | 1,37,052.98 | 1,37,052.98 |
| Total | 1,37,052.98 | 1,37,052.98 |

Notes:**a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:**

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | No. of Shares | ₹ in '000 | No. of Shares | ₹ in '000 |
| Shares outstanding at the beginning of the year | 1,37,05,298 | 1,37,052.98 | 1,37,05,298 | 1,37,052.98 |
| Shares outstanding at the end of the year | 1,37,05,298 | 1,37,052.98 | 1,37,05,298 | 1,37,052.98 |

b) Initial Public Offer

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective February 04, 2019.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 18 STANDALONE STATEMENT OF EQUITY SHARE CAPITAL continued**

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the company held on 30th September 2020. The details of variation and the utilisation of the unutilised amount of IPO proceeds upon variation of the objects as reviewed by the Audit Committee in its meeting held on May 21, 2021 are as under:

| ₹ in '000 | | | | | | | | | |
|--|---|---|-------------------------------------|--|---|---|--|----------------------------------|--|
| Original objects of the Issue | Projected Utilisation of Fund as per Prospectus | Utilised as per Prospectus as on September 30, 2020 | Unutilised as on September 30, 2020 | Amount altered upon variation of Objects and details thereto | Objects of the issue upon variation | Amount available for utilization upon variation | Utilised during the quarter ended March 31, 2021 | Utilisation up to March 31, 2021 | Unutilised amount as on March 31, 2021 |
| Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad. | 54,875.19 | 1,261.79 | 53,613.40 | 45,000 towards funding working capital requirements of the Company 8,613.40 towards purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore | Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore | 8,613.40 | - | 1,261.79 ¹ | 8,613.40 |
| Purchase of fit outs for new development centers in Kolkata and Hyderabad. | 40,862.50 | 719.79 | 40,142.71 | 40,142.71 towards funding working capital requirements of the Company | - | - | - | 719.79 ² | - |
| Funding working capital requirements of the Company. | 60,000.00 | 41,677.03 | 18,322.97 | - | Funding working capital requirements of the Company. | 1,03,465.68 | 5,000.00 | 46,677.03 ³ | 98,465.68 |
| General corporate purposes(including savings in offer related expenses) | 45,729.49 | 35,526.93 | 10,202.56 | - | General Corporate purposes(including savings in offer related expenses) | 10,202.56 | 1000.00 | 36,526.93 ⁴ | 9,202.56 |
| Total | 2,01,467.18 | 79,185.54 | 1,22,281.64 | 93,756.11 | | 1,22,281.64 | 6,000.00 | 85,185.54 | 1,16,281.64 |

*The above stated objects was the original object of the issue and after variation in the objects of issue the aforesaid objects has been cancelled.

¹ Utilised before variation of the Objects of the Issue for original object i.e. for purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad.

² Utilised before variation of the Objects of the Issue for original object i.e. i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

³ ₹ 41,677.03 (₹ In 1000s) utilised before variation of the Objects of the Issue and ₹ 5,000 (₹ in 1000s) utilized after variation of the Objects of the Issue

⁴ ₹ 35,526.93 (₹ In 1000s) utilised before variation of the Objects of the Issue and ₹ 1,000 (₹ In 1000s) utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2021 temporarily invested in debt mutual funds ₹ 1,15,506.37* (₹ in 1000s), Fixed deposit with bank ₹19,999.90 (₹ in 1000s) and with balance with banks ₹1,118.17 (₹ In 1000s).

*Value stated represents investments which are marked to market as at March 31, 2021.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 18 STANDALONE STATEMENT OF EQUITY SHARE CAPITAL continued****c) Terms / rights attached to equity shares:**

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

d) Details of shareholders holding more than 5% shares in the Company:

| Name of the Shareholder | As at March 31, 2021 | | As at March 31, 2020 | |
|---------------------------------|----------------------|--------|----------------------|--------|
| | No. of Shares | % held | No. of Shares | % held |
| Sandipan Samiran Chattopadhyay | 40,79,102 | 29.76% | 40,79,102 | 29.76% |
| Srinivas Koora | 24,19,098 | 17.65% | 25,36,598 | 18.51% |
| Jaison Jose | 8,41,290 | 6.14% | 8,41,290 | 6.14% |
| University of Notre Dame DU LAC | - | NA | 12,25,800 | 8.94% |
| | 73,39,490 | | 86,82,790 | |

e) Aggregate number of bonus shares issued, for consideration other than cash during the period of 5 years immediately preceding the reporting date:

| Particulars | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 | As at March 31, 2018 | As at March 31, 2017 |
|---|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | No. of Shares | No. of Shares | No. of Shares | No. of Shares | No. of Shares |
| Equity shares allotted as fully paid bonus shares by capitalisation of security premium | - | - | 36,20,725 | - | - |

The Company by way of Special Resolution had recommended to capitalise a sum of ₹3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on March 31, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on 27th July, 2018 ("Record Date"), in proportion of 55(Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

f) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings as on the reporting date.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 19 OTHER EQUITY

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Securities Premium | 2,13,734.65 | 2,13,734.65 |
| Retained Earnings | 20,159.72 | (20,517.04) |
| Share Options Outstanding Account | 10,393.70 | - |
| Other Comprehensive Income | 2,10,491.52 | 1,18,669.23 |
| Total | 4,54,779.60 | 3,11,886.85 |

Other Reserves Movement

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Securities Premium | | |
| Opening Balance | 2,13,734.65 | 2,13,734.65 |
| Addition during the year | - | - |
| Closing Balance (A) | 2,13,734.65 | 2,13,734.65 |
| Retained Earnings | | |
| Opening Balance | (20,517.04) | (372.80) |
| Profit for the year | 40,460.65 | (21,308.74) |
| Remeasurements of defined benefit plans | 216.11 | 1,164.50 |
| Closing Balance (B) | 20,159.72 | (20,517.04) |
| Shares Options Outstanding account | | |
| Opening Balance | - | - |
| Share based payments to Employees | 10,393.70 | - |
| Closing Balance (C) | 10,393.70 | - |

Other Reserves Movement continued

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Other Comprehensive Income | | |
| Opening Balance | 1,18,669.23 | 56,118.40 |
| Net (loss)/gain on FVTOCI equity securities | 91,822.29 | 62,550.83 |
| Remeasurements of the net defined benefit Plans | 216.11 | 1,164.50 |
| Less : Remeasurements of the net defined benefit Plans Transferred to Retained Earnings | (216.11) | (1,164.50) |
| Closing Balance (D) | 2,10,491.52 | 1,18,669.23 |
| Total (A) + (B) + (C) + (D) | 4,54,779.60 | 3,11,886.85 |

NOTE 20 LEASE LIABILITIES (NON-CURRENT)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------|-------------------------|-------------------------|
| Lease Liabilities | - | 3,488.55 |
| Total | - | 3,488.55 |

NOTE 21 NON-CURRENT PROVISIONS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Provision for Employee Benefits | | |
| Gratuity (Net) | 1,024.76 | 860.22 |
| Compensated absences (Net) | 416.78 | 301.63 |
| Total | 1,441.54 | 1,161.86 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 22 DEFERRED TAX LIABILITIES (NET)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Deferred Tax Liability | | |
| a) Gain / (Loss) on Fair Value change of Financial assets | (88,310.67) | (64,662.86) |
| b) Unrealised gain on Mutual Funds | (4,470.57) | (2,784.33) |
| | (92,781.23) | (67,447.19) |
| Deferred Tax Assets | | |
| a) Property, Plant and Equipment | 326.63 | 325.74 |
| b) Defined benefit obligations & Other long term employee benefits | 540.31 | 314.31 |
| c) Provision for doubtful debts | 1,590.72 | 876.07 |
| d) Other timing differences | 218.17 | 78.30 |
| | 2,675.83 | 1,594.42 |
| Total | (90,105.41) | (65,852.77) |

NOTE 22A The income tax expense consists of the following:

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Current Tax: | | |
| Current tax on profits for the year | - | - |
| Adjustments for current tax of prior periods | - | - |
| Total current tax expense | - | - |
| Deferred Tax | | |
| (Decrease)/ increase in deferred tax liabilities | 532.16 | 597.59 |
| Deferred tax (net) | 532.16 | 597.59 |
| Total income tax expense | 532.16 | 597.59 |

Current tax and Deferred Tax related to items recognised in Other Comprehensive Income during the year:

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Net loss/(gain) on FVTOCI equity securities | 23,647.81 | (301.09) |
| Net (loss)/gain on remeasurements of defined benefit plans | 72.68 | 345.49 |
| Total | 23,720.49 | 44.40 |

Reconciliation of tax expense and the accounting profit

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Profit/(Loss) before income taxes | 40,992.81 | (20,711.15) |
| Indian statutory income tax rate | 25.17% | 25.17% |
| Expected income tax expense | 10,317.07 | (5,212.58) |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense: | | |
| Tax impact of income not subject to tax | | |
| a) Temporary Differences | 532.16 | 597.59 |
| b) Permanent Differences | 68.93 | 44.10 |
| Tax effects of amounts which are not deductible for taxable income | | |
| Impact due to change in the rate of corporate taxation | | |
| Others | | 2,013.73 |
| Deferred tax on Profit / (Loss) for the year** | 9,715.98 | (7,868.00) |
| Total income tax expense | 10,317.07 | (5,212.58) |

** No deferred tax assets have been created on unused tax losses in the absence probability of future taxable profits that will be available against which the unused tax losses can be utilised.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 22 A continued

Deferred Tax (Liabilities):

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Gain / (Loss) on Fair Value change of Financial assets | (23,647.81) | 301.09 |
| Unrealised gain on Mutual Funds | (1,686.24) | (2,784.33) |
| Total deferred tax liabilities | (25,334.05) | (2,483.24) |

Deferred Tax Assets:

| | ₹ in '000 | |
|---|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Property, Plant and Equipment | 0.89 | 98.13 |
| Defined benefit obligations & Other long term employee benefits | 226.00 | (187.50) |
| Provision for doubtful debts | 714.65 | 1,852.32 |
| Other timing differences | 139.87 | 78.30 |
| Total deferred tax assets | 1,081.41 | 1,841.25 |
| Net Deferred tax (Liabilities) / Assets | (24,252.64) | (641.99) |

Movement in Deferred tax Liabilities / Asset

| | ₹ in '000 | | |
|---|---------------------------|----------------------------------|--|
| | Profit or Loss Account | Other Comprehensive Income | Deferred Tax Liabilities / Asset (net) |
| As at 31 March 2019 | (45,912.36) | (19,298.41) | (65,210.77) |
| Property, plant and equipment | 98.13 | | 98.13 |
| Gain / (Loss) on Fair Value change of Financial assets | | 301.09 | 301.09 |
| Unrealised gain on Mutual Funds | (2,784.33) | | (2,784.33) |
| Defined benefit obligations & Other long term employee benefits | 157.99 | (345.49) | (187.50) |
| Provisional for Doubtful Debts | 1,852.32 | | 1,852.31 |
| Other timing differences | 78.30 | | 78.30 |

Movement in Deferred tax Liabilities / Asset

| | ₹ in '000 | | |
|---|---------------------------|----------------------------------|--|
| | Profit or Loss Account | Other Comprehensive Income | Deferred Tax Liabilities / Asset (net) |
| As at 31 March 2020 | (46,509.95) | (19,342.81) | (65,852.77) |
| Property, plant and equipment | 0.89 | | 0.89 |
| Gain / (Loss) on Fair Value change of Financial assets | | (23,647.81) | (23,647.81) |
| Unrealised gain on Mutual Funds | (1,686.24) | | (1,686.24) |
| Defined benefit obligations & Other long term employee benefits | 298.68 | (72.68) | 226.00 |
| Provisional for Doubtful Debts | 714.65 | | 714.65 |
| Other timing differences | 139.87 | | 139.87 |
| As at 31 March 2021 | (47,042.10) | (43,063.30) | (90,105.41) |

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE 23 TRADE PAYABLES

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Total outstanding dues of micro enterprises and small enterprises | 205.73 | 74.53 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,359.04 | 1,420.80 |
| Total | 1,564.77 | 1,495.33 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 23 TRADE PAYABLES continued**

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

₹ in '000

| Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| (i) Principal amount remaining unpaid and not due for payment to MSME suppliers as at the end of the accounting year: | 205.73 | 74.53 |
| (ii) Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year: | | |
| - Principal | Nil | Nil |
| - Interest | Nil | Nil |
| (iii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day | Nil | Nil |
| (iv) The amount of interest due and payable for the year | Nil | Nil |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | Nil | Nil |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | Nil | Nil |

NOTE 24 LEASE LIABILITIES (CURRENT)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------|-------------------------|-------------------------|
| Lease Liabilities | - | 3,171.41 |
| Total | - | 3,171.41 |

NOTE 25 OTHER FINANCIAL LIABILITIES (CURRENT)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Provision for expenses | 6,839.78 | 2,255.64 |
| Payable to employees* | 4,059.76 | 4,730.95 |
| Dues to Directors and Key Managerial Personnel* | 564.21 | 3,466.92 |
| Total | 11,463.74 | 10,453.52 |
| * Includes dues to related parties (Refer Related Party Transaction Note. 35) | 796.26 | 3,663.10 |

NOTE 26 OTHER CURRENT LIABILITIES

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------|-------------------------|-------------------------|
| GST Payable (net) | 256.95 | 22.72 |
| Other Statutory dues | 1,189.19 | 1,229.40 |
| Total | 1,446.14 | 1,252.12 |

NOTE 27 CURRENT PROVISIONS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Provision for Employee Benefits | | |
| Gratuity (Net) | 18.45 | 9.48 |
| Compensated absences (Net) | 184.60 | 77.52 |
| Total | 203.05 | 86.99 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 28 REVENUE FROM OPERATIONS

| | ₹ in '000 | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Sale of Services* | 1,40,489.02 | 81,113.29 |
| Total | 1,40,489.02 | 81,113.29 |
| * Includes earnings in foreign currency | 77,283.92 | 12,947.52 |

i) Contract Balances as at:

| | ₹ in '000 | |
|------------------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Trade receivables | 29,356.41 | 9,926.78 |
| Contract Assets (Unbilled Revenue) | 26,970.78 | 12,151.36 |
| Contract Liabilities | - | - |

ii)

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Revenue recognised in the period from: | | |
| Amounts included in contract liability at the beginning of the period | - | 178.92 |
| Invoice raised in the period from: | | |
| Amounts included in the contract assets at the beginning of the period | 11,701.36 | 473.68 |

iii) Revenue disaggregation by geography is as follows:

| | ₹ in '000 | |
|--------------|------------------------------|------------------------------|
| Geography | Year ended March 31, 2021 | Year ended March 31, 2020 |
| India | 63,205.10 | 67,815.77 |
| Others | 77,283.92 | 13,297.52 |
| Total | 1,40,489.02 | 81,113.29 |

iv) Revenue disaggregation by industry vertical is as follows:

| | ₹ in '000 | |
|---|------------------------------|------------------------------|
| Industry vertical | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Banking, Financial Services and Insurance | | 721.42 |
| Communication, Media and Technology | 44,334.00 | 32,585.11 |
| Ecommerce | 1,004.99 | 10,768.50 |
| Logistics | | 5,400.00 |
| Retail and Consumer Business | 1,544.21 | 2,350.00 |
| Social Media | 2,118.64 | 5,856.61 |
| Education | 85,037.25 | 11,906.30 |
| Others | 6,449.93 | 11,525.35 |
| Total | 1,40,489.02 | 81,113.29 |

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

As per Ind AS 115, unbilled revenues of ₹ 26,970.78 ('000s) for year ending March 31, 2021 (₹ 12,151.36 ('000s) for year ending March 31, 2020) has been considered as a financial asset.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 29 OTHER INCOME

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Net Gain on Foreign Currency Transactions and Translations | - | 13.95 |
| Miscellaneous Income | 177.12 | 493.70 |
| Interest Income | 1,725.50 | 401.61 |
| Realised gain on mutual fund units | 2,783.82 | 1,456.09 |
| Unrealised gain on mutual fund units | 6,699.92 | 10,500.19 |
| Total | 11,386.35 | 12,865.53 |

NOTE 30 EMPLOYEE BENEFITS EXPENSE

| | ₹ in '000 | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Salaries and Wages* | 44,316.55 | 59,281.57 |
| Contribution to Provident and Other Funds* | 1,484.33 | 1,858.83 |
| Share based payments to Employees (Refer note 38(IV)) | 10,393.70 | - |
| Staff Welfare Expenses* | 118.16 | 1,043.47 |
| Total | 56,312.74 | 62,183.87 |
| *Includes payment to related party (Refer Related Party Transaction Note. 35) | 8,336.40 | 6,676.88 |

NOTE 31 FINANCE COSTS

| | ₹ in '000 | |
|----------------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Interest cost on Lease Liability | 470.57 | 788.90 |
| Other Interest expenses | 46.27 | 14.44 |
| Total | 516.84 | 803.34 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 32 DEPRECIATION AND AMORTISATION

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Depreciation on Right of Use assets | 3,084.68 | 3,365.10 |
| Depreciation and Amortisation - Other assets | 1,915.88 | 2,261.20 |
| Total | 5,000.56 | 5,626.30 |

NOTE 33 OTHER EXPENSES

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Power and Fuel | 576.20 | 1,519.50 |
| Rent (Refer Note 36) | 3,002.08 | 5,943.82 |
| Rates and Taxes | 2,327.64 | 945.64 |
| Repairs and Maintenance | | |
| - Buildings | 757.49 | 1,131.70 |
| - Others | 822.59 | 1,082.69 |
| Sales Promotion & Marketing Expense | 395.46 | 413.09 |
| Travelling & Conveyance | 471.85 | 4,708.49 |
| Communication Expenses | 1,099.98 | 2,245.98 |
| Auditors' Remuneration | 1,126.42 | 1,112.93 |
| Legal & Professional Charges | 31,189.64 | 16,641.86 |
| Net Loss on Foreign Currency Transactions and Translations | 174.60 | - |
| Courier Expenses | 45.65 | 24.23 |
| Office Expenses | 181.34 | 1,097.41 |
| Software and subscription Expenses | 3,247.46 | 5,322.42 |
| Recruitment expense | 72.67 | 55.00 |
| Provision for diminution in value of Investments | 577.78 | |
| Provision for Bad debts | 2,839.52 | 3,480.89 |
| Bad debts written off | | 3,641.38 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 33 OTHER EXPENSES *continued*

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Less: Provision for doubtful debts utilised | - | (3,616.50) |
| Miscellaneous expenses | 144.05 | 325.95 |
| Total | 49,052.42 | 46,076.46 |
| * Includes payment to related party (Refer Related Party Transaction Note. 35) | 4,785.00 | 435.00 |

Auditor's Remuneration

| | ₹ in '000 | |
|----------------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| As Auditors | 950.00 | 950.00 |
| For Taxation matters | 75.00 | 75.00 |
| Certification and Other Services | 85.00 | 50.00 |
| For out of pocket expenses | 16.42 | 37.93 |
| Total | 1,126.42 | 1,112.93 |

NOTE 34 EARNINGS PER SHARE

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Net Profit After Tax (₹ '000) | 40,460.65 | (21,308.74) |
| Number of Shares outstanding at the beginning of the year | 1,37,05,298 | 1,37,05,298 |
| Number of Shares outstanding at the end of the year | 1,37,05,298 | 1,37,05,298 |
| Weighted Average Number of Equity Shares | | |
| For calculating Basic EPS | 1,37,05,298 | 1,37,05,298 |
| For calculating diluted EPS | 1,37,54,404 | 1,37,05,298 |
| Earnings Per Share Before and After Extraordinary Items | | |
| <i>(Face Value ₹ 10)</i> | | |
| Basic (₹) | 2.95 | (1.55) |
| Diluted (₹) | 2.94 | (1.55) |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 35 RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Subsidiary

| Name of the Subsidiary | Country | % Holding as at March 31, 2021 | % Holding as at March 31, 2020 |
|---|---------|--------------------------------|--------------------------------|
| Signal Analytics Private Limited (From 1st December 2020) | India | 100.00% | NIL |

b) Associates

| Name of the Associates | Country | % Holding as at March 31, 2021 | % Holding as at March 31, 2020 |
|-----------------------------------|---------|--------------------------------|--------------------------------|
| Madworks Ventures Private Limited | India | 21.74% | 21.74% |

c) Joint Venture:

| Name of the Joint Venture | Country | % Holding as at March 31, 2021 | % Holding as at March 31, 2020 |
|--|---------|--------------------------------|--------------------------------|
| Fortigo Networks Xelpmoc Private Limited | India | 0% | 0%* |

*18% upto 20th June 2019

d) Companies under common Control with whom transactions have taken place

Mihup Communication Private Limited

e) Key Management Personnel (KMP) and Relatives

| | | |
|-----------------------------------|------------------------|-------------------------|
| i) Sandipan Samiran Chattopadhyay | KMP | |
| ii) Srinivas Koora | KMP | |
| iii) Jaison Jose | KMP | |
| iv) Vishal Chaddha | KMP | upto 7 November 2019 |
| v) Vaishali Kondhbar | Company Secretary | |
| vi) Pranjal Sharma | Non-executive director | w.e.f. 20 February 2020 |
| vii) Soumyadri Shekhar Bose | Non-executive director | w.e.f. 20 February 2020 |
| viii) Bhavna Chattopadhyay | Director | Upto 7 November 2019 |
| | Relative of KMP | w.e.f. 8 November 2019 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 35 RELATED PARTY DISCLOSURES *continued*

f) Independent Directors

| | | |
|------|----------------------|-----------------------|
| i) | Premal Mehta | |
| ii) | Pratiksha Pingle | upto 15 May 2020 |
| iii) | Tushar Trivedi | |
| iv) | Mrs. Karishma Bhalla | w.e.f. 14 August 2020 |

B) The Related Party Transactions are as under :

₹ in '000

| Particulars of Transactions | Total | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| (i) Transactions with Subsidiary, Associates & Joint Ventures | | |
| Disposal of investment in equity shares | | |
| Fortigo Network Xelpmoc Private Limited | - | 18.00 |
| | - | 18.00 |
| Expenses incurred on behalf of Subsidiary | | - |
| Signal Analytics Private Limited | 32.00 | - |
| | 32.00 | - |
| (ii) Transactions with Key Managerial Personnel and Relatives | | |
| Remuneration paid to directors and KMP (including employer's contribution to PF) | | |
| Srinivas Koora | 1,771.60 | 1,521.60 |
| Sandipan Samiran Chattopadhyay | 1,771.60 | 1,521.60 |
| Jaison Jose | 1,771.60 | 1,521.60 |
| Vishal Chaddha | - | 904.17 |
| Vaishali Kondhbar | 621.60 | 516.60 |
| | 5,936.40 | 5,985.57 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 35 RELATED PARTY DISCLOSURES *continued*

₹ in '000

| Particulars of Transactions | Total | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Remuneration paid to Relatives of directors and KMP (including employer's contribution to PF) | | |
| Bhavna Chattopadhyay | 2,400.00 | 691.31 |
| | 2,400.00 | 691.31 |
| Loan taken from Directors | | |
| Srinivas Koorra | - | 880.00 |
| | - | 880.00 |
| Loan repaid to Directors | | |
| Sandipan Samiran Chattopadhyay | - | 2,950.00 |
| Srinivas Koorra | 153.00 | 927.00 |
| | 153.00 | 3,877.00 |
| Expenses incurred by directors & KMP | | |
| Sandipan Samiran Chattopadhyay | | 79.18 |
| Srinivas Koorra | 85.76 | 947.19 |
| Bhavna Chattopadhyay | | 358.96 |
| Vaishali Kondbhar | 7.03 | - |
| Jaison Jose | | 185.56 |
| | 92.79 | 1,570.89 |
| Expenses incurred by relatives of directors & KMP | | |
| Bhavna Chattopadhyay | 381.85 | 268.55 |
| | 381.85 | 268.55 |
| Reimbursement of expenses to directors & KMP | | |
| Sandipan Samiran Chattopadhyay | 265.17 | 672.19 |
| Srinivas Koorra | 1,347.00 | 1,425.00 |
| Bhavna Chattopadhyay | - | 630.38 |
| Jaison Jose | 40.96 | 144.60 |
| Vishal Chhadha | - | 10.41 |
| Vaishali Kondbhar | 4.01 | - |
| | 1,657.14 | 2,882.58 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 35 RELATED PARTY DISCLOSURES *continued*

₹ in '000

| Particulars of Transactions | Total | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Reimbursement of Expenses to relatives of directors & KMP | | |
| Bhavna Chattopadhyay | 297.40 | 192.97 |
| | 297.40 | 192.97 |
| Sitting Fees | | |
| Premal Mehta | 97.50 | 97.50 |
| Pratiksha Pingle | - | 165.00 |
| Tushar Trivedi | 105.00 | 172.50 |
| Karishma Bhalla | 22.50 | - |
| | 225.00 | 435.00 |
| Corporate Strategy & Advisory Fees | | |
| Pranjal Sharma | 480.00 | - |
| Soumyadri Shekhar Bose | 4,080.00 | - |
| | 4,560.00 | - |
| Purchase of Shares (Investments) from Directors / KMP | | |
| Sandipan Samiran Chattopadhyay (Refer Note c below) | - | 4,375.74 |
| Srinivas Koora (Refer Note d below) | 10.00 | |
| Jaison Jose (Refer Note d below) | 10.00 | |
| | 20.00 | 4,375.74 |
| Investment in Signal Analytics Private Limited (100% subsidiary) | | |
| 9,80,000 Equity Shares of ₹ 1 each fully paid up | 980.00 | - |
| | 980.00 | - |

Notes

- (a) Transactions with the related parties have been reported since the date they become related.
- (b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.
- (c) Company has purchased 9,100 Equity Shares of Mihup communication Private Limited from Mr. Sandipan Chattopadhyay, Executive director of the company for ₹4,375.74 (in '000)
- (d) Company has purchased 10,000 Equity Shares of Signal Analytics Private Limited each from Mr. Srinivas Koora and Jaison Jose for ₹10,000 each.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 35 RELATED PARTY DISCLOSURES *continued*

₹ in '000

| | Subsidiary/Associate Company/Joint Venture | | Companies Under Common Control | | Key Management Personnel and Relatives | | Independent Directors | | Total | |
|--|--|----------------------|--------------------------------|----------------------|--|----------------------|-----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Outstanding Balances | | | | | | | | | | |
| Receivables | | | | | | | | | | |
| Madworks Venture Private Limited | 294.00 | 844.00 | | | | | | | 294.00 | 844.00 |
| Signal Analytic Private Limited | 32.00 | - | | | | | | | 32.00 | - |
| Payables | | | | | | | | | | |
| Remuneration Payable to Directors & KMP | | | | | | | | | | |
| Srinivas Koora | | | | | 127.69 | 760.49 | | | 127.69 | 760.49 |
| Sandipan Samiran Chattopadhyay | | | | | 125.27 | 98.09 | | | 125.27 | 98.09 |
| Jaison Jose | | | | | 129.03 | 751.07 | | | 129.03 | 751.07 |
| Vaishali Kondhbar | | | | | 48.00 | - | | | 48.00 | - |
| Remuneration Payable to relative of Directors & KMP | | | | | | | | | | |
| Bhavna Chattopadhyay | | | | | 141.89 | 196.20 | | | 141.89 | 196.20 |
| Expenses reimbursement Payable to Directors & KMP | | | | | | | | | | |
| Srinivas Koora | | | | | 91.33 | 1,352.56 | | | 91.33 | 1,352.56 |
| Sandipan Samiran Chattopadhyay | | | | | 39.87 | 305.03 | | | 39.87 | 305.03 |
| Jaison Jose | | | | | - | 40.96 | | | - | 40.96 |
| Vaishali Kondhbar | | | | | 3.02 | | | | 3.02 | |
| Expenses reimbursement Payable to Relative of Directors & KMP | | | | | | | | | | |
| Bhavna Chattopadhyay | | | | | 90.16 | 5.71 | | | 90.16 | 5.71 |
| Unsecured Loans from Directors | | | | | | | | | | |
| Srinivas Koora | | | | | - | 153.00 | | | - | 153.00 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 36 LEASES**

Company amortises the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss. The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

The Company's significant leasing agreements are in respect of operating lease for office premises which are not non-cancellable and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended March 31, 2021 is ₹4,048.82 (previous year ended March 31, 2020: 5,927.06).

The Ministry of Corporate affairs vide notification dated July 24, 2020 has amended Ind AS 116 to provide a practical expedient in respect of treatment of Covid-19 pandemic related rent concessions. The Company has elected to apply the practical expedient available and has not assessed whether the rent concession amounts to lease modification. For the reporting period, lease concession amounting to ₹1,193.40 (₹in 1000s) is credited to the statement of Profit and loss for the year ended 31st March 2021 as per the practical expedient provided by Ind AS 116.

NOTE 37 HEDGING CONTRACTS

The uncovered foreign exchange exposure:

| Name of the Subsidiary | Currency | in '000 | |
|------------------------|------------|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Receivables | UK Pounds | - | 37.53 |
| Receivables | US Dollars | 487.53 | 5.00 |
| Payables | US Dollars | - | - |

NOTE 38 : EMPLOYEE BENEFITS**a) Defined Contribution Plan****Provident Fund and Employee State Insurance (ESIC):**

The contributions to the Provident Fund and ESIC of certain employees are made to a Government administered Provident Fund and ESIC and there are no further obligations beyond making such contribution on the company

b) Defined Benefit Plan**Gratuity:**

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

c) Amounts Recognised as Expense:**I) Defined Contribution Plan**

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,382.41 ('000) (31st March 2020: ₹ 1,671.09 ('000)) has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

a. Gratuity cost amounting to ₹ 462.31 ('000) (31st March 2020: ₹924.61 ('000)) has been included in Note 30 under the head of employee benefit expenses.

b. Remeasurement gain/loss on defined benefit plan amounting to ₹ 288.79 ('000) (31st March 2020: ₹ 1,509.99 ('000)) is credited to statement of other comprehensive Income.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 38 EMPLOYEE BENEFITS continued**

The amounts recognised in the Company's financial statements as at year end are as under:

| | ₹ in '000 | |
|---|-----------------|-------------------|
| | March 31, 2021 | March 31, 2020 |
| i) Change in Present Value of Obligation | | |
| Present value of the obligation at the beginning of the year | 869.70 | 1,455.08 |
| Current Service Cost | 392.96 | 785.93 |
| Interest Cost | 69.34 | 138.68 |
| Actuarial Gain / (Loss) on Obligation- Due to Change in Demographic Assumptions | | - |
| Actuarial Gain / (Loss) on Obligation- Due to Change in Financial Assumptions | (481.20) | 72.31 |
| Actuarial Gain / (Loss) on Obligation- Due to Experience | 192.40 | (1,582.30) |
| Benefits Paid | | |
| Present value of the obligation at the end of the year | 1,043.21 | 869.70 |
| ii) Change in Plan Assets | | |
| Fair value of Plan Assets at the beginning of the year | - | - |
| Interest Income | - | - |
| Return on plan assets excluding interest income | - | - |
| Benefits Paid | - | - |
| Fair value of Plan Assets at the end of the year | - | - |
| iii) Amounts Recognised in the Balance Sheet: | | |
| Present value of Obligation at the end of the year | 1,043.21 | 869.70 |
| Fair value of Plan Assets at the end of the year | - | - |
| Funded status - Deficit | 1,043.21 | 869.70 |
| Net Liability recognised in the Balance Sheet | 1,043.21 | 869.70 |
| iv) Amounts Recognised in the Statement of Profit and Loss: | | |
| Current Service Cost | 392.96 | 785.93 |
| Interest Cost on Obligation | 69.34 | 138.68 |
| Net Cost Included in Personnel Expenses | 462.31 | 924.61 |
| v) Recognised in other comprehensive income for the year | | |
| Actuarial Gain / (Loss) on Obligation | (288.79) | (1,509.99) |
| Return on plan assets excluding interest income | - | - |
| Recognised in other comprehensive income | (288.79) | (1,509.99) |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 38 EMPLOYEE BENEFITS *continued*

| | ₹ in '000 | |
|----------------------------------|--|----------------|
| | March 31, 2021 | March 31, 2020 |
| vi) Actuarial Assumptions | | |
| i) Discount Rate | 6.17% | 6.61% |
| ii) Salary Escalation Rate | 12.00% p.a. | 12.00% p.a. |
| iii) Mortality | Indian Assured Lives Mortality (2012-14) Ultimate | |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

| | ₹ in '000 | |
|--|----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| Projected Benefits Payable in Future Years From the Date of Reporting | | |
| Within the next 12 months | 19.01 | 9.78 |
| 2nd Following Year | 46.83 | 17.17 |
| 3rd Following Year | 158.34 | 30.85 |
| 4th Following Year | 208.26 | 105.69 |
| 5th Following Year | 226.80 | 137.31 |
| Sum of Years 6 To 10 | 761.75 | 681.84 |

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

| | 31-Mar-21 | | 31-Mar-20 | |
|---|-----------|----------|-----------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (100 basis points) | (66.27) | 67.96 | (62.01) | 70.53 |
| Future salary growth (100 basis points) | 65.64 | (64.69) | 64.82 | (57.31) |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 38 EMPLOYEE BENEFITS *continued*

ix) Other details

| Methodology Adopted for ALM | Projected Unit Credit Method |
|---|---|
| Usefulness and Methodology adopted for Sensitivity analysis | Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis. |
| Stress Testing of Assets | Not Applicable |
| Investment Strategy | Not Applicable |
| Comment on Quality of Assets | Not Applicable |
| Management Perspective of Future Contributions | As per Actuarial calculation |

x) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

III) Compensated absences

The leave obligations cover the company's liability for earned leave.

The company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

| Particulars | ₹ in '000 | |
|---|----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| The Actuarial Liability in respect of the compensated absence of earned leave | 601.38 | 379.15 |
| Less: Plan assets | - | - |
| Net obligation | 601.38 | 379.15 |
| Significant Assumptions | | |
| Discounting Rate | 6.17% | 6.61% |
| Salary escalation Rate | 12% | 12% |
| Retirement Age | 58 Years | 58 Years |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 38 EMPLOYEE BENEFITS continued****(IV) Employee Stock Option Plan (ESOP):*****Xelpmoc Design & Tech Employee Stock Option Scheme 2019 ("ESOP 2019"):***

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 27, 2019, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on August 06, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). Further, the Company has obtained Shareholders approval through postal ballot by special resolution dated February 19, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option. The Option granted under ESOP 2019 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee / Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on July 31, 2020 and June 23, 2020 respectively.

Xelpmoc Design & Tech Employee Stock Option Scheme 2020 ("ESOP 2020"):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 30, 2020, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs Only) representing nearly 3.65% of the paid up equity share capital of the Company as on August 14, 2020, exercisable into 5,00,000 (Five Lakhs Only) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). The Option granted under ESOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on January 11, 2021 and January 04, 2021 respectively.

The summary of grants during the years ended March 31, 2021 & March 31, 2020 is as follows:

ESOP Scheme 2019:

| Grant Date | No. of Options granted | Option Price (₹) | Vesting Period |
|--------------------|------------------------|------------------|---|
| November 7th, 2020 | 82,231 | 10 | Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50 |
| November 7th, 2020 | 15,500 | 56 | Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50 |
| March 15th, 2021 | 2,12,432 | 19 | Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50 |
| March 15th, 2021 | 2,05,580 | 10 | Vesting will start after 1 year of grant and options will be vested in 3 years in the ratio of 33:33:34 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 38 EMPLOYEE BENEFITS continued****Subject to terms and condition of the scheme, options are classified into Four categories**

| | Option 1 | Option 2 | Option 3 | Option 4 |
|--------------------------|--|--------------------|-----------------|-----------------|
| No. of options | 82,231 | 15,500 | 2,12,432 | 2,05,580 |
| Method of accounting | Fair value | Fair value | Fair value | Fair value |
| Vesting plan | 2 years | 2 years | 2 years | 3 years |
| Grant date | 07th November 2020 | 07th November 2020 | 15th March 2021 | 15th March 2021 |
| Exercise Period | Upto 7 years from the respective date of vesting | | | |
| Grant/Exercise price (₹) | 10 | 56 | 19 | 10 |
| Method of settlement | Equity | Equity | Equity | Equity |

Exercise period, would commence from the date of options are vested and will expire at the end of 7 years from the date of vesting.

Movement of options granted:

| | For the year ended March 31 2021 | | For the year ended March 31 2020 | |
|---------------------------|----------------------------------|-------------------|----------------------------------|-------------------|
| | Average exercise price per share | Number of options | Average exercise price per share | Number of options |
| ESOP 2019 | | | | |
| Opening balance | - | - | - | - |
| Granted during the year | 15.09 | 5,15,743.00 | - | - |
| Forfeited during the year | 56.00 | 15,500.00 | - | - |
| Vested during the year | - | - | - | - |
| Closing balance | 13.82 | 5,00,243.00 | - | - |
| ESOP 2020 | | | | |
| Opening balance | - | - | - | - |
| Granted during the year | - | - | - | - |
| Forfeited during the year | - | - | - | - |
| Vested during the year | - | - | - | - |
| Closing balance | - | - | - | - |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 38 EMPLOYEE BENEFITS continued****The model inputs for fair value of option granted as on the grant date**

| Inputs | Option 1 | Option 2 | Option 3 | Option 4 |
|---------------------------|--------------------------------|--------------------------------|-----------------------------|-----------------------------|
| Grant date | 07 th November 2020 | 07 th November 2020 | 15 th March 2021 | 15 th March 2021 |
| Exercise price (₹) | 10 | 56 | 19 | 10 |
| Dividend yield | NIL | NIL | NIL | NIL |
| Risk free interest rate | 3.81% | 3.81% | 4.49% | 4.71% |
| Historical volatility | 49.16% | 49.16% | 46.58% | 46.58% |
| Fair value per option (₹) | 282.41 | 254.11 | 259.63 | 265.81 |
| Valuation Model used | BLACK SCHOLES | | | |

NOTE 39 FINANCIAL INSTRUMENTS**A. Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ in '000

| As at March 31, 2021 | Carrying amount / Fair Value | | | | Fair value Hierarchy | | | |
|--------------------------------|------------------------------|--------------------|------------------|--------------------|----------------------|---------|--------------------|--------------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | | | | |
| Non Current | | | | | | | | |
| <i>Investments</i> | | | | | | | | |
| Shares* | - | 4,75,172.17 | 1,577.77 | 4,76,749.94 | - | - | 4,76,749.94 | 4,76,749.94 |
| Others | - | - | 3,159.27 | 3,159.27 | - | - | 3,159.27 | 3,159.27 |
| Current | | | | | | | | |
| Current Investments | 1,15,506.37 | | | 1,15,506.37 | 1,15,506.37 | - | - | 1,15,506.37 |
| Trade receivables | - | - | 29,356.41 | 29,356.41 | - | - | 29,356.41 | 29,356.41 |
| Cash and cash equivalents | - | - | 7,793.11 | 7,793.11 | - | - | 7,793.11 | 7,793.11 |
| Other Bank Balances | - | - | 20,999.48 | 20,999.48 | - | - | 20,999.48 | 20,999.48 |
| Other Current Financial Assets | - | - | 28,245.97 | 28,245.97 | - | - | 28,245.97 | 28,245.97 |
| | 1,15,506.37 | 4,75,172.17 | 91,132.01 | 6,81,810.55 | 1,15,506.37 | - | 5,66,304.18 | 6,81,810.55 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 39 FINANCIAL INSTRUMENTS *continued*

₹ in '000

| As at March 31, 2021 | Carrying amount / Fair Value | | | | Fair value Hierarchy | | | |
|-------------------------------------|------------------------------|--------|------------------|------------------|----------------------|---------|------------------|------------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial liabilities | | | | | | | | |
| Non Current | | | | | | | | |
| Lease Liabilities | | | - | - | | | - | - |
| Current | | | | | | | | |
| Trade and other payables | - | - | 1,564.76 | 1,564.76 | - | - | 1,564.76 | 1,564.76 |
| Other Current Financial Liabilities | - | - | 11,463.74 | 11,463.74 | - | - | 11,463.74 | 11,463.74 |
| | - | - | 13,028.50 | 13,028.50 | - | - | 13,028.50 | 13,028.50 |

₹ in '000

| As at March 31, 2020 | Carrying amount / Fair Value | | | | Fair value Hierarchy | | | |
|-------------------------------------|------------------------------|--------------------|------------------|--------------------|----------------------|---------|--------------------|--------------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | | | | |
| Non Current | | | | | | | | |
| <i>Investments</i> | | | | | | | | |
| Shares* | - | 3,48,271.49 | 1,155.55 | 3,49,427.04 | - | - | 3,49,427.04 | 3,49,427.04 |
| Others | - | - | 3,127.03 | 3,127.03 | - | - | 3,127.03 | 3,127.03 |
| Current | | | | | | | | |
| Current Investments | 1,32,022.63 | | | 1,32,022.63 | 1,32,022.63 | - | - | 1,32,022.63 |
| Trade receivables | - | - | 9,926.78 | 9,926.78 | - | - | 9,926.78 | 9,926.78 |
| Cash and cash equivalents | - | - | 5,439.34 | 5,439.34 | - | - | 5,439.34 | 5,439.34 |
| Other Current Financial Assets | - | - | 12,500.30 | 12,500.30 | - | - | 12,500.30 | 12,500.30 |
| | 1,32,022.63 | 3,48,271.49 | 32,149.00 | 5,12,443.12 | 1,32,022.63 | - | 3,80,420.49 | 5,12,443.12 |
| Financial liabilities | | | | | | | | |
| Non Current | | | | | | | | |
| Lease Liabilities | | | 3,488.55 | 3,488.55 | | | 3,488.55 | 3,488.55 |
| Current | | | | | | | | |
| Trade and other payables | - | - | 1,495.33 | 1,495.33 | - | - | 1,495.33 | 1,495.33 |
| Lease Liabilities | | | 3,171.40 | 3,171.40 | | | 3,171.40 | 3,171.40 |
| Other Current Financial Liabilities | - | - | 10,453.52 | 10,453.52 | - | - | 10,453.52 | 10,453.52 |
| | - | - | 18,608.80 | 18,608.80 | - | - | 18,608.80 | 18,608.80 |

* Note: Includes investment in equity instruments of Subsidiary and Associate company which are valued at cost

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 39 FINANCIAL INSTRUMENTS *continued*

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|--|-----------------------------------|--|---|
| Investment in equity shares of private limited companies | Discounted cash flow (DCF) method | Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows | A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the equity instruments. |
| | Market Comparable Method (MCM) | The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc. | An average of the performances of the comparable companies / businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments. |
| Investment in preference shares of private limited companies | Discounted cash flow (DCF) method | Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows | A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the preference instruments. |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 39 FINANCIAL INSTRUMENTS continued****Level 3 fair values**

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

| Particulars | ₹ in '000 | |
|--|-----------|--------------------|
| | | Total |
| Opening Balance(1 April 2019) | | 2,74,419.01 |
| Gain/(loss) recognised in OCI (unrealised) | | 62,249.74 |
| Purchases | | 14,547.68 |
| Sales | | (1,789.39) |
| Closing Balance (31 March 2020) | | 3,49,427.04 |
| Opening Balance(1 April 2020) | | 3,49,427.04 |
| Gain/(loss) recognised in OCI (unrealised) | | 1,15,470.10 |
| Purchases | | 12,430.58 |
| Provision for diminution in value of Investments | | (577.78) |
| Closing Balance (31 March 2021) | | 4,76,749.94 |

NOTE 40 : FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. Management of Market Risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of 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 does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2021 and March 31, 2020 as below:

| | Currency | ₹ in 000s | |
|-------------------------|----------|------------------|----------------|
| | | March 31, 2021 | March 31, 2020 |
| Financial assets | | | |
| Trade receivables | GBP | - | 3,470.31 |
| | USD | 35,701.46 | 373.70 |
| | | 35,701.46 | 3,844.01 |
| Trade payables | USD | - | - |
| | | - | - |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 40 FINANCIAL RISK MANAGEMENT** *continued*

The following significant exchange rates have been applied during the year.

| | Spot rate as at | |
|---------------|-----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| UK Pound INR | 0.010 | 0.011 |
| US Dollar INR | 0.014 | 0.013 |

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at March 31 2021 and March 31 2020 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ in 000s

| Effect in INR | Profit or loss | |
|-----------------------|-----------------|-------------------|
| | Strengthening | Weakening |
| March 31, 2021 | | |
| 5% movement | | |
| UK Pound Vs INR | - | - |
| US Dollar Vs INR | 1,785.07 | (1,785.07) |
| | 1,785.07 | (1,785.07) |

₹ in 000s

| Effect in INR | Profit or loss | |
|-----------------------|----------------|-----------------|
| | Strengthening | Weakening |
| March 31, 2020 | | |
| 5% movement | | |
| UK Pound Vs INR | 173.52 | (173.52) |
| US Dollar Vs INR | 18.69 | (18.69) |
| | 192.20 | (192.20) |

B. Management of Credit Risk:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, advances to employees and other receivables. The risk of default is assessed as low. Security deposits includes amounts due in respect of certain lease contracts. The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks

Credit risk for trade receivables is evaluated as follows

Expected credit loss for trade receivables and unbilled revenue under simplified approach

As at March 31, 2021

₹ in 000s

| Trade Receivables | Overdue for a period of less than a year | Overdue for a period of more than a year | Total |
|--|--|--|------------------|
| Gross carrying amount | 30,509.42 | 5,167.40 | 35,676.82 |
| Expected credit loss rate | 3.78% | 100.00% | 17.72% |
| Expected credit loss (provision for credit loss) | (1,153.01) | (5,167.40) | (6,320.41) |
| Carrying amount of trade receivables | 29,356.41 | (0.00) | 29,356.41 |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 40 FINANCIAL RISK MANAGEMENT *continued*

As at March 31, 2020

₹ in 000s

| | Overdue for a period of less than a year | Overdue for a period of more than a year | Total |
|--|--|--|-----------------|
| Trade Receivables | | | |
| Gross carrying amount | 10,487.42 | 2,920.25 | 13,407.67 |
| Expected credit loss rate | 13.39% | 71.10% | 25.96% |
| Expected credit loss (provision for credit loss) | (1,404.64) | (2,076.25) | (3,480.89) |
| Carrying amount of trade receivables | 11,892.06 | 844.00 | 9,926.78 |

Management believes that the unimpaired amounts are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

₹ in '000

| Trade Receivables Impairments | Total |
|---|-----------------|
| Balance as at March 31, 2019 | 3,754.83 |
| Receivables considered doubtful | 3,480.89 |
| Foreign exchange translation on receivables considered doubtful | (138.34) |
| Amount written off | (3,616.50) |
| Balance as at March 31, 2020 | 3,480.89 |
| Balance as at April 1, 2020 | 3,480.89 |
| Receivables considered doubtful | 2,839.52 |
| Foreign exchange translation on receivables considered doubtful | - |
| Amount written off | - |
| Balance as at March 31, 2021 | 6,320.41 |

C. Management of Liquidity Risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 40 FINANCIAL RISK MANAGEMENT continued****Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

₹ in '000

| March 31, 2021 | Carrying amount | Contractual cash flows | | | | |
|---|-----------------|------------------------|------------------|-----------|-----------|-------------------|
| | | Total | Less than 1 Year | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | |
| Trade and other payables | 1,564.77 | 1,564.77 | 1,564.77 | - | - | - |
| Other Financial Liabilities | 11,463.74 | 11,463.74 | 11,463.74 | - | - | - |
| Lease Liabilities | - | - | - | - | - | - |

₹ in '000

| March 31, 2020 | Carrying amount | Contractual cash flows | | | | |
|---|-----------------|------------------------|------------------|-----------|-----------|-------------------|
| | | Total | Less than 1 Year | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | |
| Trade and other payables | 1,495.33 | 1,495.33 | 1,495.33 | - | - | - |
| Other Financial Liabilities | 10,453.52 | 10,453.52 | 10,453.52 | - | - | - |
| Lease Liabilities | 6,659.95 | 7,344.00 | 3,672.00 | 3,672.00 | - | - |

NOTE 41 OTHER RISK - IMPACT OF COVID 19

The on-going COVID-19 pandemic resulting in global crisis, forcing governments to enforce periodic lock-downs of all economic activity. For the Company, the focus remains in ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers. The Company believes strongly that it would be able to quickly adapt the changes on an on-going basis in the current pandemic situation, however, the impact on future revenue streams could come from –

- Any fundamental changes in the Client's consumer behaviour, supply chain and routes to market.
- the inability of our clients to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers.
- Clients postponing their discretionary spends due to change in priorities.

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID – 19 is a continuous process given the uncertainties associated with it.

The Company has considered the effect of changes, if any, in both counterparty credit risk and own credit risk due to COVID - 19.

The Financial assets carried at fair value as at March 2021 is ₹6,81,810.55 ('000) (March 31, 2020 is ₹ 5,12,443.12 ('000)). A significant part of the Non - Current Investments in Portfolio companies are classified at Level 3. The fair value of such Non-current investments ₹4,75,172.17 (March 31, 2020 ₹ 3,48,271.49 ('000)) is marked to an active market which factors the uncertainties arising out of COVID-19.

The Current Investments carried at fair value as at March 31, 2021 ₹1,15,506.37 ('000) (March 31, 2020 ₹ 1,32,022.63 ('000)) are mainly investments in debt mutual funds and accordingly, any significant volatility is not expected.

Financial assets of ₹ 29,483.14 ('000) as at March 31, 2021 (₹ 6,082.21 ('000) as at March 31, 2020) carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks with no significant credit risk. Trade receivables of ₹ 29,356.41 (9,926.78 ('000) as at March 31, 2020) forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 41 OTHER RISK - IMPACT OF COVID 19 continued**

method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable.

NOTE 42 SEGMENT REPORTING**Operating Segment**

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Revenue from software development services | 1,40,489.02 | 81,113.29 |

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108

- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 1,11,776.56 (₹ In 000s) (March 31, 2020; ₹ 32,297.46 (₹ In 000s)) are derived from three customers (March 31, 2020; three customers) who contributed more than 10% of the Company's total revenue from software development services.

Geographical segment

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Revenue for software development services; | | |
| - India | 63,205.10 | 67,815.77 |
| - Outside India | 77,283.92 | 13,297.52 |
| | 1,40,489.02 | 81,113.29 |

NOTE 43 OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of India Act, 1934.

NOTE 44 COMMITMENTS AND CONTINGENCIES

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Commitments (to the extent not provided for) | | |
| Uncalled liability on preference shares partly paid; | - | 3,015.07 |
| Capital commitment for Investment in Optionally Convertible Preference shares (OCPS) | 241.52 | - |

Notes to the Standalone Financials Statements as at and for the year ended March 31, 2021 *continued*

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

NOTE 45 EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. 31 March, 2021 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

NOTE 46 RECENT PRONOUNCEMENT

On 24 March, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period Specified format for disclosure of shareholding of promoters. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used. Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koorra

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Independent Auditors' Report

To the Members of
Xelpmoc Design and Tech Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of Xelpmoc Design and Tech Limited (hereinafter referred to as "the Parent Company) and its wholly owned Subsidiary and Associate company (the Parent Company and its wholly owned Subsidiary and associate company together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the 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, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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 in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, 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 as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditors' Report *continued*

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 1. | <p>Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers"</p> <p>The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability.</p> <p>The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability.</p> <p>Refer Note 27 to the Consolidated Financial Statements.</p> | <p>Principal Audit Procedures:</p> <ul style="list-style-type: none"> We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows:</p> <ul style="list-style-type: none"> Evaluated the design of internal controls and its operating effectiveness relating to adherence of the revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations, determination of transaction price and allocation of transaction price to each performance obligation. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. Ensured that appropriate disclosures as required are provided. |
| | | <p>Selected a sample of continuing and new contracts and performed the following procedures:</p> <ul style="list-style-type: none"> Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. Compared these performance obligations with that Identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to record revenue and to test the basis of estimation and recognition of the variable consideration. Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. In respect of samples relating to fixed price contracts, the percentage of completion of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems in place in the company. Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. <p>Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals. We reviewed the collation of information by the project leader and budgeting and timekeeping system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> |

Independent Auditors' Report *continued*

| Sr. No. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 2. | <p>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates.</p> <p>Estimated effort on a project is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of parameters like percentage completed up to the reporting date, efforts incurred till date and efforts required to complete the remaining unperformed obligations.</p> <p>Refer Note 2.9 and 27 to the Consolidated Financial Statements.</p> | <p>Principal Audit Procedures:</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the unperformed performance obligations. • Tested the access and application controls pertaining to time recording, resource allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. • Selected a sample of contracts and tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a detailed review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unperformed performance obligation to identify possible delays in achieving milestones, which require change in estimated efforts and cost to complete the remaining performance obligations. <p>Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</p> |

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

The Parent Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Management and Board of Directors is responsible for the

matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments

and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability

Independent Auditors' Report *continued*

to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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 are also responsible for overseeing the financial reporting process of the Group.

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:

- Identify and assess the risks of material misstatement of the consolidated

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information and business activities of the Parent company and its Subsidiary and Associate Company 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 the Parent company included in the consolidated financial statements of which we are the independent auditors.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below and management certification received for jointly controlled entity as referred to in sub-paragraph (b) of the other matters paragraph below, is

sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Parent Company, 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.

Independent Auditors' Report *continued***Other Matters**

A. The accompanying consolidated financial statements includes the audited financial results in respect of wholly owned Subsidiary, whose financial statements reflect total assets of ₹ 995.74 ('000) as at March 31, 2021 and total revenues of ₹ Nil for the year ended March 31, 2021, total net (loss) after tax of ₹ (78.83) ('000) for the year ended March 31, 2021, total comprehensive (loss) of ₹ (78.83) ('000) for the year ended March 31, 2021 and cash flows (net) of ₹ 978.47 ('000) for the year ended March 31, 2021, as considered in the financial statement, which has been audited by their independent auditors.

The independent auditor's report on the financial statements of this entity have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this wholly owned subsidiary is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

B. The accompanying consolidated financial statements includes the audited financial results in respect of associate in which the share of loss of the group is ₹ 158.41 ('000), which have been audited by their independent auditor.

The independent auditor's report on the financial statements of this entity have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and

disclosures included in respect of this associate is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

C. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports 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 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 of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2021, taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary and associate company incorporated in India, none of the directors of the Parent company and its subsidiary and associate company incorporated in India is disqualified as on March 31, 2021 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 Parent Company 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 group Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V to the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Group did not have any pending litigations as on reporting date;
 - ii) The Group did not have any long - term contracts including derivatives contract for which there were any material foreseeable losses;
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For **JHS & Associates LLP**
Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 21105711AAAAEZ2843
Mumbai
Dated: May 21, 2021

Annexure “A” To The Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Xelpmoc Design and Tech Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Xelpmoc Design And Tech Limited (hereinafter referred to as “the Company”).

Management’s Responsibility for Internal Financial Controls

The Management and Board of Directors of the respective Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 controls 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.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company and its associate 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, 2021, based on the internal control over financial reporting criteria established by the company and its associate company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JHS & Associates LLP

Chartered Accountants
Firm’s Registration No.133288W / W100099

Huzeifa Unwala

Partner
Membership No.105711
UDIN: 21105711AAAAEZ2843
Mumbai
Dated: May 21, 2021

Consolidated Balance sheet

AS AT MARCH 31, 2021

` in '000

| | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|-------------------------|-------------------------|
| I. ASSETS | | | |
| Non-current assets | | | |
| (a) Property, Plant and Equipment | 3 | 1,263.59 | 2,540.86 |
| (b) Right of use assets | 4 | - | 6,730.20 |
| (c) Other Intangible assets | 5 | 129.20 | 193.54 |
| (d) Intangible assets under development | 6 | 1,761.83 | 1,761.83 |
| (e) Financial Assets | | | |
| (i) Investments in Associates and Joint Ventures | 7 | 441.10 | 599.51 |
| (ii) Other Investments | 8 | 4,75,172.17 | 3,48,271.49 |
| (iii) Others | 9 | 3,159.27 | 3,127.03 |
| (f) Non-Current Assets (Net) | 10 | 11,744.45 | 11,449.62 |
| Total Non Current Assets | | 4,93,671.61 | 3,74,674.08 |
| Current assets | | | |
| (a) Financial Assets | | | |
| (i) Investments | 11 | 1,15,506.37 | 1,32,022.63 |
| (ii) Trade receivables | 12 | 29,356.41 | 9,926.78 |
| (iii) Cash and cash equivalents | 13 | 8,788.85 | 5,439.34 |
| (iv) Other bank balances | 14 | 20,999.48 | - |
| (v) Others | 15 | 28,213.97 | 12,500.30 |
| (b) Other current assets | 16 | 1,347.60 | 783.20 |
| Total Current Assets | | 2,04,212.68 | 1,60,672.25 |
| TOTAL ASSETS | | 6,97,884.29 | 5,35,346.33 |
| II. EQUITY AND LIABILITIES | | | |
| 1. Equity | | | |
| (a) Equity Share capital | 17 | 1,37,052.98 | 1,37,052.98 |
| (b) Other Equity | 18 | 4,54,550.36 | 3,11,330.81 |
| Total Equity | | 5,91,603.34 | 4,48,383.79 |

Consolidated Balance sheet *continued*

| | | ` in '000 | |
|---|----------|-------------------------|-------------------------|
| | Note No. | As at March 31, 2021 | As at March 31, 2020 |
| 2. Liabilities | | | |
| Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Lease Liabilities | 19 | - | 3,488.55 |
| (b) Provisions | 20 | 1,441.54 | 1,161.86 |
| (c) Deferred tax liabilities (Net) | 21 | 90,105.41 | 65,852.77 |
| Total Non Current Liabilities | | 91,546.95 | 70,503.18 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Trade payables | 22 | | |
| a) Total outstanding dues of micro enterprises and small enterprises | | 205.73 | 74.53 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,410.34 | 1,420.80 |
| (ii) Lease Liabilities | 23 | - | 3,171.40 |
| (iii) Other financial liabilities | 24 | 11,468.74 | 10,453.52 |
| (b) Other current liabilities | 25 | 1,446.14 | 1,252.12 |
| (c) Provisions | 26 | 203.05 | 86.99 |
| Total Current Liabilities | | 14,734.00 | 16,459.36 |
| TOTAL EQUITY AND LIABILITIES | | 6,97,884.29 | 5,35,346.33 |

The accompanying notes 1 to 46 form an integral part of Consolidated financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Consolidated Statement of Profit and Loss

YEAR ENDED MARCH 31, 2021

₹ in '000

| | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|----------|------------------------------|------------------------------|
| Revenue | | | |
| I Revenue from Operations | 27 | 1,40,489.02 | 81,113.29 |
| II Other Income | 28 | 11,386.35 | 12,865.53 |
| III Total Income (I + II) | | 1,51,875.37 | 93,978.82 |
| IV Expenses | | | |
| Employee Benefits Expense | 29 | 56,312.74 | 62,183.87 |
| Finance Costs | 30 | 516.84 | 803.34 |
| Depreciation and Amortization Expense | 31 | 5,000.56 | 5,626.30 |
| Other Expenses | 32 | 48,567.21 | 46,255.31 |
| Total Expenses | | 1,10,397.35 | 1,14,868.82 |
| V Profit/(Loss) Before Exceptional Items, Share of net profits/ (loss) of Investments accounted using Equity method and Tax (III-IV) | | 41,478.02 | (20,890.00) |
| VI Share of Net Profit / (Loss) of Associates and Joint Ventures accounted using Equity method | | (158.41) | (243.80) |
| VII Profit/ (Loss) Before Tax (V-VI) | | 41,319.61 | (21,133.80) |
| VIII Tax Expense | | | |
| Current taxes | | - | - |
| Deferred Taxes | | 532.16 | 597.59 |
| Total Tax Expense | | 532.16 | 597.59 |
| IX Profit/(loss) for the year from continuing operations (VII-VIII) | | 40,787.45 | (21,731.39) |
| X Profit/(loss) from discontinued operations | | - | - |
| XI Profit/(loss) for the Year (IX-X) | | 40,787.45 | (21,731.39) |
| XII Other Comprehensive Income | | | |
| A (i) Items that may be reclassified to profit or loss | | | |
| Remeasurements of defined benefit plans | | 288.79 | 1,509.99 |
| Income tax effect | | (72.68) | (345.49) |

Consolidated Statement of Profit and Loss *continued*

₹ in '000

| | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|----------|------------------------------|------------------------------|
| B (i) Items that will not be reclassified to profit or loss | | | |
| Net (loss)/gain on FVTOCI equity securities | | 1,15,470.10 | 62,249.74 |
| Income tax effect | | (23,647.81) | 301.09 |
| Total Comprehensive Income for the year (XI+XII) | | 1,32,825.85 | 41,983.94 |
| XIII Earnings per Equity Share (Face Value ₹ 10) | 33 | | |
| (1) Basic (₹) | | 2.98 | (1.59) |
| (2) Diluted (₹) | | 2.97 | (1.59) |

The accompanying notes 1 to 46 form an integral part of Consolidated financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koorla

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Consolidated Statement of Changes in Equity

YEAR ENDED MARCH 31, 2021

(A) EQUITY SHARE CAPITAL

| | ₹ in '000 |
|---|--------------------|
| As at April 01, 2019 | 1,37,052.98 |
| Changes in equity share capital during the year | - |
| As at March 31, 2020 | 1,37,052.98 |
| Changes in equity share capital during the year | - |
| As at March 31, 2021 | 1,37,052.98 |

(B) OTHER EQUITY (REFER NOTE 18)

| Particulars | Reserves and Surplus | | | Other Comprehensive Income | Total |
|--|----------------------|--------------------|-----------------------------------|----------------------------|--------------------|
| | Securities Premium | Retained Earnings | Share Options Outstanding account | | |
| Balance as at April 01, 2019 | 2,13,734.65 | (506.18) | | 56,118.40 | 2,69,346.87 |
| Profit for the year | | (21,731.39) | | | (21,731.39) |
| Remeasurements of defined benefit plans | | 1,164.50 | | | 1,164.50 |
| Net (loss)/gain on FVTOCI equity securities | | | | 62,550.83 | 62,550.83 |
| Total comprehensive income for the year | - | (20,566.89) | | 62,550.83 | 41,983.94 |
| Balance as at March 31, 2020 | 2,13,734.65 | (21,073.07) | | 1,18,669.23 | 3,11,330.81 |
| Profit for the year | | 40,787.45 | | | 40,787.45 |
| Share based payments to Employees | | | 10,393.70 | | 10,393.70 |
| Remeasurements of defined benefit plans | | 216.11 | | | 216.11 |
| Net (loss)/gain on FVTOCI equity securities | | | | 91,822.29 | 91,822.29 |
| Total comprehensive income for the year | - | 41,003.56 | 10,393.70 | 91,822.29 | 1,43,219.55 |
| Balance as at March 31, 2021 | 2,13,734.65 | 19,930.49 | 10,393.70 | 2,10,491.52 | 4,54,550.36 |

Consolidated Statement of Changes in Equity *continued*

Nature and purpose of reserves:

Securities premium:

Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Other comprehensive income:

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Share Options Outstanding Account:

The Equity share options are recognised at fair value of the options on Grant date issued to employees under Xelpmoc Design & Tech Limited Employee Stock Option Scheme, 2019.

The accompanying notes 1 to 46 form an integral part of Consolidated financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koorra

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Consolidated Statement of Cash Flows

YEAR ENDED MARCH 31, 2021

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Profit Before Income Tax | 41,319.61 | (21,133.80) |
| Adjustments for: | | |
| Depreciation and Amortization Expense | 5,000.56 | 5,626.30 |
| Interest Income | (1,725.50) | (401.61) |
| Interest Expense | 46.27 | 14.44 |
| Interest cost on Lease Liability | 470.57 | 788.90 |
| Unrealised gain on short term liquid funds | (6,699.92) | (10,500.19) |
| Realised gain on short term liquid funds | (2,783.82) | (1,456.09) |
| Share based payments | 10,393.70 | - |
| Rent Reversal on Lease modification | (1,193.40) | - |
| Net gain on disposal of ROU Asset/ Liability | (119.00) | - |
| Bad Debt Written Off | - | 3,641.38 |
| Provision for Doubtful Debt /(Reversal of doubtful debts) | 2,839.52 | (135.61) |
| Loss on Sale of Equity shares held in Joint Venture | - | 178.85 |
| Share of net Profit / (Loss) from Associates/ Joint Ventures | 158.41 | 243.80 |
| Goodwill on acquisition of Signal Analytics Private Ltd | 13.73 | - |
| Remeasurements of defined benefit plans | 288.79 | 1,509.99 |
| | 6,689.91 | (489.83) |
| Operating Cash Flows Before Working Capital Changes | 48,009.52 | (21,623.63) |
| Adjustments for: | | |
| (Increase)/Decrease in Others (Non-Current Financial Assets) | (32.24) | (213.61) |
| (Increase)/Decrease in Trade Receivables (Current) | (22,269.15) | (3,886.39) |
| (Increase)/Decrease in Others (Current Financial Assets) | (35,834.77) | (11,642.80) |
| (Increase)/Decrease in Other Current Assets | (564.40) | 3,685.88 |
| Increase/(Decrease) in Provisions (Non-Current) | 279.68 | (668.43) |
| Increase/(Decrease) in Trade Payables | 120.74 | (5,095.07) |
| Increase/(Decrease) in Other financial liabilities (Current) | 1,015.22 | (2,452.80) |
| Increase/(Decrease) in Other current liabilities (Current) | 194.02 | (775.61) |
| Increase/(Decrease) in Provisions (Current) | 116.06 | (12.78) |
| | (56,974.84) | (21,061.60) |
| Cash Generated from / (used) in Operations | (8,965.32) | (42,685.23) |
| Income tax refund received | 2,342.20 | - |
| Income Taxes Paid | (2,637.03) | (3,342.14) |
| Net Cash Flow from Operating Activities | (9,260.15) | (46,027.37) |

Consolidated Statement of Cash Flows *continued*

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Payment for Purchase of Property, Plant and Equipment | (574.28) | (3,567.81) |
| Proceeds from redemption of Short term liquid investments | 26,000.00 | 40,750.00 |
| Deposits withdrawn/ (Placed) | (878.38) | 9,275.03 |
| Interest Received | 1,725.50 | 401.61 |
| Investment made | (11,444.31) | (14,547.68) |
| Sale of Investments | - | 1,789.39 |
| Net Cash Flow From Investing Activities | 14,828.53 | 34,100.53 |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Payment of Lease liabilities | (2,172.60) | (4,224.25) |
| Borrowings from directors (Net) | - | (2,997.00) |
| Interest expenses | (46.27) | (14.44) |
| Net Cash Inflow/ (Outflow) From Financing Activities | (2,218.87) | (7,235.69) |
| D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 3,349.51 | (19,162.53) |
| Cash and cash equivalents at the beginning of the year | 5,439.34 | 24,601.87 |
| Cash and cash equivalents at the end of the year | 8,788.85 | 5,439.34 |

The accompanying notes 1 to 46 form an integral part of Consolidated financial statements.

In terms of our report of even date attached.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021

Notes

TO THE CONSOLIDATED FINANCIALS STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

1. GROUP OVERVIEW

Xelpmoc Design and Tech Limited (“the Parent”) is a company limited by shares, incorporated and domiciled in India. The Company is listed on the BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”). Its registered office is situated at #17, 4th Floor, Agies Building, 1st ‘A’ Cross, 5th Block, Koramangala, Bengaluru – 560 034, Karnataka, India. Xelpmoc Design and Tech Limited and its subsidiary, associates and joint ventures (hereinafter referred to as “the Group”) is engaged in professional and technical consulting services. The Group’s services include offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, agriculture, and various other industries.

The range of services provided by the Group includes mobile and web application development, prototype development, thematic product development and data analytics assistance.

The Board of Directors approved the Financial Statements for the year ended March 31, 2021. These financial statements were authorized for issue by the Board of Directors on May 21, 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation of consolidated financial statements

a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all

material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 (“the Companies Act”). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. Principles of Consolidation

The Consolidated financial statements (CFS) of the group are prepared in accordance with Indian Accounting Standard 110 “Consolidated financial statements” and Indian Accounting Standard 28 “Investments in Associates and Joint Ventures” as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable.

Subsidiary:

The Group consolidates entities which is controlled by it. Control is achieved when the company is exposed to or has rights to variable returns from its involvement with the investee and can affect those returns through its power over the investee. Specifically, the company controls an investee if and only if the company has:

- Power over the investee,
- Exposure or rights to variable return from its involvement with the investee, and
- Ability to use its power over the investee to affect its returns.

Generally, it is presumed that, a majority of voting rights results in control. To support this presumption and when the company has less than a majority of the voting or similar rights of an investee, the company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- Contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The company’s voting rights and potential voting rights

The subsidiary controlled by the Company are consolidated from the date control commences until the date control ceases.

Joint Venture:

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement and have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether joint control exist are similar to those necessary to determine control over the subsidiaries.

Associate:

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group’s investments in its joint venture and associate are accounted for using the equity method. Under the equity method, the investment in a joint venture and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group’s share of net assets of the joint venture and associate since the acquisition date.

Disclosure relating to entities consolidated in the restated consolidated financial statements:

Wholly Owned Subsidiary considered for consolidation:

| No | Name of the Subsidiary | Country of Incorporation | Nature of business | Ownership interest as at 31 March 2021 | Ownership interest as at 31 March 2020 |
|----|----------------------------|--------------------------|---|--|--|
| 1. | Signal Analytics Pvt. Ltd. | India | Data analytics and related services in future | 100.00% | NIL |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

On December 01, 2020, the Parent Company acquired 100% stake i.e., 20000 equity shares of Signal Analytics Private Limited of face value of ₹1 each at par for a total cash consideration of ₹ 20.00 (₹ in 1000s) by way of purchasing the said shares from existing shareholders, accordingly Signal analytics Private Limited becomes the wholly owned subsidiary of the Parent Company. The Parent Company has further subscribed 9,80,000 Equity shares of Signal Analytics Private Limited of ₹ 1.00 each at par on right issue basis. The Parent Company intends to offer data analytics and related services in future through this wholly owned subsidiary.

Joint Venture considered for consolidation:

| No | Name of the Venture | Country of Incorporation | Nature of business | Ownership interest as at 31 March 2021 | Ownership interest as at 31 March 2020 |
|----|-----------------------------------|--------------------------|--|--|--|
| 1. | Fortigo Network Xelpmoc Pvt. Ltd. | India | The company is engaged in providing Software Development Services and IT enabled services. | Nil | Nil* |

Fortigo Network Xelpmoc Private Limited was incorporated on March 17, 2017. The Company was subscriber to Memorandum of Association of Fortigo Networks Xelpmoc Private Limited; the Company has been allotted with 49,000 equity shares of ₹ 1 each on May 3, 2017. The shares were acquired at par value. On June 30, 2018 the company disposed 31,000 equity shares of the JV entity resulting in loss of ₹ 291.63 (thousand) i.e. the difference between the value of investment as on the date of sales and consideration received. Further, on 20th June 2019, the company disposed off the balance 18000 equity shares of the JV resulting in loss of ₹ 178.85 (in thousand).

Post this sale, the Company doesn't holds any stake of Fortigo Network Xelpmoc Private Limited (31 March 2019: 18%).

*The JV agreement for exercising joint control over the investee is terminated as on 20 June 2019 and the financial statements have been consolidated in respect to this JV only up to the said date

Associates considered for consolidation

| No | Name of the Associates | Country of Incorporation | Nature of business | Ownership interest as at 31 March 2021 | Ownership interest as at 31 March 2020 |
|----|-----------------------------|--------------------------|--|--|--|
| 1. | Madworks Ventures Pvt. Ltd. | India | The company is involved in the business of developing, designing, maintaining and selling internet / web / mobile / tabloid based applications (popularly known as "apps") | 21.74% | 21.74% |

The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14 February 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Post this acquisition the company holds 21.74 % of the share capital of the investee company on a fully diluted basis (31 March 2019: 21.74%)

Uniform accounting policies

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the Consolidated financial statements and are presented in the same manner as the Company's standalone financial statements.

Consolidation procedure**Investment in Subsidiary:**

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

- b) Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.
- c) Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- d) Adjustments are made to the financial statements of subsidiaries, as and when necessary, to bring their accounting policies into line with the Group's accounting policies.
- e) All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.
- f) Carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity are eliminated. Business combinations policy explains how the

related goodwill is accounted at the time of acquisition of subsidiary.

- g) Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company

Business Combinations:

The acquisitions of businesses are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values at the date of exchange of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree. The acquiree 's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date except certain assets and liabilities required to be measured as per the applicable standard. Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities recognized and contingent liabilities assumed.

In the case of bargain purchase, resultant gain is recognized in other comprehensive income on the acquisition date and accumulated to capital reserve in equity. The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders proportionate share of the acquiree's identifiable net assets

Investment in Joint Ventures (JV) and Associates

The company has accounted its investment in the JV and associates in the consolidated financial statements using the equity method. Under the equity method, the investment in JV and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the company's share of net assets of the JV and associate since the acquisition date. Goodwill relating to the JV and associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the company's share of the results of operations of the JV and associates. Any change in OCI of those investees is presented as part of the company's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the company recognizes its shares of any changes, when applicable in the statement of changes in equity.

Gains and losses arising from transactions between the company and its associate and JV are recognized in the group financial statements only to the extent of unrelated investors' interest in the associate and JV.

- c. The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

| Items | Measurement Basis |
|---|--|
| Certain financial assets and liabilities (including derivative instruments) | Fair Value |
| Net defined benefit asset/liability | Fair value of the plan assets less present value of defined benefit obligation |

The consolidated financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***Assumptions, judgements and estimation uncertainties**

Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2020 are made in in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment
- Estimation of current tax expense and payable;
- Impairment of Financial Assets;
- Lease classification; and,
- Lease: whether an arrangement contains a lease
- Impact of Covid-19 (Global Pandemic)

e. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

The Group regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 39 Financial Instruments - Fair values and risk management)

f. Current versus non-current classification:

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their

realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

Estimation of uncertainties relating to the global health pandemic from COVID-19 ("COVID-19")

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information and economic forecasts and expects that the carrying amount of these assets will be recovered. The_ impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

2.2 Property, plant and equipment**i. Recognition and measurement**

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight,

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value or on straight line basis based on the

management estimates of benefits to be derived from its tangible assets. Depreciation for assets purchased / sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed periodically, and adjusted if appropriate, including at each financial year end.

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

| Asset | Useful Life |
|------------------------|--------------|
| Office equipment | 5-7 years |
| Computer | 3-4 years |
| Leasehold Improvements | Lease Tenure |
| Furniture & Fixtures | 10 years |

Assets with cost of acquisition less than ₹ 5,000 are fully depreciated in the year acquisition.

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount.

These are included in statement of profit and loss.

iv. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or

changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.3 Intangible assets

i. Recognition and measurement

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any non-recoverable duties and taxes and any directly attributable expenditure on making

the asset ready for its intended use and net of any trade discounts and rebates.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Assets under development are disclosed as Intangible assets under development. Amortization is not recorded on assets under development until development is complete and the asset is ready for its intended use.

ii. Amortization

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life.

The estimated useful lives are as follows:

| Asset | Useful Life |
|-------------------|-------------|
| Computer Software | 3-6 Years |

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

iii. Impairment

Intangible assets are evaluated for recoverability whenever events or changes

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization) had no impairment loss been recognized for the asset in prior years.

2.4 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure

is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations:

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated

or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.6 Impairment

i. Financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

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 ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government / government departments / government companies are generally not considered as increase in credit risk of such financial asset.

ii. Non- financial assets

The Group assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Group's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication 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. Such a reversal is made 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.

2.7 Leases

Group as a lessee

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of Lease requires significant judgement. The Group uses significant judgement in assessing the Lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to

extend the lease if the Group is reasonably certain to exercise that option; and period covered by an option to terminate the lease. If the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. 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 Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group 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 substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

replaces the existing lease standard, Ind AS 17 leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, prospectively. Accordingly, the Group has not restated comparative information of the previous year.

For transition, the Group has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Group has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

On transition, the Group has recognized a 'Right of Use' asset of ₹ 10,095 thousand

and a corresponding lease liability of ₹ 9,543 thousand. The effect of this adoption on is disclosed in note 35. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The principal portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per Ind AS 17 - Leases, were earlier reported under cash flow from operating activities. The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

The difference between the future minimum lease rental commitments towards non-cancellable operating leases reported as at March 31, 2019 compared to the lease liability as accounted as at April 1, 2019 is primarily due to exclusion of the commitments for the leases to which the Group has chosen to apply the practical expedient or exemptions as per the standard.

Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.

The Group does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant and no changes in terms of those leases are expected due to the COVID-19.

2.8 Financial instruments

i. Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or

loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The group reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. The group classifies its debt instruments as:

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the

criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All

changes in fair value including dividend are recognized in the statement of profit and loss.

c. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant Financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

d. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition**Financial assets**

The Group derecognizes a financial asset when the contractual rights to the cash flows from

the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***vi. Reclassification**

The Group determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.9 Revenue**i) Sale of Services**

The group primarily derives its revenue from providing software development services.

Effective April 1, 2018, the Group adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the group and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. 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.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The group has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision

when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts.

The Group disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost-plus margin approach

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

to allocate the transaction price to each distinct performance obligation.

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.10 Foreign currencies

Transactions in foreign currencies are initially recorded by the Group at their functional

currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.11 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising 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 at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when

the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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.

The Group offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Group will pay normal income tax during the specified period.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***2.12 Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.13 Provision, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time

value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts, i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities are 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 or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An

entity shall not recognize a contingent asset unless the recovery is virtually certain.

2.14 Employee benefits**i. Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post-employee benefits**Defined Contribution Plans:**

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:**Gratuity**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately

for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ("the asset ceiling"). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary 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. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

iv. Share based payment

Equity settled share based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period,

based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.15 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.16 Earnings per share

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

Diluted earnings per share ('DEPS') is computed by dividing the net profit or loss for

the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

2.17 Cash flow statements

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Group are segregated.

2.18 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The management examines the group's performance as a whole i.e. providing of technological solution services and accordingly the group has only one reportable segment.

The Group generates revenue from rendering services to customers located outside India. All the assets of the Group are situated in India. Geographical segment to the extent of revenue generated has been disclosed in the notes to the financial statements (Refer Note no. 41)

2.19 New and amended Standard

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

i. Amendments to Ind AS 116: Covid-19 Related Rent Concession

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from lessor is as lease modification. A lease that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification. The Group has elected to apply the practical expedient available and has not assessed whether the rent concession amounts to lease modification.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***ii. Amendments to Ind AS 103 Business Combination**

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. This amendment had no impact on consolidated financial statement of the Group but may impact future periods should the Group enter into any business combinations.

iii. Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendment provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statement make on the basis of those financial statements, which provide financial information about a specific reporting entity". The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial

statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Group.

iv. Amendment to Ind AS 107 and Ind AS 109 Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform

gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the consolidated financial statements of the Group as it does not have any interest rate hedge relationships.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. This amendment had no impact on the consolidated financial statement the Group.

NOTE 3 PROPERTY, PLANT AND EQUIPMENT**As at March 31, 2021**

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|------------------------|----------------------|---------------|---|-----------------|--------------------------|-----------------------------|---|-----------------|--------------------|-----------------|
| | As at 01-Apr-20 | Additions | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 01-Apr-20 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 31-Mar-21 | As at 31-Mar-20 |
| Office Equipment | 826.75 | 45.77 | 11.27 | 861.25 | 600.31 | 108.84 | 11.27 | 697.89 | 163.36 | 226.44 |
| Computers | 7,637.12 | 528.51 | - | 8,165.63 | 5,776.52 | 1,293.12 | - | 7,069.64 | 1,095.99 | 1,860.60 |
| Leasehold Improvements | 653.49 | - | 653.49 | - | 205.38 | 448.11 | 653.49 | - | - | 448.11 |
| Furniture & Fixtures | 6.99 | - | - | 6.99 | 1.27 | 1.48 | - | 2.75 | 4.24 | 5.72 |
| TOTAL | 9,124.35 | 574.28 | 664.76 | 9,033.86 | 6,583.49 | 1,851.55 | 664.76 | 7,770.28 | 1,263.59 | 2,540.86 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 3 PROPERTY, PLANT AND EQUIPMENT *continued*

As at March 31, 2020

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|------------------------|----------------------|-----------------|---|--------------------|--------------------------|--------------------------------|---|--------------------|--------------------|--------------------|
| | As at 01-Apr-19 | Additions | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 01-Apr-19 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Office Equipment | 661.21 | 165.54 | - | 826.75 | 453.16 | 147.15 | - | 600.31 | 226.44 | 208.05 |
| Computers | 5,492.37 | 2,144.75 | - | 7,637.12 | 3,940.13 | 1,836.39 | - | 5,776.52 | 1,860.60 | 1,552.24 |
| Leasehold Improvements | | 653.49 | - | 653.49 | | 205.38 | - | 205.38 | 448.11 | - |
| Furniture & Fixtures | | 6.99 | - | 6.99 | | 1.27 | - | 1.27 | 5.72 | - |
| TOTAL | 6,153.58 | 2,970.77 | - | 9,124.35 | 4,393.29 | 2,190.20 | - | 6,583.49 | 2,540.86 | 1,760.29 |

1) Property Plant and equipment are stated at cost less accumulated depreciation

2) The company has assessed that there are no indicators of impairment.

NOTE 4 RIGHT OF USE ASSETS

As at March 31, 2021

₹ in '000

| Particulars | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|--------------------------------|----------------------|-----------|-----------------------|--------------------|--------------------------|-------------------|-----------------------|--------------------|--------------------|--------------------|
| | As at 01-Apr-20 | Additions | Deletion/ Transfer | As at 31-Mar-21 | As at 01-Apr-20 | Additions | Deletion/ Transfer | As at 31-Mar-21 | As at 31-Mar-21 | As at 31-Mar-20 |
| Right of use assets - Building | 10,095.31 | - | 10,095.31 | - | (3,365.10) | (3,084.68) | (6,449.78) | - | - | 6,730.20 |
| TOTAL | 10,095.31 | - | 10,095.31 | - | (3,365.10) | (3,084.68) | (6,449.78) | - | - | 6,730.20 |

As at March 31, 2020

₹ in '000

| Particulars | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|--------------------------------|----------------------|------------------|------------------------|--------------------|--------------------------|-------------------|------------------------|--------------------|--------------------|--------------------|
| | As at 01-Apr-19 | Additions | Deletion / Transfer | As at 31-Mar-20 | As at 01-Apr-19 | Additions | Deletion / Transfer | As at 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Right of use assets - Building | - | 10,095.31 | - | 10,095.31 | - | (3,365.10) | - | (3,365.10) | 6,730.20 | - |
| TOTAL | - | 10,095.31 | - | 10,095.31 | - | (3,365.10) | - | (3,365.10) | 6,730.20 | - |

Note:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application. During the year, the company has pre-closed the lease and the ROU assets (net) has been written down.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 5 OTHER INTANGIBLE ASSETS

As at March 31, 2021

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|-------------------|----------------------|-----------|---|--------------------|--------------------------|--------------------------------|---|--------------------|--------------------|--------------------|
| | As at 01-Apr-20 | Additions | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 01-Apr-20 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-21 | As at 31-Mar-21 | As at 31-Mar-20 |
| Computer Software | 293.39 | - | - | 293.39 | 99.85 | 64.34 | - | 164.19 | 129.20 | 193.54 |
| TOTAL | 293.39 | - | - | 293.39 | 99.85 | 64.34 | - | 164.19 | 129.20 | 193.54 |

As at March 31, 2020

₹ in '000

| ASSET | GROSS CARRYING VALUE | | | | ACCUMULATED DEPRECIATION | | | | NET CARRYING VALUE | |
|-------------------|----------------------|---------------|---|--------------------|--------------------------|--------------------------------|---|--------------------|--------------------|--------------------|
| | As at 01-Apr-19 | Additions | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 01-Apr-19 | Depreciation for the period | Deductions/ adjustments during the year | As at 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Computer Software | 96.94 | 196.45 | - | 293.39 | 28.85 | 71.00 | - | 99.85 | 193.54 | - |
| TOTAL | 96.94 | 196.45 | - | 293.39 | 28.85 | 71.00 | - | 99.85 | 193.54 | - |

Notes:

- Intangible Assets are stated at cost less accumulated amortisation.
- Computer software consists of purchased software licenses
- The company has assessed that there are no indicators of impairment.

NOTE 6 INTANGIBLE ASSETS UNDER DEVELOPMENT

As at March 31, 2021

₹ in '000

| | As at 01-Apr-20 | Additions | Transfer | As at 31-Mar-21 |
|-------------------------------------|--------------------|-----------|----------|--------------------|
| Intangible assets under development | 1,761.83 | - | - | 1,761.83 |
| TOTAL | 1,761.83 | - | - | 1,761.83 |

As at March 31, 2020

₹ in '000

| | As at 01-Apr-19 | Additions | Transfer | As at 31-Mar-20 |
|-------------------------------------|--------------------|---------------|----------|--------------------|
| Intangible assets under development | 984.50 | 777.33 | - | 1,761.83 |
| TOTAL | 984.50 | 777.33 | - | 1,761.83 |

Notes:

- Intangible assets under development as at March 31, 2021 represents amount of employee cost incurred towards development of intangible assets. The total amount of Intangible assets under development as at March 31, 2021 is ₹ 1,761.83 ('000) (March 31, 2020: 1,761.83 ('000)).
- The company has assessed that there are no indicators of impairment.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 7 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

₹ in '000

| | Face Value | Numbers | | Amounts | |
|--|------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Unquoted: | | | | | |
| Carried at cost | | | | | |
| (a) Investments in Equity Instruments of Associate Company | | | | | |
| Madworks Ventures Private Limited | | | | | |
| 15,204 (as at 31 March 20: 15,204) Equity Shares of ₹ 10 each, fully paid up | 10.00 | 15,204 | 15,204 | 92.85 | 126.20 |
| (b) Investments in Compulsorily Convertible Preference Instruments of Associate Company | | | | | |
| Madworks Ventures Private Limited | | | | | |
| 57,018 (as at 31 March 20: 57,018) Preference Shares of ₹ 10 each, fully paid up | 10.00 | 57,018 | 57,018 | 348.25 | 473.31 |
| | | | | 441.10 | 599.51 |
| Aggregate Amount of Unquoted Investments | | | | 441.10 | 599.51 |
| Aggregate Amount of Quoted Investments | | | | - | - |
| Aggregate Market Value of Quoted Investments | | | | - | - |
| Aggregate Provision for Impairment in the Value of Investments | | | | - | - |

Notes:

1) On June 20, 2019, the company disposed of the 18,000 equity shares at cost resulting in no profit or gain to the company. Subsequent to this disposal, the holding of the company in the investee has been reduced to NIL as on 31st March 2020. Also the Joint Venture agreement stands terminated and hence the investee company ceases to be the Joint Venture of the Company.

2) The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14 February 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Post this acquisition the company holds 21.74 % of the share capital of the investee company on a fully diluted basis.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 8 OTHER INVESTMENTS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Unquoted: | | |
| At Fair Value through Other Comprehensive Income | | |
| Investment in Equity Instruments | | |
| Fortigo Network Logistic Private Limited | 2,16,140.40 | 1,95,039.49 |
| 1,22,232(as at 31 March 20: 1,22,232) Equity Shares of ₹ 1 each, fully paid up | | |
| Gyankosh Solutions Private Limited (refer note 2 below) | - | - |
| 32,939 (as at 31 March 20: 32,939) Equity Shares of ₹ 1 each, fully paid up | | |
| Ideal Insurance Brokers Private Limited¹ | 4,529.48 | 3,691.58 |
| 7,500 (as at 31 March 20: 7,500) Equity Shares of ₹ 10 each, fully paid up | | |
| Inqube Innoventures Private Limited | 4,455.03 | 4,892.18 |
| 655 (as at 31 March 20: 655) Equity Shares of ₹ 10 each, fully paid up | | |
| Intellibuzz TEM Private Limited (refer note 2 below) | - | - |
| 12,300 (as at 31 March 20:12,300) Equity Shares of ₹ 10 each, fully paid up | | |
| PHI Robotics Research Private Limited | 982.30 | 2,067.80 |
| 167 (as at 31 March 20:167) Equity Shares of ₹ 10 each, fully paid up | | |
| Snaphunt Pte Ltd² | 46,267.18 | 37,626.77 |
| 12,088 (as at 31 March 20: 12,088) Equity Shares of SGD. 1 each, fully paid up | | |
| Woovly Private Limited | 51,207.90 | 37,514.34 |
| 2,490 (as at 31 March 20: 2,490) Equity Shares of ₹ 10 each, fully paid up | | |
| Rype Fintech Private Limited⁵ | 885.95 | 1.00 |
| 53,629 (as at 31 March 20: 100) Equity Shares of ₹ 10 each, fully paid up | | |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 8 OTHER INVESTMENTS *continued*

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Mihup Communication Private Limited | 25,520.50 | 11,444.34 |
| 9,100 (as at 31 March 20: 9,100) Equity Shares of ₹ 10 each, fully paid up | | |
| Taxitop Media Private Limited (refer note 3 below) | - | 2,084.70 |
| 1,905 (as at 31 March 20: 1,905) Equity Shares of ₹ 10 each, fully paid up | | |
| One Point Six Technologies Private Limited (Previously known: Leadstart Publishing Private Limited) | 11,879.91 | 4,535.62 |
| 10,500 (as at 31 March 20: 4,200) Equity Shares of ₹ 10 each, fully paid up | | |
| KidsStopPress Media Private Limited³ | 9,051.82 | - |
| 2,051 (as at 31 March 20: Nil) Equity Shares of ₹ 10 each, fully paid up | | |
| CatAllyst Inc | | |
| 1,50,000 (as at 31 March 20: Nil) Class B Common stock of US \$ 0.01 each fully paid up | 117.38 | - |
| Learning Hats Pte Limited | | |
| 3,333 (as at 31 March 20: Nil) Ordinary shares of US \$ 1.00 each fully paid up | 272.48 | - |
| Investment in Preference Shares | | |
| Mihup Communication Private Limited | | |
| 31,512 (as at 31 March 2020: 31,512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up | 88,399.07 | 39,630.12 |
| 2,941 (as at 31 March 2020: 2,941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up | 4,630.15 | 2,076.33 |
| KidsStopPress Media Private Limited³ | | |
| Nil (as at 31 March 20: 683) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | - | 3,001.48 |
| Nil (as at 31 March 20: 684) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | - | 3,005.88 |
| Nil (as at 31 March 20: 684) Optionally Convertible Preference Shares of ₹ 10 each, partly paid up (Refer note 44) | - | 1.36 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 8 OTHER INVESTMENTS *continued*

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| ₹ in '000 | | |
| Rype Fintech Private Limited⁴ | | |
| 71,371 (as at 31 March 20: 1,24,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | 1,179.05 | 1,249.00 |
| Graphixstory Private Limited | | |
| 3,900 (as at 31 March 20: 3,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | 409.50 | 409.50 |
| Femmevista Technologies Private Limited | | |
| 1,11,000 (as at 31 March 20: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up | 9,244.08 | - |
| | 4,75,172.17 | 3,48,271.49 |
| Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments) | 4,75,172.17 | 3,48,271.49 |
| Aggregate Amount of Quoted Investments | - | - |
| Aggregate Market Value of Quoted Investments | - | - |
| Aggregate Provision for diminution in value of Investments | 7,494.64 | 5,409.94 |

¹ includes 2,500 Equity shares received as bonus shares by Ideal Insurance brokers Private Limited in the year ending March 2020. The company issued 1 bonus shares for every 2 equity shares held.

² includes 2,418 Equity shares issued by Snaphunt Pte Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1 in the year ending March 2020

8,865 Optionally Convertible Preference Shares of Snaphunt Pte Ltd were redeemed at cost during the year ending March 2020 and the balance 2,418 OCPS were converted into Equity shares of 1 SGD fully paid up.

³ During the year ended 31st March 2021, 684 partly paid up Optionally Convertible Preference Shares of Kisstopress Media Private Limited were fully paid up through payout of ₹ 3,015.07 (000's). Consequently 2,051 fully paid up Optionally Convertible Preference Shares of Kidsstopress Media Private Limited were converted into Equity shares of ₹ 1 each fully paid up in the ratio of 1:1

⁴ During the year ended 31st March 2021, 53,529 fully paid up Optionally Convertible Preference Shares of Rype Fintech Private Limited were converted into Equity shares of ₹ 1 each fully paid up in the ratio of 1:1

⁵ includes 53,529 Equity shares issued by Rype Fintech Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1 in the year ended March 2021

Notes:

1) Investments in equity instruments of private limited entities has been designated as fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/ Market comparable method.

2) The Company has made investments in technology start ups entities Gyankosh Solutions Private Limited (GSPL) and Intellibuzz TEM Private Limited (ITPL) and these entities has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in these entities for ₹2,396.64 ('000) and ₹3,013.30 ('000) respectively which is equivalent to the carrying value of these Investments. The impairment losses have been appropriately recognised through OCI in the year ended 31 March 2020.

3) The Company has made investment in technology start ups entity Taxitop Media Private Limited (TMPL) and it has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in TMPL for ₹ 2,084.70 ('000) which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended 31 March 2021.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 9 NON-CURRENT FINANCIAL ASSETS - OTHERS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Application money paid towards securities* | 2,443.88 | - |
| Other Bank Balances: | | |
| - In Bank Deposits [#] | 690.55 | 642.87 |
| - Interest accrued on Bank Deposits | 24.84 | 33.99 |
| Security deposits | - | 2,450.17 |
| Total | 3,159.27 | 3,127.03 |

Application money paid towards securities*a. Catalist Inc**

On 6th July 2020, the company entered into a subscription agreement to acquire 3,75,000 shares of entity's Class B Common Stock at USD 0.01 each. As on 31 March 2021 1,50,000 shares were allotted and the company has applied for the balance 2,25,000 shares.

b. One Point Six Technologies Private Limited (formerly known as Leadstart Publishing Private Limited)

The Company has applied for 2,100 Equity shares of ₹ 10 each fully paid up against consideration through rendering of services by the Company.

Under lien for corporate credit card facility.

NOTE 10 NON-CURRENT ASSETS (NET)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Tax Receivable from Govt. authorities | 11,744.45 | 11,449.62 |
| [Net of Provision for taxation - ₹ Nil (as at 31 March 20: ₹ Nil)] (Refer Note 21 for tax reconciliations) | | |
| TOTAL | 11,744.45 | 11,449.62 |

NOTE 11 CURRENT INVESTMENTS

₹ in '000

| | Units | | Amount | |
|---|----------------------------|----------------------------|----------------------------|----------------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Investments in Debt Funds | | | | |
| Quoted | | | | |
| Kotak Corporate Fund Direct Growth | 15,901 | 23,076 | 47,457.54 | 63,696.24 |
| Net asset value per unit as at 31st March 2021: ₹ 2,984.63 (31 March 2020: ₹ 2,760.32) | | | | |
| IDFC Cash Fund - Growth | 53 | 53 | 132.61 | 128.12 |
| Net asset value per unit as at 31 March 2021: ₹ 2,485.99 (31st March 2020: ₹ 2,401.83) | | | | |
| IDFC Corporate Bond Fund - Direct Growth | 35,75,314 | 39,05,884 | 54,586.82 | 54,536.29 |
| Net asset value per unit as at 31 March 2021: ₹ 15.27 (31st March 2020: ₹ 13.96) | | | | |
| IDFC Ultra Short-Term Fund - Direct Growth | 11,13,465 | 11,97,747 | 13,329.40 | 13,661.98 |
| Net asset value per unit as at 31 March 2021: ₹ 11.97 (31st March 2020: ₹ 11.41) | | | | |
| Total | | | 1,15,506.37 | 1,32,022.63 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 12 TRADE RECEIVABLES

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Trade Receivables considered good - Unsecured * | 29,356.41 | 9,926.78 |
| Trade Receivables credit impaired | 6,320.41 | 3,480.89 |
| Less: Allowance for credit Impairment | (6,320.41) | (3,480.89) |
| | 29,356.41 | 9,926.78 |
| Total | 29,356.41 | 9,926.78 |
| * Includes dues from related parties (Refer Related Party Transaction Note 34) | 294.00 | 844.00 |

NOTE 13 CASH AND CASH EQUIVALENTS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Balances with Banks | | |
| - In Current Accounts | 8,780.91 | 5,421.07 |
| Cash on Hand | 7.94 | 18.27 |
| Total | 8,788.85 | 5,439.34 |
| Cash and cash equivalent as per Statement of Cash Flows | 8,788.85 | 5,439.34 |

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

NOTE 14 OTHER BANK BALANCES

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Balance with Banks in fixed deposits more than 3 months | 19,999.90 | - |
| Interest Accrued on Fixed deposits | 999.58 | - |
| Total | 20,999.48 | - |

NOTE 15 OTHER CURRENT FINANCIAL ASSETS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Unsecured, considered good | | |
| Unbilled Revenue | 26,970.78 | 12,151.36 |
| Rental Security Deposits | 1,225.63 | 347.25 |
| Advance to staff | 4.07 | 1.68 |
| Total | 28,213.97 | 12,500.30 |

NOTE 16 OTHER CURRENT ASSETS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------------------|-------------------------|-------------------------|
| Considered good | | |
| Prepaid expenses | 277.44 | 578.39 |
| Advance to vendors | 81.11 | 65.01 |
| Contracts fulfilment costs | - | 139.80 |
| Balance with government authorities | 989.05 | - |
| Total | 1,347.60 | 783.20 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 17 CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Authorised | | |
| 1,50,00,000 Equity Shares (31-Mar-20: 1,50,00,000) of ₹10 each | 1,50,000.00 | 1,50,000.00 |
| Issued | | |
| 1,37,05,298 Equity Shares (31-Mar-20: 1,37,05,298) of ₹10 each | 1,37,052.98 | 1,37,052.98 |
| Subscribed and Fully Paid up | | |
| 1,37,05,298 Equity Shares (31-Mar-20: 1,37,05,298) of ₹10 each | 1,37,052.98 | 1,37,052.98 |
| Total | 1,37,052.98 | 1,37,052.98 |

Notes:**a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:**

| | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|-------------|----------------------|-------------|
| | No. of Shares | ₹ in '000 | No. of Shares | ₹ in '000 |
| Shares outstanding at the beginning of the year | 1,37,05,298 | 1,37,052.98 | 1,37,05,298 | 1,37,052.98 |
| Shares outstanding at the end of the year | 1,37,05,298 | 1,37,052.98 | 1,37,05,298 | 1,37,052.98 |

b) Initial Public Offer

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective February 04, 2019.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 17 CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL continued**

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the company held on 30th September 2020. The details of variation and the utilisation of the unutilised amount of IPO proceeds upon variation of the objects as reviewed by the Audit Committee in its meeting held on May 21, 2021 are as under:

| ₹ in '000 | | | | | | | | | |
|--|---|---|-------------------------------------|--|---|---|--|----------------------------------|--|
| Original objects of the Issue | Projected Utilisation of Fund as per Prospectus | Utilised as per Prospectus as on September 30, 2020 | Unutilised as on September 30, 2020 | Amount altered upon variation of Objects and details thereto | Objects of the issue upon variation | Amount available for utilization upon variation | Utilised during the quarter ended March 31, 2021 | Utilisation up to March 31, 2021 | Unutilised amount as on March 31, 2021 |
| Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad. | 54,875.19 | 1,261.79 | 53,613.40 | 45,000 towards funding working capital requirements of the Company 8,613.40 towards purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore | Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore | 8,613.40 | - | 1,261.79 ¹ | 8,613.40 |
| Purchase of fit outs for new development centers in Kolkata and Hyderabad. | 40,862.50 | 719.79 | 40,142.71 | 40,142.71 towards funding working capital requirements of the Company | - | - | - | 719.79 ² | - |
| Funding working capital requirements of the Company. | 60,000.00 | 41,677.03 | 18,322.97 | - | Funding working capital requirements of the Company. | 1,03,465.68 | 5,000.00 | 46,677.03 ³ | 98,465.68 |
| General corporate purposes(including savings in offer related expenses) | 45,729.49 | 35,526.93 | 10,202.56 | - | General Corporate purposes(including savings in offer related expenses) | 10,202.56 | 1,000 | 36,526.93 ⁴ | 9,202.56 |
| Total | 2,01,467.18 | 79,185.54 | 1,22,281.64 | 93,756.11 | | 1,22,281.64 | 6,000.00 | 85,185.54 | 1,16,281.64 |

*The above stated objects was the original object of the issue and after variation in the objects of issue the aforesaid objects has been cancelled.

¹ Utilised before variation of the Objects of the Issue for original object i.e. for purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad.

² Utilised before variation of the Objects of the Issue for original object i.e. i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

³ ₹ 41,677.03 (₹ In 1000s) utilised before variation of the Objects of the Issue and ₹ 5,000 (₹ in 1000s) utilized after variation of the Objects of the Issue

⁴ ₹ 35,526.93 (₹ In 1000s) utilised before variation of the Objects of the Issue and ₹ 1,000 (₹ In 1000s) utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2021 temporarily invested in debt mutual funds ₹ 1,15,506.37* (₹ in 1000s), Fixed deposit with bank ₹19,999.90 (₹ in 1000s) and with balance with banks ₹1,118.17 (₹ In 1000s).

*Value stated represents investments which are marked to market as at March 31, 2021.v

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 17 CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL** *continued***c) Terms / rights attached to equity shares:**

The Company has only one class of equity shares having a par value of ₹10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

d) Details of shareholders holding more than 5% shares in the Company:

| Name of the Shareholder | As at March 31, 2021 | | As at March 31, 2020 | |
|---------------------------------|----------------------|--------|----------------------|--------|
| | No. of Shares | % held | No. of Shares | % held |
| Sandipan Samiran Chattopadhyay | 40,79,102 | 29.76% | 40,79,102 | 29.76% |
| Srinivas Koora | 24,19,098 | 17.65% | 25,36,598 | 18.51% |
| Jaison Jose | 8,41,290 | 6.14% | 8,41,290 | 6.14% |
| University of Notre Dame DU LAC | - | NA | 12,25,800 | 8.94% |
| | 73,39,490 | | 86,82,790 | |

e) Aggregate number of bonus shares issued, for consideration other than cash during the period of 5 years immediately preceding the reporting date:

| Particulars | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2019 | As at March 31, 2018 | As at March 31, 2017 |
|---|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | No. of Shares | No. of Shares | No. of Shares | No. of Shares | No. of Shares |
| Equity shares allotted as fully paid bonus shares by capitalisation of security premium | - | - | 36,20,725 | - | - |

The Company by way of Special Resolution had recommended to capitalise a sum of ₹3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on March 31, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on 27th July, 2018 ("Record Date"), in proportion of 55 (Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

f) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings as on the reporting date.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 18 OTHER EQUITY

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Securities Premium | 2,13,734.65 | 2,13,734.65 |
| Retained Earnings | 19,930.49 | (21,073.07) |
| Share Options Outstanding Account | 10,393.70 | - |
| Other Comprehensive Income | 2,10,491.52 | 1,18,669.23 |
| Total | 4,54,550.36 | 3,11,330.81 |

Other Reserves Movement

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Securities Premium | | |
| Opening Balance | 2,13,734.65 | 2,13,734.65 |
| Addition during the year | - | - |
| Closing Balance (A) | 2,13,734.65 | 2,13,734.65 |
| Retained Earnings | | |
| Opening Balance | (21,073.07) | (506.18) |
| Profit for the year | 40,787.45 | (21,731.39) |
| Remeasurements of defined benefit plans | 216.11 | 1,164.50 |
| Closing Balance (B) | 19,930.49 | (21,073.07) |
| Shares Options Outstanding account | | |
| Opening Balance | - | - |
| Share based payments to Employees | 10,393.70 | - |
| Closing Balance (C) | 10,393.70 | - |

Other Reserves Movement continued

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Other Comprehensive Income | | |
| Opening Balance | 1,18,669.23 | 56,118.40 |
| Net (loss)/gain on FVTOCI equity securities | 91,822.29 | 62,550.83 |
| Remeasurements of the net defined benefit Plans | 216.11 | 1,164.50 |
| Less : Remeasurements of the net defined benefit Plans Transferred to Retained Earnings | (216.11) | (1,164.50) |
| Closing Balance (D) | 2,10,491.52 | 1,18,669.23 |
| Total (A) + (B) + (C) + (D) | 4,54,550.36 | 3,11,330.81 |

NOTE 19 LEASE LIABILITIES (NON-CURRENT)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------|-------------------------|-------------------------|
| Lease Liabilities | - | 3,488.55 |
| Total | - | 3,488.55 |

NOTE 20 NON-CURRENT PROVISIONS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Provision for Employee Benefits | | |
| Gratuity (Net) | 1,024.76 | 860.22 |
| Compensated absences (Net) | 416.78 | 301.63 |
| Total | 1,441.54 | 1,161.86 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 21 DEFERRED TAX LIABILITIES (NET)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Deferred Tax Liability | | |
| a) Gain / (Loss) on Fair Value change of Financial assets | (88,310.67) | (64,662.86) |
| b) Unrealised gain on Mutual Funds | (4,470.57) | (2,784.33) |
| | (92,781.23) | (67,447.19) |
| Deferred Tax Assets | | |
| a) Property, Plant and Equipment | 326.63 | 325.74 |
| b) Defined benefit obligations & Other long term employee benefits | 540.31 | 314.31 |
| c) Provision for doubtful debts | 1,590.72 | 876.07 |
| d) Other timing differences | 218.17 | 78.30 |
| | 2,675.83 | 1,594.42 |
| Total | (90,105.41) | (65,852.77) |

NOTE 21A The income tax expense consists of the following:

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Current Tax: | | |
| Current tax on profits for the year | - | - |
| Adjustments for current tax of prior periods | - | - |
| Total current tax expense | - | - |
| Deferred Tax | | |
| (Decrease)/ increase in deferred tax liabilities | 532.16 | 597.59 |
| Deferred tax (net) | 532.16 | 597.59 |
| Total income tax expense | 532.16 | 597.59 |

Current tax and Deferred Tax related to items recognised in Other Comprehensive Income during the year:

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Net loss/(gain) on FVTOCI equity securities | 23,647.81 | (301.09) |
| Net (loss)/gain on remeasurements of defined benefit plans | 72.68 | 345.49 |
| Total | 23,720.49 | 44.40 |

Reconciliation of tax expense and the accounting profit

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Profit/(Loss) before income taxes | 41,319.61 | (21,133.80) |
| Indian statutory income tax rate | 25.17% | 25.17% |
| Expected income tax expense | 10,399.32 | (5,318.95) |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense: | | |
| Tax impact of income not subject to tax | | |
| a) Temporary Differences | 532.16 | 597.59 |
| b) Permanent Differences | 68.93 | 44.10 |
| Share of associates in Loss | (39.87) | (61.36) |
| Loss on Sale of Investments | | (45.01) |
| Impact due to change in the rate of corporate taxation | | |
| Others | - | 2,013.72 |
| Deferred tax on Profit / (Loss) for the year** | 9,838.10 | (7,867.99) |
| Total income tax expense | 10,399.32 | (5,318.95) |

** No deferred tax assets have been created on unused tax losses in the absence probability of future taxable profits that will be available against which the unused tax losses can be utilised.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 21 A continued

Deferred Tax (Liabilities):

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Gain / (Loss) on Fair Value change of Financial assets | (23,647.81) | 301.09 |
| Unrealised gain on Mutual Funds | (1,686.24) | (2,784.33) |
| Total deferred tax liabilities | (25,334.05) | (2,483.24) |

Deferred Tax Assets:

| | ₹ in '000 | |
|---|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Property, Plant and Equipment | 0.89 | 98.13 |
| Defined benefit obligations & Other long term employee benefits | 226.00 | (187.50) |
| Provision for doubtful debts | 714.65 | 1,852.32 |
| Other timing differences | 139.87 | 78.30 |
| Total deferred tax assets | 1,081.41 | 1,841.25 |
| Net Deferred tax (Liabilities) / Assets | (24,252.64) | (641.99) |

Movement in Deferred tax Liabilities / Asset

| | ₹ in '000 | | |
|---|---------------------------|----------------------------------|--|
| | Profit or Loss Account | Other Comprehensive Income | Deferred Tax Liabilities / Asset (net) |
| As at 31 March 2019 | (45,912.36) | (19,298.41) | (65,210.78) |
| Property, plant and equipment | 98.13 | | 98.13 |
| Gain / (Loss) on Fair Value change of Financial assets | | 301.09 | 301.09 |
| Unrealised gain on Mutual Funds | (2,784.33) | | (2,784.33) |
| Defined benefit obligations & Other long term employee benefits | 157.99 | (345.49) | (187.50) |
| Provisional for Doubtful Debts | 1,852.32 | | 1,852.31 |
| Other timing differences | 78.30 | | 78.30 |

Movement in Deferred tax Liabilities / Asset

| | ₹ in '000 | | |
|---|---------------------------|----------------------------------|--|
| | Profit or Loss Account | Other Comprehensive Income | Deferred Tax Liabilities / Asset (net) |
| As at 31 March 2020 | (46,509.95) | (19,342.81) | (65,852.78) |
| Property, plant and equipment | 0.89 | | 0.89 |
| Gain / (Loss) on Fair Value change of Financial assets | | (23,647.81) | (23,647.81) |
| Unrealised gain on Mutual Funds | (1,686.24) | | (1,686.24) |
| Defined benefit obligations & Other long term employee benefits | 298.68 | (72.68) | 226.00 |
| Provisional for Doubtful Debts | 714.651 | | 714.65 |
| Other timing differences | 139.87 | | 139.87 |
| As at 31 March 2021 | (47,042.10) | (43,063.30) | (90,105.41) |

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE 22 TRADE PAYABLES

| | ₹ in '000 | |
|--|-------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Total outstanding dues of micro enterprises and small enterprises | 205.73 | 74.53 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,410.34 | 1,420.80 |
| Total | 1,616.07 | 1,495.33 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 22 TRADE PAYABLES continued**

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

₹ in '000

| Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| (i) Principal amount remaining unpaid and not due for payment to MSME suppliers as at the end of the accounting year: | 205.73 | 74.53 |
| (ii) Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year: | | |
| - Principal | Nil | Nil |
| - Interest | Nil | Nil |
| (iii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day | Nil | Nil |
| (iv) The amount of interest due and payable for the year | Nil | Nil |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | Nil | Nil |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | Nil | Nil |

NOTE 23 LEASE LIABILITIES (CURRENT)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------|-------------------------|-------------------------|
| Lease Liabilities | - | 3,171.41 |
| Total | - | 3,171.41 |

NOTE 24 OTHER FINANCIAL LIABILITIES (CURRENT)

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Provision for expenses | 6,839.78 | 2,255.64 |
| Payable to employees* | 4,059.76 | 4,534.75 |
| Dues to Directors and Key Managerial Personnel* | 569.21 | 3,663.12 |
| Total | 11,468.74 | 10,453.52 |
| * Includes dues to related parties (Refer Related Party Transaction Note. 34) | 801.26 | 3,663.10 |

NOTE 25 OTHER CURRENT LIABILITIES

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------|-------------------------|-------------------------|
| GST Payable (net) | 256.95 | 22.72 |
| Other Statutory dues | 1,189.19 | 1,229.40 |
| Total | 1,446.14 | 1,252.12 |

NOTE 26 CURRENT PROVISIONS

₹ in '000

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Provision for Employee Benefits | | |
| Gratuity (Net) | 18.45 | 9.48 |
| Compensated absences (Net) | 184.60 | 77.52 |
| Total | 203.05 | 86.99 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 27 REVENUE FROM OPERATIONS

| | ₹ in '000 | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Sale of Services* | 1,40,489.02 | 81,113.29 |
| Total | 1,40,489.02 | 81,113.29 |
| * Includes earnings in foreign currency | 77,283.92 | 12,947.52 |

i) Contract Balances as at:

| | ₹ in '000 | |
|------------------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Trade receivables | 29,356.41 | 9,926.78 |
| Contract Assets (Unbilled Revenue) | 26,970.78 | 12,151.36 |
| Contract Liabilities | - | - |

ii)

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Revenue recognised in the period from: | | |
| Amounts included in contract liability at the beginning of the period | - | 178.92 |
| Invoice raised in the period from: | | |
| Amounts included in the contract assets at the beginning of the period | 11,701.36 | 473.68 |

iii) Revenue disaggregation by geography is as follows:

| | ₹ in '000 | |
|--------------|------------------------------|------------------------------|
| Geography | Year ended March 31, 2021 | Year ended March 31, 2020 |
| India | 63,205.10 | 67,815.77 |
| Others | 77,283.92 | 13,297.52 |
| Total | 1,40,489.02 | 81,113.29 |

iv) Revenue disaggregation by industry vertical is as follows:

| | ₹ in '000 | |
|---|------------------------------|------------------------------|
| Industry vertical | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Banking, Financial Services and Insurance | - | 721.42 |
| Communication, Media and Technology | 44,334.00 | 32,585.11 |
| Ecommerce | 1,004.99 | 10,768.50 |
| Logistics | - | 5,400.00 |
| Retail and Consumer Business | 1,544.21 | 2,350.00 |
| Social Media | 2,118.64 | 5,856.61 |
| Education | 85,037.25 | 11,906.30 |
| Others | 6,449.93 | 11,525.35 |
| Total | 1,40,489.02 | 81,113.29 |

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

As per Ind AS 115, unbilled revenues of ₹ 26,970.78 ('000s) for year ending March 31, 2021 (₹ 12,151.36 ('000s) for year ending March 31, 2020) has been considered as a financial asset.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 28 OTHER INCOME

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Net Gain on Foreign Currency Transactions and Translations | - | 13.95 |
| Miscellaneous Income | 177.12 | 493.70 |
| Interest Income | 1,725.50 | 401.61 |
| Realised gain on mutual fund units | 2,783.82 | 1,456.09 |
| Unrealised gain on mutual fund units | 6,699.92 | 10,500.19 |
| Total | 11,386.35 | 12,865.53 |

NOTE 29 EMPLOYEE BENEFITS EXPENSE

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Salaries and Wages* | 44,316.55 | 59,281.57 |
| Contribution to Provident and Other Funds* | 1,484.33 | 1,858.83 |
| Share based payments to Employees (Refer note 37(IV)) | 10,393.70 | - |
| Staff Welfare Expenses* | 118.16 | 1,043.47 |
| Total | 56,312.74 | 62,183.87 |
| *Includes payment to related party (Refer Related Party Transaction Note. 34) | 8,336.40 | 6,676.88 |

NOTE 30 FINANCE COSTS

₹ in '000

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|----------------------------------|------------------------------|------------------------------|
| Interest cost on Lease Liability | 470.57 | 788.90 |
| Other Interest expenses | 46.27 | 14.44 |
| Total | 516.84 | 803.34 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 31 DEPRECIATION AND AMORTISATION

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Depreciation on Right of Use assets | 3,084.68 | 3,365.10 |
| Depreciation and Amortisation - Other assets | 1,915.88 | 2,261.20 |
| Total | 5,000.56 | 5,626.30 |

NOTE 32 OTHER EXPENSES

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Power and Fuel | 576.20 | 1,519.50 |
| Rent (Refer Note 35) | 3,002.08 | 5,943.82 |
| Rates and Taxes | 2,363.44 | 945.64 |
| Repairs and Maintenance | | |
| - Buildings | 757.49 | 1,131.70 |
| - Others | 822.59 | 1,082.69 |
| Sales Promotion & Marketing Expense | 395.46 | 413.09 |
| Travelling & Conveyance | 471.85 | 4,708.49 |
| Communication Expenses | 1,099.98 | 2,245.98 |
| Auditors' Remuneration | 1141.42 | 1,112.93 |
| Legal & Professional Charges | 31,216.14 | 16,641.86 |
| Net Loss on Foreign Currency Transactions and Translations | 174.60 | - |
| Courier Expenses | 45.65 | 24.23 |
| Office Expenses | 181.34 | 1,097.41 |
| Software & Subscription Expenses | 3,247.46 | 5,322.42 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 32 OTHER EXPENSES *continued*

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Recruitment expense | 72.67 | 55.00 |
| Provision for diminution in value of Investments | - | |
| Provision for Bad debts | 2,839.52 | 3,480.89 |
| Bad debts written off | - | 3,641.38 |
| Less: Provision for doubtful debts utilised | - | (3,616.50) |
| Loss on sale of Investments | | 178.85 |
| Goodwill on acquisition w/off | 13.73 | |
| Miscellaneous expenses | 145.58 | 325.95 |
| Total | 48,567.21 | 46,255.31 |
| * Includes payment to related party (Refer Related Party Transaction Note. 34) | 4,785.00 | 435.00 |

Auditor's Remuneration

| | ₹ in '000 | |
|----------------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| As Auditors | 965.00 | 950.00 |
| For Taxation matters | 75.00 | 75.00 |
| Certification and Other Services | 85.00 | 50.00 |
| For out of pocket expenses | 16.42 | 37.93 |
| Total | 1,141.42 | 1,112.93 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 33 EARNINGS PER SHARE

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Net Profit After Tax (₹'000) | 40,787.45 | (21,731.39) |
| Number of Shares outstanding at the beginning of the year | 1,37,05,298 | 1,37,05,298 |
| Number of Shares outstanding at the end of the year | 1,37,05,298 | 1,37,05,298 |
| Weighted Average Number of Equity Shares | | |
| For calculating Basic EPS | 1,37,05,298 | 1,37,05,298 |
| For calculating Diluted EPS | 1,37,54,404 | 1,37,05,298 |
| Earnings Per Share Before and After Extraordinary Items | | |
| <i>(Face Value ₹ 10)</i> | | |
| Basic (₹) | 2.98 | (1.59) |
| Diluted (₹) | 2.97 | (1.59) |

NOTE 34 RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Subsidiary

| Name of the Subsidiary | Country | % Holding as at March 31, 2021 | % Holding as at March 31, 2020 |
|---|---------|-----------------------------------|-----------------------------------|
| Signal Analytics Private Limited (From 1st December 2020) | India | 100.00% | NIL |

b) Associates

| Name of the Associates | Country | % Holding as at March 31, 2021 | % Holding as at March 31, 2020 |
|-----------------------------------|---------|-----------------------------------|-----------------------------------|
| Madworks Ventures Private Limited | India | 21.74% | 21.74% |

c) Joint Venture

| Name of the Joint Venture | Country | % Holding as at March 31, 2021 | % Holding as at March 31, 2020 |
|--|---------|-----------------------------------|-----------------------------------|
| Fortigo Networks Xelpmoc Private Limited | India | 0% | 0%* |

*18% upto 20th June 2019

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 34 RELATED PARTY DISCLOSURES** *continued***d) Companies under common Control with whom transactions have taken place**

Mihup Communication Private Limited

e) Key Management Personnel (KMP) and Relatives

| | | | |
|-------|--------------------------------|------------------------|-------------------------|
| i) | Sandipan Samiran Chattopadhyay | KMP | |
| ii) | Srinivas Koora | KMP | |
| iii) | Jaison Jose | KMP | |
| iv) | Vishal Chaddha | KMP | upto 7 November 2019 |
| v) | Vaishali Kondhbar | Company Secretary | |
| vi) | Pranjal Sharma | Non-executive director | w.e.f. 20 February 2020 |
| vii) | Soumyadri Shekhar Bose | Non-executive director | w.e.f. 20 February 2020 |
| viii) | Bhavna Chattopadhyay | Director | upto 7 November 2019 |
| | | Relative of KMP | w.e.f. 8 November 2019 |

f) Independent Directors

| | | |
|------|----------------------|-----------------------|
| i) | Premal Mehta | |
| ii) | Pratiksha Pingle | upto 15 May 2020 |
| iii) | Tushar Trivedi | |
| iv) | Mrs. Karishma Bhalla | w.e.f. 14 August 2020 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 34 RELATED PARTY DISCLOSURES *continued*

B) The Related Party Transactions are as under :

₹ in '000

| Particulars of Transactions | Total | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| (i) Transactions with Associates & Joint Ventures | | |
| Disposal of investment in equity shares | | |
| Fortigo Network Xelpmoc Private Limited | - | 18.00 |
| | - | 18.00 |
| (ii) Transactions with Key Managerial Personnel and Relatives | | |
| Remuneration paid to directors and KMP (including employer's contribution to PF) | | |
| Srinivas Koorra | 1,771.60 | 1,521.60 |
| Sandipan Samiran Chattopadhyay | 1,771.60 | 1,521.60 |
| Jaison Jose | 1,771.60 | 1,521.60 |
| Vishal Chaddha | - | 904.17 |
| Vaishali Kondhbar | 621.60 | 516.60 |
| | 5,936.40 | 5,985.57 |
| Remuneration paid to Relatives of directors and KMP (including employer's contribution to PF) | | |
| Bhavna Chattopadhyay | 2,400.00 | 691.31 |
| | 2,400.00 | 691.31 |
| Loan taken from Directors | | |
| Srinivas Koorra | - | 880.00 |
| | - | 880.00 |
| Loan repaid to Directors | | |
| Sandipan Samiran Chattopadhyay | - | 2,950.00 |
| Srinivas Koorra | 153.00 | 927.00 |
| | 153.00 | 3,877.00 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 34 RELATED PARTY DISCLOSURES *continued*

₹ in '000

| Particulars of Transactions | Total | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Expenses incurred by directors & KMP | | |
| Sandipan Samiran Chattopadhyay | - | 79.18 |
| Srinivas Koora | 85.76 | 947.19 |
| Bhavna Chattopadhyay | - | 358.96 |
| Vaishali Kondbhar | 7.03 | - |
| Jaison Jose | - | 185.56 |
| | 92.79 | 1,570.89 |
| Expenses incurred by relatives of directors & KMP | | |
| Bhavna Chattopadhyay | 381.85 | 268.55 |
| | 381.85 | 268.55 |
| Reimbursement of expenses to directors & KMP | | |
| Sandipan Samiran Chattopadhyay | 265.17 | 672.19 |
| Srinivas Koora | 1,347.00 | 1,425.00 |
| Bhavna Chattopadhyay | - | 630.38 |
| Jaison Jose | 40.96 | 144.60 |
| Vishal Chhadha | - | 10.41 |
| Vaishali Kondbhar | 4.01 | - |
| | 1,657.14 | 2,882.58 |
| Reimbursement of Expenses to relatives of directors & KMP | | |
| Bhavna Chattopadhyay | 297.40 | 192.97 |
| | 297.40 | 192.97 |
| Sitting Fees | | |
| Premal Mehta | 97.50 | 97.50 |
| Pratiksha Pingle | - | 165.00 |
| Tushar Trivedi | 105.00 | 172.50 |
| Karishma Bhalla | 22.50 | - |
| | 225.00 | 435.00 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 34 RELATED PARTY DISCLOSURES *continued*

₹ in '000

| Particulars of Transactions | Total | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Corporate Strategy & Advisory Fees | | |
| Pranjal Sharma | 480.00 | - |
| Soumyadri Shekhar Bose | 4,080.00 | - |
| | 4,560.00 | - |
| Purchase of Shares (Investments) from Directors / KMP | | |
| Sandipan Samiran Chattopadhyay (Refer Note c below) | - | 4,375.74 |
| Srinivas Koorra (Refer Note d below) | 10.00 | |
| Jaison Jose (Refer Note d below) | 10.00 | |
| | 20.00 | 4,375.74 |

Notes

- (a) Transactions with the related parties have been reported since the date they become related.
- (b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.
- (c) Company has purchased 9,100 Equity Shares of Mihup communication Private Limited from Mr. Sandipan Chattopadhyay, Executive director of the company for ₹4,375.74 (in '000)
- (d) Company has purchased 10,000 Equity Shares of Signal Analytics Private Limited each from Mr. Srinivas Koorra and Jaison Jose for ₹10,000 each.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 34 RELATED PARTY DISCLOSURES *continued*

₹ in '000

| | Subsidiary/Associate Company/Joint Venture | | Companies Under Common Control | | Key Management Personnel and Relatives | | Independent Directors | | Total | |
|--|--|----------------------|--------------------------------|----------------------|--|----------------------|-----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| Outstanding Balances | | | | | | | | | | |
| Receivables | | | | | | | | | | |
| Madworks Venture Private Limited | 294.00 | 844.00 | | | | | | | 294.00 | 844.00 |
| Payables | | | | | | | | | | |
| Remuneration Payable to Directors & KMP | | | | | | | | | | |
| Srinivas Koorra | | | | | 127.69 | 760.49 | | | 127.69 | 760.49 |
| Sandipan Samiran Chattopadhyay | | | | | 125.27 | 98.09 | | | 125.27 | 98.09 |
| Jaison Jose | | | | | 129.03 | 751.07 | | | 129.03 | 751.07 |
| Vaishali Kondhbar | | | | | 48.00 | - | | | 48.00 | - |
| Remuneration Payable to relative of Directors & KMP | | | | | | | | | | |
| Bhavna Chattopadhyay | | | | | 141.89 | 196.20 | | | 141.89 | 196.20 |
| Expenses reimbursement Payable to Directors & KMP | | | | | | | | | | |
| Srinivas Koorra | | | | | 91.33 | 1,352.56 | | | 91.33 | 1,352.56 |
| Sandipan Samiran Chattopadhyay | | | | | 39.87 | 305.03 | | | 39.87 | 305.03 |
| Jaison Jose | | | | | - | 40.96 | | | - | 40.96 |
| Vaishali Kondhbar | | | | | 3.02 | | | | 3.02 | |
| Expenses reimbursement Payable to Relative of Directors & KMP | | | | | | | | | | |
| Bhavna Chattopadhyay | | | | | 90.16 | 5.71 | | | 90.16 | 5.71 |
| Unsecured Loans from Directors | | | | | | | | | | |
| Srinivas Koorra | | | | | 5.00 | 153.00 | | | 5.00 | 153.00 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 35 LEASES**

Company amortises the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss. The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

The Company's significant leasing agreements are in respect of operating lease for office premises which are not non-cancellable and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended March 31, 2021 is ₹4,048.82 (previous year ended March 31, 2020: 5,927.06).

The Ministry of Corporate affairs vide notification dated July 24, 2020 has amended Ind AS 116 to provide a practical expedient in respect of treatment of Covid-19 pandemic related rent concessions. The Company has elected to apply the practical expedient available and has not assessed whether the rent concession amounts to lease modification. For the reporting period, lease concession amounting to ₹1,193.40 (₹ in 1000s) is credited to the statement of Profit and loss for the year ended 31st March 2021 as per the practical expedient provided by Ind AS 116.

NOTE 36 HEDGING CONTRACTS

The uncovered foreign exchange exposure:

| Name of the Subsidiary | Currency | in '000 | |
|------------------------|------------|-------------------------|-------------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Receivables | UK Pounds | - | 37.53 |
| Receivables | US Dollars | 487.53 | 5.00 |
| Payables | US Dollars | - | - |

NOTE 37 EMPLOYEE BENEFITS**a) Defined Contribution Plan****Provident Fund and Employee State Insurance (ESIC) :**

The contributions to the Provident Fund and ESIC of certain employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution on the company

b) Defined Benefit Plan**Gratuity:**

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

c) Amounts Recognised as Expense:**I) Defined Contribution Plan**

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,382.41 ('000) (31st March 2020: ₹ 1,671.09 ('000)) has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

a. Gratuity cost amounting to ₹ 462.31 ('000) (31st March 2020: ₹924.61 ('000)) has been included in Note 29 under the head of employee benefit expenses.

b. Remeasurement gain/loss on defined benefit plan amounting to ₹ 288.79 ('000) (31st March 2020: ₹ 1,509.99 ('000)) is credited to statement of Other comprehensive Income.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 37 EMPLOYEE BENEFITS continued**

The amounts recognised in the Company's financial statements as at year end are as under:

| | ₹ in '000 | |
|---|-----------------|-------------------|
| | March 31, 2021 | March 31, 2020 |
| i) Change in Present Value of Obligation | | |
| Present value of the obligation at the beginning of the year | 869.70 | 1,455.08 |
| Current Service Cost | 392.96 | 785.93 |
| Interest Cost | 69.34 | 138.68 |
| Actuarial Gain / (Loss) on Obligation- Due to Change in Demographic Assumptions | | - |
| Actuarial Gain / (Loss) on Obligation- Due to Change in Financial Assumptions | (481.20) | 72.31 |
| Actuarial Gain / (Loss) on Obligation- Due to Experience | 192.40 | (1,582.30) |
| Benefits Paid | | |
| Present value of the obligation at the end of the year | 1,043.21 | 869.70 |
| ii) Change in Plan Assets | | |
| Fair value of Plan Assets at the beginning of the year | - | - |
| Interest Income | - | - |
| Return on plan assets excluding interest income | - | - |
| Benefits Paid | - | - |
| Fair value of Plan Assets at the end of the year | - | - |
| iii) Amounts Recognised in the Balance Sheet: | | |
| Present value of Obligation at the end of the year | 1,043.21 | 869.70 |
| Fair value of Plan Assets at the end of the year | - | - |
| Funded status - Deficit | 1,043.21 | 869.70 |
| Net Liability recognised in the Balance Sheet | 1,043.21 | 869.70 |
| iv) Amounts Recognised in the Statement of Profit and Loss: | | |
| Current Service Cost | 392.96 | 785.93 |
| Interest Cost on Obligation | 69.34 | 138.68 |
| Net Cost Included in Personnel Expenses | 462.31 | 924.61 |
| v) Recognised in other comprehensive income for the year | | |
| Actuarial Gain / (Loss) on Obligation | (288.79) | (1,509.99) |
| Return on plan assets excluding interest income | - | - |
| Recognised in other comprehensive income | (288.79) | (1,509.99) |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 37 EMPLOYEE BENEFITS *continued*

| | | ₹ in '000 | |
|----------------------------------|--|--|----------------|
| | | March 31, 2021 | March 31, 2020 |
| vi) Actuarial Assumptions | | | |
| i) Discount Rate | | 6.17% | 6.61% |
| ii) Salary Escalation Rate | | 12.00% p.a. | 12.00% p.a. |
| iii) Mortality | | Indian Assured Lives Mortality (2012-14) Ultimate | |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

| | | ₹ in '000 | |
|--|--|----------------|----------------|
| | | March 31, 2021 | March 31, 2020 |
| Projected Benefits Payable in Future Years From the Date of Reporting | | | |
| Within the next 12 months | | 19.01 | 9.78 |
| 2nd Following Year | | 46.83 | 17.17 |
| 3rd Following Year | | 158.34 | 30.85 |
| 4th Following Year | | 208.26 | 105.69 |
| 5th Following Year | | 226.80 | 137.31 |
| Sum of Years 6 To 10 | | 761.75 | 681.84 |

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

| | 31-Mar-21 | | 31-Mar-20 | |
|---|-----------|----------|-----------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (100 basis points) | (66.27) | 67.96 | (62.01) | 70.53 |
| Future salary growth (100 basis points) | 65.64 | (64.69) | 64.82 | (57.31) |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 37 EMPLOYEE BENEFITS *continued*

ix) Other details

| | |
|---|---|
| Methodology Adopted for ALM | Projected Unit Credit Method |
| Usefulness and Methodology adopted for Sensitivity analysis | Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis. |
| Stress Testing of Assets | Not Applicable |
| Investment Strategy | Not Applicable |
| Comment on Quality of Assets | Not Applicable |
| Management Perspective of Future Contributions | As per Actuarial calculation |

x) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

III) Compensated absences

The leave obligations cover the company's liability for earned leave.

The company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

| Particulars | ₹ in '000 | |
|---|----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| The Actuarial Liability in respect of the compensated absence of earned leave | 601.38 | 379.15 |
| Less: Plan assets | - | - |
| Net obligation | 601.38 | 379.15 |
| Significant Assumptions | | |
| Discounting Rate | 6.17% | 6.61% |
| Salary escalation Rate | 12% | 12% |
| Retirement Age | 58 Years | 58 Years |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 37 EMPLOYEE BENEFITS continued****(IV) Employee Stock Option Plan (ESOP):*****Xelpmoc Design & Tech Employee Stock Option Scheme 2019 ("ESOP 2019"):***

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 27, 2019, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on August 06, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). Further, the Company has obtained Shareholders approval through postal ballot by special resolution dated February 19, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option. The Option granted under ESOP 2019 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee / Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on July 31, 2020 and June 23, 2020 respectively.

Xelpmoc Design & Tech Employee Stock Option Scheme 2020 ("ESOP 2020"):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 30, 2020, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs Only) representing nearly 3.65% of the paid up equity share capital of the Company as on August 14, 2020, exercisable into 5,00,000 (Five Lakhs Only) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). The Option granted under ESOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on January 11, 2021 and January 04, 2021 respectively.

The summary of grants during the years ended March 31, 2021 and March 31, 2020 is as follows:

ESOP Scheme 2019:

| Grant Date | No. of Options granted | Option Price (₹) | Vesting Period |
|--------------------|------------------------|------------------|---|
| November 7th, 2020 | 82,231 | 10 | Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50 |
| November 7th, 2020 | 15,500 | 56 | Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50 |
| March 15th, 2021 | 2,12,432 | 19 | Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50 |
| March 15th, 2021 | 2,05,580 | 10 | Vesting will start after 1 year of grant and options will be vested in 3 years in the ratio of 33:33:34 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 37 EMPLOYEE BENEFITS continued****Subject to terms and condition of the scheme, options are classified into Four categories**

| | Option 1 | Option 2 | Option 3 | Option 4 |
|--------------------------|--|--------------------|-----------------|-----------------|
| No. of options | 82,231 | 15,500 | 2,12,432 | 2,05,580 |
| Method of accounting | Fair value | Fair value | Fair value | Fair value |
| Vesting plan | 2 years | 2 years | 2 years | 3 years |
| Grant date | 07th November 2020 | 07th November 2020 | 15th March 2021 | 15th March 2021 |
| Exercise Period | Upto 7 years from the respective date of vesting | | | |
| Grant/Exercise price (₹) | 10 | 56 | 19 | 10 |
| Method of settlement | Equity | Equity | Equity | Equity |

Exercise period, would commence from the date of options are vested and will expire at the end of 7 years from the date of vesting.

Movement of options granted:

| | For the year ended March 31 2021 | | For the year ended March 31 2020 | |
|---------------------------|----------------------------------|-------------------|----------------------------------|-------------------|
| | Average exercise price per share | Number of options | Average exercise price per share | Number of options |
| ESOP 2019 | | | | |
| Opening balance | 0 | 0 | 0 | 0 |
| Granted during the year | 15.09 | 5,15,743.00 | - | - |
| Forfeited during the year | 56.00 | 15,500.00 | - | - |
| Vested during the year | - | - | - | - |
| Closing balance | 13.82 | 5,00,243.00 | - | - |
| ESOP 2020 | | | | |
| Opening balance | - | - | - | - |
| Granted during the year | - | - | - | - |
| Forfeited during the year | - | - | - | - |
| Vested during the year | - | - | - | - |
| Closing balance | - | - | - | - |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 37 EMPLOYEE BENEFITS continued****The model inputs for fair value of option granted as on the grant date**

| Inputs | Option 1 | Option 2 | Option 3 | Option 4 |
|---------------------------|--------------------------------|--------------------------------|-----------------------------|-----------------------------|
| Grant date | 07 th November 2020 | 07 th November 2020 | 15 th March 2021 | 15 th March 2021 |
| Exercise price (₹) | 10 | 56 | 19 | 10 |
| Dividend yield | NIL | NIL | NIL | NIL |
| Risk free interest rate | 3.81% | 3.81% | 4.49% | 4.71% |
| Historical volatility | 49.16% | 49.16% | 46.58% | 46.58% |
| Fair value per option (₹) | 282.41 | 254.11 | 259.63 | 265.81 |
| Valuation Model used | BLACK SCHOLES | | | |

NOTE 38 FINANCIAL INSTRUMENTS**A. Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ in '000

| As at March 31, 2021 | Carrying amount / Fair Value | | | | Fair value Hierarchy | | | |
|--------------------------------|------------------------------|--------------------|------------------|--------------------|----------------------|---------|--------------------|--------------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | | | | |
| Non Current | | | | | | | | |
| <i>Investments</i> | | | | | | | | |
| Shares* | - | 4,75,172.17 | 441.10 | 4,75,613.27 | - | - | 4,75,613.27 | 4,75,613.27 |
| Others | - | - | 3,159.27 | 3,159.27 | - | - | 3,159.27 | 3,159.27 |
| Current | | | | | | | | |
| Current Investments | 1,15,506.37 | | | 1,15,506.37 | 1,15,506.37 | - | - | 1,15,506.37 |
| Trade receivables | - | - | 29,356.41 | 29,356.41 | - | - | 29,356.41 | 29,356.41 |
| Cash and cash equivalents | - | - | 8,788.85 | 8,788.85 | - | - | 8,788.85 | 8,788.85 |
| Other bank balances | - | - | 20,999.48 | 20,999.48 | - | - | 20,999.48 | 20,999.48 |
| Other Current Financial Assets | - | - | 28,213.97 | 28,213.97 | - | - | 28,213.97 | 28,213.97 |
| | 1,15,506.37 | 4,75,172.17 | 90,959.08 | 6,81,637.62 | 1,15,506.37 | - | 5,66,131.25 | 6,81,637.62 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 38 FINANCIAL INSTRUMENTS *continued*

₹ in '000

| As at March 31, 2021 | Carrying amount / Fair Value | | | | Fair value Hierarchy | | | |
|-------------------------------------|------------------------------|--------|------------------|------------------|----------------------|---------|------------------|------------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial liabilities | | | | | | | | |
| Non Current | | | | | | | | |
| Lease Liabilities | | | - | - | | | - | - |
| Current | | | | | | | | |
| Trade and other payables | - | - | 1,616.07 | 1,616.07 | - | - | 1,616.07 | 1,616.07 |
| Other Current Financial Liabilities | - | - | 11,468.74 | 11,468.74 | - | - | 11,468.74 | 11,468.74 |
| | - | - | 13,084.81 | 13,084.81 | - | - | 13,084.81 | 13,084.81 |

₹ in '000

| As at March 31, 2020 | Carrying amount / Fair Value | | | | Fair value Hierarchy | | | |
|-------------------------------------|------------------------------|--------------------|------------------|--------------------|----------------------|---------|--------------------|--------------------|
| | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | | | | |
| Non Current | | | | | | | | |
| <i>Investments</i> | | | | | | | | |
| Shares* | - | 3,48,271.49 | 599.51 | 3,48,871.00 | - | - | 3,48,871.00 | 3,48,871.00 |
| Others | - | - | 3,127.03 | 3,127.03 | - | - | 3,127.03 | 3,127.03 |
| Current | | | | | | | | |
| Current Investments | 1,32,022.63 | | | 1,32,022.63 | 1,32,022.63 | - | - | 1,32,022.63 |
| Trade receivables | - | - | 9,926.78 | 9,926.78 | - | - | 9,926.78 | 9,926.78 |
| Cash and cash equivalents | - | - | 5,439.34 | 5,439.34 | - | - | 5,439.34 | 5,439.34 |
| Other Current Financial Assets | - | - | 12,500.30 | 12,500.30 | - | - | 12,500.30 | 12,500.30 |
| | 1,32,022.63 | 3,48,271.49 | 31,592.96 | 5,11,887.08 | 1,32,022.63 | - | 3,79,864.45 | 5,11,887.08 |
| Financial liabilities | | | | | | | | |
| Non Current | | | | | | | | |
| Lease Liabilities | | | 3,488.55 | 3,488.55 | | | 3,488.55 | 3,488.55 |
| Current | | | | | | | | |
| Trade and other payables | - | - | 1,495.33 | 1,495.33 | - | - | 1,495.33 | 1,495.33 |
| Lease Liabilities | | | 3,171.40 | 3,171.40 | | | 3,171.40 | 3,171.40 |
| Other Current Financial Liabilities | - | - | 10,453.52 | 10,453.52 | - | - | 10,453.52 | 10,453.52 |
| | - | - | 18,608.80 | 18,608.80 | - | - | 18,608.80 | 18,608.80 |

* Note: Includes investment in equity instruments of an Associates company which are valued using Equity method.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 38 FINANCIAL INSTRUMENTS continued****Fair value hierarchy**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|--|-----------------------------------|--|---|
| Investment in equity shares of private limited companies | Discounted cash flow (DCF) method | Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows | A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the equity instruments. |
| | Market Comparable Method (MCM) | The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc. | An average of the performances of the comparable companies / businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments. |
| Investment in preference shares of private limited companies | Discounted cash flow (DCF) method | Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows | A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the preference instruments. |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 38 FINANCIAL INSTRUMENTS continued****Level 3 fair values**

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

| ₹ in 000s | |
|--|--------------------|
| Particulars | Total |
| Opening Balance(1 April 2019) | 2,74,285.62 |
| Gain/(loss) recognised in OCI (unrealised) | 62,249.74 |
| Share of net loss in Associates and Joint Ventures | (243.80) |
| Purchases | 14,547.68 |
| Sales | (1,789.39) |
| Loss on sale of Equity shares | (178.85) |
| Closing Balance (31 March 2020) | 3,48,871.00 |
| Opening Balance(1 April 2020) | 3,48,871.00 |
| Gain/(loss) recognised in OCI (unrealised) | 1,15,470.10 |
| Share of net loss in Associates and Joint Ventures | (158.41) |
| Purchases | 11,444.31 |
| Sales | - |
| Goodwill on acquisition w/off | (13.73) |
| Closing Balance (31 March 2021) | 4,75,613.27 |

NOTE 39 FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. Management of Market Risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of 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 does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2021 and March 31, 2020 as below:

| ₹ in 000s | | | |
|-------------------------|----------|------------------|----------------|
| | Currency | March 31, 2021 | March 31, 2020 |
| Financial assets | | | |
| Trade receivables | GBP | - | 3,470.31 |
| | USD | 35,701.82 | 373.70 |
| | | 35,701.82 | 3,844.01 |
| Trade payables | USD | - | - |
| | | - | - |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 39 FINANCIAL RISK MANAGEMENT** *continued*

The following significant exchange rates have been applied during the year.

| | Spot rate as at | |
|---------------|-----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| UK Pound INR | 0.010 | 0.011 |
| US Dollar INR | 0.014 | 0.013 |

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at March 31 2021 and March 31 2020 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ in 000s

| Effect in INR | Profit or loss | |
|-----------------------|-----------------|-------------------|
| | Strengthening | Weakening |
| March 31, 2021 | | |
| 5% movement | | |
| UK Pound Vs INR | - | - |
| US Dollar Vs INR | 1,785.09 | (1,785.09) |
| | 1,785.09 | (1,785.09) |

₹ in 000s

| Effect in INR | Profit or loss | |
|-----------------------|----------------|-----------------|
| | Strengthening | Weakening |
| March 31, 2020 | | |
| 5% movement | | |
| UK Pound Vs INR | 173.52 | (173.52) |
| US Dollar Vs INR | 18.69 | (18.69) |
| | 192.20 | (192.20) |

B. Management of Credit Risk:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, advances to employees and other receivables. The risk of default is assessed as low. Security deposits includes amounts due in respect of certain lease contracts. The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks

Credit risk for trade receivables is evaluated as follows

Expected credit loss for trade receivables and unbilled revenue under simplified approach.

As at March 31, 2021

₹ in 000s

| Trade Receivables | Overdue for a period of less than a year | Overdue for a period of more than a year | Total |
|--|--|--|------------------|
| Gross carrying amount | 30,509.42 | 5,167.40 | 35,676.82 |
| Expected credit loss rate | 3.78% | 100.00% | 17.72% |
| Expected credit loss (provision for credit loss) | (1,153.01) | (5,167.40) | (6,320.41) |
| Carrying amount of trade receivables | 29,356.41 | 0.00 | 29,356.41 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*NOTE 39 FINANCIAL RISK MANAGEMENT *continued*

As at March 31, 2020

₹ in 000s

| | Overdue for a period of less than a year | Overdue for a period of more than a year | Total |
|--|--|--|-----------------|
| Trade Receivables | | | |
| Gross carrying amount | 10,487.42 | 2,920.25 | 13,407.67 |
| Expected credit loss rate | 13.39% | 71.10% | 25.96% |
| Expected credit loss (provision for credit loss) | (1,404.64) | (2,076.25) | (3,480.89) |
| Carrying amount of trade receivables | 11,892.06 | 844.00 | 9,926.78 |

Management believes that the unimpaired amounts are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

₹ in '000

| Trade Receivables Impairments | Total |
|---|-----------------|
| Balance as at March 31, 2019 | 3,754.83 |
| Receivables considered doubtful | 3,480.89 |
| Foreign exchange translation on receivables considered doubtful | (138.34) |
| Amount written off | (3,616.50) |
| Balance as at March 31, 2020 | 3,480.88 |
| Balance as at April 1, 2020 | 3,480.88 |
| Receivables considered doubtful | 2,839.52 |
| Foreign exchange translation on receivables considered doubtful | - |
| Amount written off | - |
| Balance as at March 31, 2021 | 6,320.40 |

C. Management Of Liquidity Risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 39 FINANCIAL RISK MANAGEMENT continued****Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

₹ in 000s

| March 31, 2021 | Carrying amount | Contractual cash flows | | | | |
|---|-----------------|------------------------|------------------|-----------|-----------|-------------------|
| | | Total | Less than 1 Year | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | |
| Trade and other payables | 1,616.07 | 1,616.07 | 1,616.07 | - | - | - |
| Other Financial Liabilities | 11,468.74 | 11,468.74 | 11,468.74 | - | - | - |
| Lease Liabilities | - | - | - | - | - | - |

₹ in 000s

| March 31, 2020 | Carrying amount | Contractual cash flows | | | | |
|---|-----------------|------------------------|------------------|-----------|-----------|-------------------|
| | | Total | Less than 1 Year | 1-2 years | 2-5 years | More than 5 years |
| Non-derivative financial liabilities | | | | | | |
| Trade and other payables | 1,495.33 | 1,495.33 | 1,495.33 | - | - | - |
| Other Financial Liabilities | 10,453.52 | 10,453.52 | 10,453.52 | - | - | - |
| Lease Liabilities | 6,659.95 | 7,344.00 | 3,672.00 | 3,672.00 | - | - |

NOTE 40 OTHER RISK - IMPACT OF COVID 19

The on-going COVID-19 pandemic resulting in global crisis, forcing governments to enforce periodic lock-downs of all economic activity. For the Company, the focus remains in ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers. The Company believes strongly that it would be able to quickly adapt the changes on an on-going basis in the current pandemic situation, however, the impact on future revenue streams could come from –

- Any fundamental changes in the Client's consumer behaviour, supply chain and routes to market.
- the inability of our clients to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers.
- Clients postponing their discretionary spends due to change in priorities.

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID – 19 is a continuous process given the uncertainties associated with it.

The Company has considered the effect of changes, if any, in both counterparty credit risk and own credit risk due to COVID - 19.

The Financial assets carried at fair value as at March 2021 is ₹ 6,81,637.62 ('000) (March 31, 2020 is ₹ 5,11,887.07 ('000)). A significant part of the Non - Current Investments in Portfolio companies are classified at Level 3. The fair value of such Non-current investments ₹ 4,75,172.17 (March 31, 2020 ₹ 3,48,271.49 ('000)) is marked to an active market which factors the uncertainties arising out of COVID-19.

The Current Investments carried at fair value as at March 31, 2021 ₹ 1,15,506.37 ('000) (March 31, 2020 ₹ 1,32,022.63 ('000)) are mainly investments in debt mutual funds and accordingly, any significant volatility is not expected.

Financial assets of ₹ 30,478.88 ('000) as at March 31 2021 (₹ 6,082.21 ('000) as at March 31, 2020) carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks with no significant credit risk. Trade receivables of ₹ 29,356.41 (9,926.78 ('000) as at March 31, 2020) forms a significant part of the financial assets carried

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 40 OTHER RISK - IMPACT OF COVID 19 continued**

at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable.

NOTE 41 SEGMENT REPORTING**Operating Segment**

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Revenue from software development services | 1,40,489.02 | 81,113.29 |

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108

- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹1,11,776.56 (₹ In 000s) (March 31, 2020; ₹32,297.46 (₹ In 000s)) are derived from three customers (March 31, 2020; three customers) who contributed more than 10% of the Company's total revenue from software development services.

Geographical segment

| | ₹ in '000 | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Revenue for software development services; | | |
| - India | 63,205.10 | 67,815.77 |
| - Outside India | 77,283.92 | 13,297.52 |
| | 1,40,489.02 | 81,113.29 |

NOTE 42 OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of India Act, 1934.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 43 I. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III OF COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY, JOINT VENTURES AND ASSOCIATES

| No | Name of the Enterprise | Year ended March 31, 2021 | | | | | | Year ended March 31, 2020 | | | | | |
|-----|---|---|--------------------|--------------------------------------|------------------|---|------------------|---|--------------------|--------------------------------------|--------------------|---|------------------|
| | | Net Assets (Total assets minus total liabilities) | | Share in Profit and loss | | Share in Other Comprehensive Income (OCI) | | Net Assets (Total assets minus total liabilities) | | Share in Profit and loss | | Share in Other Comprehensive Income (OCI) | |
| | | As a % of consolidated Net Assets | In ₹'000 | As a % of consolidated Profit & Loss | In ₹'000 | As a % of consolidated OCI | In ₹'000 | As a % of consolidated Net Assets | In ₹'000 | As a % of consolidated Profit & Loss | In ₹'000 | As a % of consolidated OCI | In ₹'000 |
| I | Parent | | | | | | | | | | | | |
| | Xelpmoc Design and Tech Private Limited | 99.77% | 5,90,254.80 | 100.58% | 41,024.69 | 100.00% | 92,038.40 | 99.87% | 4,47,784.28 | 98.88% | (21,487.59) | 100.00% | 63,715.33 |
| II | Subsidiary | 0.15% | 907.44 | -0.19% | (78.83) | 0.00% | - | - | - | - | - | - | - |
| | Signal Analytics Private Limited | | | | | | | | | | | | |
| II | Joint Venture | | | | | | | | | | | | |
| | Fortigo Network Xelpmoc Private Limited | - | - | 0.00% | - | 0.00% | - | 0.00% | - | 0.01% | (0.45) | 0.00% | - |
| III | Associate | | | | | | | | | | | | |
| | Madworks Venture Private Limited | 0.07% | 441.10 | -0.39% | (158.41) | 0.00% | - | 0.13% | 599.51 | 1.12% | (243.35) | 0.00% | - |
| | | | 5,91,603.34 | | 40,787.45 | | 92,038.40 | | 4,48,383.79 | | (21,731.39) | | 63,715.33 |

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued*

NOTE 43 continued

II. Investment in Subsidiary, Associates & Joint Ventures

The group's interest in associate and Joint Venture (JV) is accounted for using the equity method in the consolidated financial statements. The financial statements of the subsidiary, a group company is consolidated on a line-by-line basis and intra-group balances and transactions are eliminated upon consolidation.

The following table illustrate the summarised financial information of the Group's investment in subsidiary and Associate.

| Summarised Balance sheet | As at March 31, 2021 | | As at March 31, 2020 | |
|--------------------------------|----------------------|------------|----------------------|-----------|
| | Subsidiary | Associate | Subsidiary | Associate |
| Current assets | 995.74 | 377.95 | - | 375.17 |
| Non current assets | - | 1,708.50 | - | 2,276.81 |
| Current liabilities | 88.3 | 3,196.41 | - | 3,033.20 |
| Non current liabilities | - | - | - | - |
| Equity | 907.44 | (1,109.96) | - | (381.21) |
| Proportion of group ownership | 100% | 21.74% | - | 21.74% |
| Group share in equity | 907.44 | -241.31 | - | -82.88 |
| Goodwill on acquisition | 13.73 | - | - | - |
| Loss absorbed | 78.83 | 682.41 | - | 682.39 |
| Carrying amount of investments | 1,000 | 441.10 | - | 599.51 |

₹ in '000

NOTE 44 COMMITMENTS AND CONTINGENCIES

| Commitments (to the extent not provided for) | Year ended | |
|--|----------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| Uncalled liability on preference shares partly paid; | - | 3,015.07 |
| Capital commitment for Investment in Optionally Convertible Preference shares (OCPS) | 241.52 | - |

₹ in '000

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Notes to the Consolidated Financials Statements as at and for the year ended March 31, 2021 *continued***NOTE 45 EVENTS AFTER THE REPORTING PERIOD**

There were no events that occurred after the reporting period i.e. 31 March, 2021 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

NOTE 46 RECENT PRONOUNCEMENT

On 24 March, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period Specified format for disclosure of shareholding of promoters. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used. Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head ‘additional information’ in the notes forming part of the standalone financial statements The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

For JHS & Associates LLP

Chartered Accountants

Firm Registration No. 133288W/W100099

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: May 21, 2021

For Xelpmoc Design and Tech Limited**Sandipan Chattopadhyay**

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Bengaluru

Date: May 21, 2021

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: May 21, 2021

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: May 21, 2021

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: May 21, 2021



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