

Inch wide.  
mile deep.



**Caution regarding forward-looking statements**

This document contains statements about expected future events and financial and operating results of Saksoft Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Saksoft Limited Annual Report 2023-24.

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# Corporate Information

**BOARD OF DIRECTORS**

Chairman & Managing Director  
**Aditya Krishna**

Independent Non-Executive Directors  
**Ajit Thomas**

**V.V.R. Babu**

**Ganesh Chella**

**Kavitha Vijay**

**Suresh Subramanian**  
Non-Executive Director

**Kanika Krishna**

**EXECUTIVE COMMITTEE**

Chairman & Managing Director  
**Aditya Krishna**

Chief Operating Officer and Chief Financial Officer  
**Niraj Kumar Ganeriwala**

Chief Sales Officer & Business Head - Hitech Media and Utilities  
**Avantika Krishna**

Chief Customer Officer & Business Head - Fintech  
**Dhiraj Kumar Mangla**

Chief Delivery Officer & Business Head - Transportation and Logistics  
**Saswat Swain**

Senior Vice President – Go To Market Strategy  
**Venkatesh Agarwal**

Business Head – Retail Ecommerce  
**Nick Rosser**

**Deepak Agarwal**

**COMPANY SECRETARY & GROUP COMPLIANCE OFFICER**

Meera Venkataramanan

**WEBSITES**

www.saksoft.com

**EMAIL**

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complianceofficer@saksoft.co.in  
investorqueries@saksoft.co.in

**AUDITORS**

**R.G.N.Price & Co.,**  
Chartered Accountants,  
Simpson's Buildings,  
861, Anna Salai,  
Chennai 600 002

**BANKERS**

RBL Bank Limited  
HDFC Bank  
HSBC Bank

**REGISTERED AND CORPORATE OFFICE**

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#40, Dr. MGR Salai, Kandanchavadi,  
Perungudi, Chennai - 600 096  
Ph: +91 44 24543500  
Fax: +91 44 24543510

**SUBSIDIARIES**

Saksoft Inc, USA  
Saksoft Pte Limited, Singapore  
Saksoft Solutions Limited, UK  
Electronic Data Professionals, Inc, US  
Faichi Solutions Inc, US  
Acuma Solutions Limited, UK  
Threesixty Logica Testing Services Private Limited, India  
Dreamorbit Softech Private Limited, India  
Dreamorbit Inc, US  
Saksoft Ireland Limited, Ireland  
MC Consulting Pte Limited, Singapore  
Terafast Networks Private Limited, India  
MC Consulting Malaysia SDN Bhd  
Solveda LLC, USA  
Solveda Software India Private Limited  
Solveda UK

**REGISTRAR AND SHARE TRANSFER AGENT**

**Cameo Corporate Services Limited**  
Subramanian Building,  
No. 1, Club House Road, Chennai - 600 002  
Ph: +91 44 28460390  
Fax: +91 44 28460129

**DEVELOPMENT CENTERS**

**INDIA**

<b>Chennai</b> Global Infocity Park, Block A, 2 <sup>nd</sup> Floor, #40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096	<b>Noida</b> B 35-36, Sector 80, Phase II, Noida - 201305	<b>Bengaluru</b> 1 <sup>st</sup> Floor, AMR Techpark, Block -2, HOSUR Rd, Hongsandra Bangalore - 560 068	<b>Pune</b> 504, 5 <sup>th</sup> Floor, Pride Purple Accord, Baner Road, Pune, Maharashtra - 411 045	<b>Mumbai</b> Emgeen Chambers II floor, 10, Vidyanagari Marg CST Road, Kalina Santacruz (East) Mumbai - 400 098	<b>Gurgaon</b> 504, Iris Tech Park, Sohna Road, Sector 48, Gurgaon, Haryana - 122002
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Bandar Medini Iskandar  
Malaysia 79200,  
Iskandar Puteri, Johor

**USA**

**New York**  
220 Old Country Road  
Mineola,  
NY 11501



### Key messages of this Annual Report

The company sustained its erstwhile marketing and positioning strategy of 'Inch wide and mile deep'

The company retained most of its customers during the year under review

The company acquired Solveda, a digital commerce company

The company deepened its governance commitment, emerging as carbon-neutral

The company reaffirmed its goal to achieve USD 500 Million in revenues by 2030

**Saksoft serves as a forward-thinking partner in digital transformation, collaborating with mid-sized global enterprises.**

**Specialising in business transformation solutions, the company operates in diverse sectors, including Fintech, Digital Commerce, Transportation & Logistics and Hi-tech Media & Utilities.**

**The success of Saksoft's solutions is evident in the enhanced competitiveness and progress achieved by its clients.**

**By being prepared for the future, Saksoft remains committed to enhance value for all stakeholders.**

#### Values

The company professes a culture of Innovation, Customer Focus, Openness, Respect and Enterprising (ICORE).

#### Background

Saksoft is one of the foremost digital transformation solutions companies, aiding enterprises navigate the evolving digital world. Established by late Mr. Autar Krishna, its transformation into a respected global enterprise is credited to the stewardship of Mr. Aditya Krishna.

#### Presence

Saksoft is headquartered in Chennai, India, and operates across 16 global offices worldwide, including India, Europe, Asia and the USA. The USA is the largest market for the company, accounting for 42% of its revenue, while Europe and the Asia-Pacific region contribute 24% and 34%, respectively.

#### Client portfolio

Saksoft's services address the evolving needs of diverse industries, including fintech, digital commerce, transportation and logistics, as well as hitech media and utilities



FINTECH



DIGITAL COMMERCE



TRANSPORTATION AND LOGISTICS



HITECH MEDIA



UTILITIES

## Service offerings

Saksoft offers a comprehensive range of digital transformation solutions designed to streamline, upgrade and maintain IT systems. In addition to domain-specific technology solutions and consultation services, the company provides analytics, strategic consulting, IoT and mobility solutions, technology training, application development, robotic process automation, digital commerce and digital testing. These services are supported by robust infrastructure and cloud services.

## Talent

The Group employed 2053 full-time professionals as on March 31, 2024. The average age of the Company's workforce was between 30 and 40 years as on March 31, 2024.

## Creditworthiness

The credit rating for the long-term bank facilities accessed by the Company was reaffirmed at A Stable by CARE.

## Listing

Saksoft is listed on the National Stock Exchange with a trading permission on the Bombay Stock Exchange. The Company's market capitalisation was Rs. 2702 Crore (March 31, 2024).



### Capabilities and offerings

- Powered by digital intelligence framework
- Agile / waterfall / hybrid delivery models
- Value innovation programs
- Centre of Excellence
- Cost and operations efficiency
- Value chain optimisation
- Faster time to market
- Training and support



### Legacy modernisation

- Architecture/technology upgrade
- Mobility solutions application/platform
- Integration
- On-premise to cloud
- User experience

## Compliance

Saksoft is certified with the below certifications showcasing commitment to process excellence:

- ISO 9001:2015 for its quality management system
- ISO 27001:2013 for its information security management system
- ISO 45001:2018 for its occupational health and safety management system



### Intelligent automation

- Robotics process automation
- Internet of things
- Data analytics
- Machine learning / Artificial intelligence
- Test automation



### Managed analytics

- Reporting factory
- Scripting factory
- Data science factory
- System management



### Managed infrastructure

- IT infrastructure support; 24x7 monitoring
- End point management
- Application and DB operations
- Software asset management

## Saksoft's 2023-24 performance highlights



### Business highlights, 2023-24

Revenues grew by 14% y-o-y.

The Company decided to merge DreamOrbit Softech Private Limited, Three-Sixty Logica Testing Services Private Limited, and Terafast Networks Private Limited within the company to enhance Group-level operating efficiencies

The Company restructured industry verticals (Fintech, Transportation & Logistics, Hi-Tech Media and Utilities, and Retail E-commerce) to enhance its focus on sales and delivery.

### Financial highlights, 2023-24

Revenues increased

**14%**  
to Rs. 761.63 Crore

EBITDA increased by

**26%**  
to Rs. 136.68 Crore

RoCE was

**26%**

Debtors' turnover was at

**67**  
days of turnover equivalent

Net profit grew

**17%**  
to Rs.96.17 Crore

EPS increased

**17%**  
to Rs.9.59

### Value dashboard

**2702**

Rs. Crore, our market valuation as on March 31, 2024

### Dividend

**0.80**

Re. per share, dividend proposed for 2023-24 (including an interim dividend of Re. 0.40)

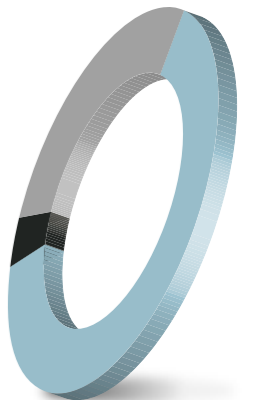
**2,053**  
Number of employees as on March 31, 2024

**16**  
Number of strategic locations of the Company's presence

**25**  
Number of years of track record

### Our shareholding pattern as on March 31, 2024

- Promoters 66.64%
- FI (FPI) 3.93%
- Public (other than FI) 29.43%





# How we performed through FY 2023-24

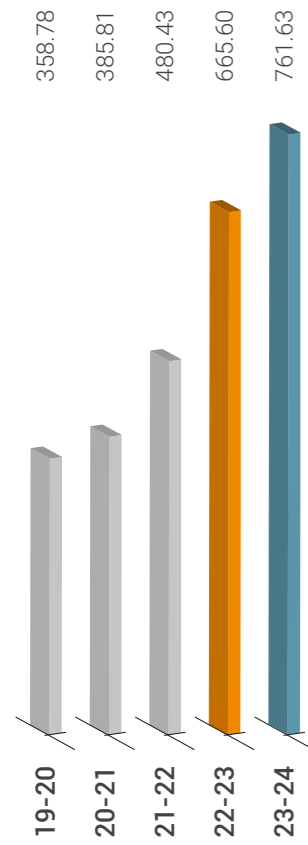
<p><b>First quarter</b> →</p> <ul style="list-style-type: none"> <li>Revenues were Rs. 183.50 Crore as against Rs. 148.02 Crore in Q1FY23, a growth of 24.0% on a YoY basis and 0.8% on a QoQ basis</li> <li>The top five and top 10 clients contributed 44% and 58% of revenues respectively</li> <li>Operating EBITDA was Rs. 34.50 Crore (Rs. 22.47 Crore in Q1FY23), a growth of 53.3% on a YoY basis and 6.2% on a QoQ basis</li> <li>PAT was Rs. 25.20 Crore (Rs. 17.80 Crore in Q1FY23), a growth of 41.6% YoY and 0.8% on a QoQ basis</li> </ul>	<p><b>Second quarter</b> →</p> <ul style="list-style-type: none"> <li>Revenues were Rs. 190.40 Crore, as against Rs. 163.84 Crore in Q2FY23, a growth of 16.2% on a YoY basis and 3.8% on a QoQ basis</li> <li>The top five and top 10 clients contributed 43% and 57% of revenues respectively in H1FY24</li> <li>Operating EBITDA was Rs. 35.80 Crore (Rs. 25.73 Crore in Q2FY23), a growth of 39.3% on a YoY basis and 3.8% on a QoQ basis</li> <li>PAT was Rs. 25.30 Crore (Rs. 19.32 Crore in Q2FY23), a growth of 31.1% YoY and 0.4% on a QoQ basis</li> </ul>	<p><b>Third quarter</b> →</p> <ul style="list-style-type: none"> <li>Revenues were Rs. 192.80 Crore, as against Rs. 171.68 Crore during Q3FY23, with a growth of 12.3% YoY and 1.3% on a QoQ basis</li> <li>The top five and top 10 clients contributed 43% and 57% of revenues respectively in 9MFY24</li> <li>Operating EBITDA was Rs. 33 Crore (Rs. 27.3 Crore in Q3FY23), a growth of 20.9% on a YoY basis and degrowth of 3.2% on a QoQ basis</li> <li>PAT was Rs. 22.50 Crore (Rs. 19.86 Crore in Q3FY23), a growth of 13.1% YoY and degrowth of 11.1% on a QoQ basis</li> </ul>	<p><b>Fourth quarter</b> →</p> <ul style="list-style-type: none"> <li>Revenues were Rs. 194.90 Crore, as against Rs. 182.1 Crore during Q4FY23 with a growth of 7.0% YoY and 1.1% on a QoQ basis</li> <li>Top five and top 10 clients contributed 44% and 59% of revenues respectively in FY 23-24</li> <li>Operating EBITDA was Rs. 33.4 Crore (Rs. 32.5 Crore in Q4FY23), a growth of 2.8% on a YoY basis and 1.2% on a QoQ basis</li> <li>PAT was Rs. 23.2 Crore (Rs. 25 Crore in Q4FY23), a growth of (7.2)% YoY and 3.1% on a QoQ basis</li> </ul>
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<b>Milestones</b>	<p>▶ 1999</p> <p>Commenced business</p>	<p>▶ 2000</p> <p>Saksoft incorporated in Singapore</p>	<p>▼ 2001</p> <p>Saksoft incorporated in US and UK</p>
	<p>▼ 2013</p> <p>Acquired EDP, USA</p>	<p>◀ 2006</p> <p>Acquired Acuma</p>	<p>◀ 2005</p> <p>Saksoft went public; listed on NSE</p>
<p>▶ 2014</p> <p>Entered the business of software testing and quality assurance; acquired 360 Logica</p>	<p>▶ 2015</p> <p>Widened services from traditional services to digital transformation services</p>	<p>▶ 2016</p> <p>Entered the space of logistics, transportation and IoT; acquired DreamOrbit</p>	<p>▶ 2017</p> <p>Became a vertical-focused service provider, enhancing specialisation</p>
	<p>◀ 2020</p> <p>Emerged as a digital transformation partner for an Insuretech company</p>	<p>◀ 2018</p> <p>Entered the healthcare space following the acquisition of Faichi</p>	<p>▶ 2024</p> <p>Emerged as a vertical based digital transformation partner</p>
<p>▶ 2021</p> <p>Launched domain specific technology solutions to modernise, automate and manage</p>	<p>▶ 2022</p> <p>Acquired MC Consulting Pte. in Singapore</p> <p>Acquired Terafast Networks in Chennai</p>	<p>▶ 2023</p> <p>Acquired Solveda LLC in New York. Digital commerce capability being acquired</p>	

# Financial highlights, 2023-24

## Revenue from operations

(Rs. in Crore)

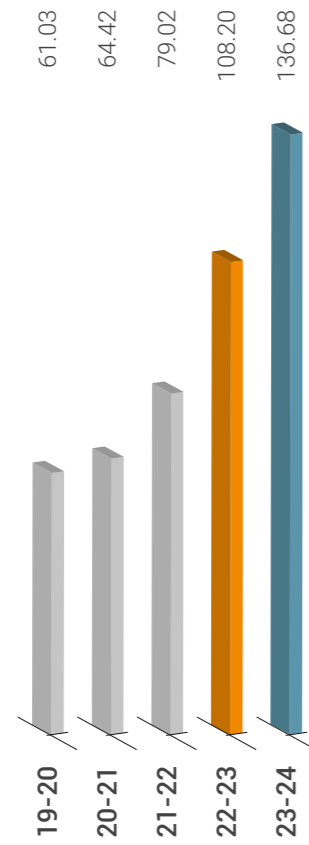


**Why we measure**  
To assess the effectiveness of our product/solutions mix, prudence in geographic presence, sales focus efficiency, execution and network capability, brand equity and competitiveness.

**What it discloses**  
Saksoft reported a 14% increase in revenues over the preceding year.

## Operating profit (EBITDA)

(Rs. in Crore)

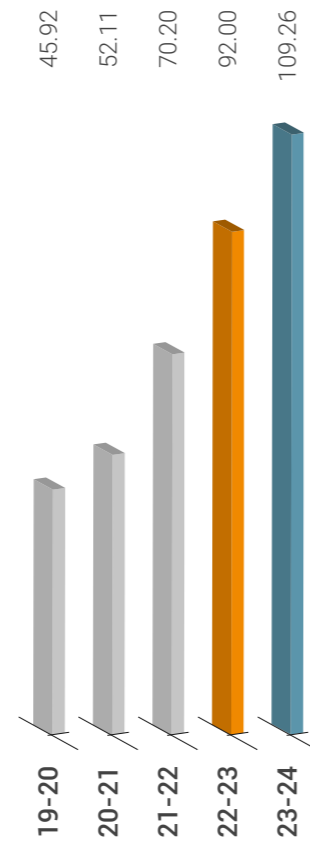


**Why we measure**  
To ascertain business efficiency; an improvement in operating profit indicates a larger surplus for the Company, available for reinvestment or shareholder reward.

**What it discloses**  
Saksoft generated a 26% growth in EBITDA.

## Cash profit (PAT+Depreciation)

(Rs. in Crore)



**Why we measure**  
To arrive at an understanding of the Company's ability to grow the business through accruals.

**What it discloses**  
At Saksoft, our cash profit was Rs. 109.26 Crore, indicating our commitment to increase accruals and enhance working capital management, while investing in growth opportunities.

## Return on capital employed

(%)

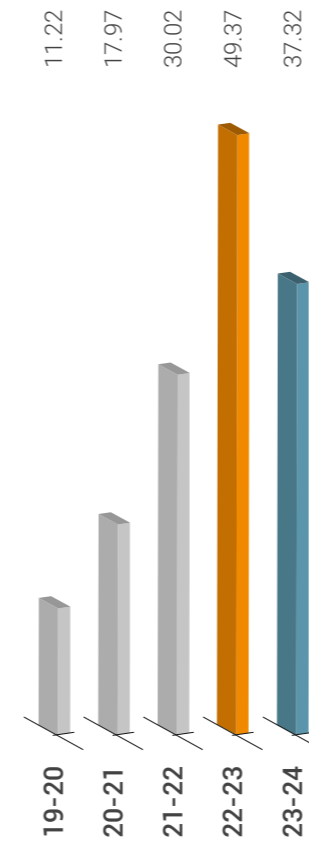


**Why we measure**  
RoCE is a financial metric indicating business health – the percentage of surplus generated from the available funds pool of the Company.

**What it discloses**  
The RoCE of Saksoft was at 26% within the range of similar companies.

## Interest cover

(x)

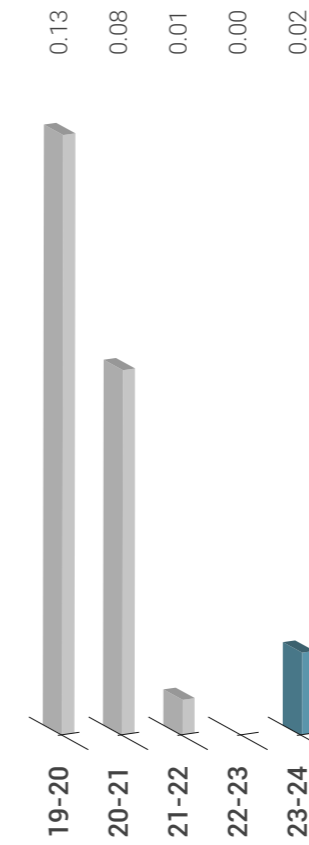


**Why we measure**  
The interest coverage ratio determines how comfortably a company can pay its interest liabilities from its earnings.

**What it discloses**  
Saksoft's interest cover is well above the industry average.

## Debt-equity ratio

(x)

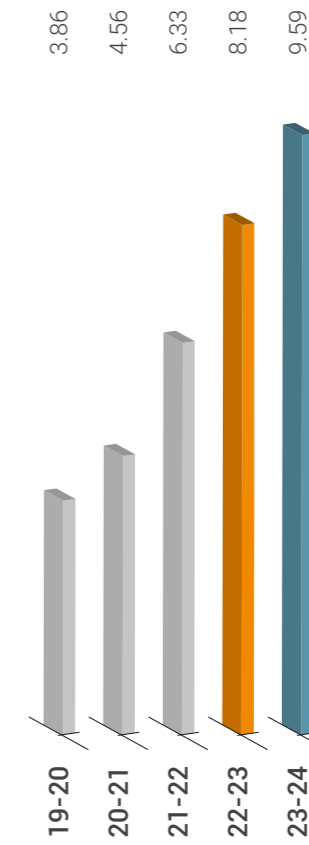


**Why we measure**  
It indicates the Balance Sheet quality measured through indebtedness relative to shareholders' funds.

**What it discloses**  
The repayment of debt and accretion of net worth strengthened the debt-equity ratio.

## Earnings per share\*

(Rs.)



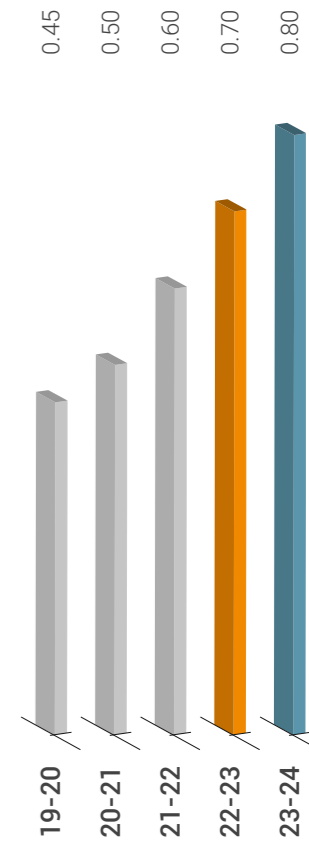
**Why we measure**  
Earnings per share (EPS) serves as an indicator of a company's profitability (in terms of the portion of profit allocated to each outstanding share).

**What it discloses**  
The increase in EPS was on account of attractive revenue growth.

\*The previous year's figures have been restated to reflect the stock split in converting shares of Rs.10 per share face value to Re 1 per share face value

## Dividend per share

(Rs.)



**Why we measure**  
Dividend per share (DPS) is the declared dividend for every ordinary share outstanding.

**What it discloses**  
The increase in dividend per share (to be approved at the Annual General Meeting) was outcome of growth in profits.

CHAIRMAN'S PERSPECTIVE



**The company may have reported only a 14% increase in revenues during the last financial year but during the coming year we expect a revenue rebound by 25% around protected margins.**

**ADITYA KRISHNA**  
Chairman and Managing Director

Having been through similar cycles in the past, the first strategic piece that we brought to the table was a conviction that perhaps nothing needed to change

**Overview**

My overview each year seeks to provide a perspective of how our business transformed during the year under review and how this translated into changed numbers.

The big message that I wish to communicate in this overview is that we did more of the same: in a sense nothing changed and in some ways, we made specific changes with positive projected outcomes.

The big factor that influenced our business during the last financial year is that our largest market – USA – slowed. During the course of the year, the technology business climate in USA was affected by a general slowdown, apprehensions that things would get worse before they got better, ripples of global armed conflicts, the Cold War emerging and the impending US elections. What transpired as a result is that CXO decisions got staggered in most cases, some decisions were downsized and every technology company encountered larger headwinds.

During such an environment, there was a strategic premium on how a company like ours should respond. Having been through similar cycles in the past, the first strategic piece that we brought to the table was a conviction that perhaps nothing needed to change. Your management relooked its strategic clarity and concluded that this multi-year approach – ‘Inch wide and mile deep’ – was not only prudent for the moment but also for the foreseeable future.

It would be relevant to explain what this positioning means for our company.

**One**, the positioning indicates that we will continually seek to be subject masters of a limited space as opposed to building a competence supermarket. We have seen that customers tend to trust specialists; the result is that engagements between these customers and specialists usually transform from a transaction to a relationship; they extend from one-off to multi-year; they extend from the sporadic to the continuous; they extend from the addressal of a limited problem to a holistic responsibility; they extend from a narrow project engagement to superior profitability.

**Two**, the positioning strengthens our brand in the eyes of the customer. The customer is not only willing to treat us the service provider of first recall; the customer is



**We continued to believe that our brand recall was the precious asset that had kept us in business through various slowdowns in the past and would do so during this sectorial trough as well**

also willing to refer our services to other companies. In a number of cases, the CXOs moving from one company to another carried memories of our smooth engagement and provided us fresh assignments in the new companies they joined. We have no doubt that this goodwill is the direct result of having selected to specialise.

**Three**, we believe that the decision to specialise has strengthened our positioning and recall among prospective employees. Most employees seeking to take their careers ahead join companies that operate like centres of excellence; in turn, such professionals see a career in being respected and recognised as specialists (over generalists). In view of this, our ‘Inch wide, mile deep’ positioning sends out a serious message that we will select to do only specific kind of work that engages the highest intellectual capacity and generates the highest corporate return.

During the year under review, a number of industry observers suggested that perhaps we should play the price game and widen the basket of offerings to beat the slowdown. We did nothing of the kind; we continued to believe that our brand recall was the precious asset that had kept us in business through various slowdowns in the past and would do so during this sectorial trough as well.

Why are we so convinced that what got us here will get us hither as well? The answer lies in the signals that a frequent strategic change sends out to our stakeholders. One, a strategic change during a brief downturn sends out a message that perhaps we are beginning to panic, a reality that is not designed to enhance stakeholder value. Two, a strategic flip-flop indicates that perhaps we were not entirely sure of our earlier approach, which does not speak well of our strategic maturity. Three, a strategic change needs to be backed by additional spending in widening our talent bandwidth, eating into

CHAIRMAN'S PERSPECTIVE

margins just when we would need to spread the most in keeping our cash flows moving. Four, a slowdown often exaggerates market challenges and any long-term strategic change based on the experience of a few months always proves expensive and unnecessary over time.

This should not mean that Saksoft did nothing during the last financial year to strengthen its business model. The management recognised that merely more of the same would protect our strategic direction but it would get us vastly short – just 50% if I have to offer a number – of our targeted revenues of USD 500 Million by 2030. The priority of the day then was not just to run quicker but run smarter.

The word 'smarter' needs to be explained. This does not indicate strategic short cuts that could enhance revenues in the short run but affect our brand in the long term. 'Smarter' indicates a strategic discipline of what we will do and what we will not. 'Smarter' indicates that we will continue to work on complex mission-critical projects around the conviction that in the future if we were not to work on the same, the customer would miss our presence. 'Smarter' indicates continuing to invest in marquee customer relationships that enhanced our profile and got us valuable references, widening our customer spread. 'Smarter' means a sustained commitment to doing what we are best at, graduating our capability into a competitive advantage.

The outcome of this strategic discipline proved reassuring during the last financial year.

The company retained most of its customers in FY 23-24, sustaining a multi-year engagement thread that we believe is most crucial.

The company generated around 10% of its revenue from new customers in line with its established '90-10 revenue formula'.

The company protected its 'remuneration-plus' approach across employees, the suffix standing for the ability to treat professionals with respect and creative freedom. The result is that the higher one ascended in the managerial hierarchy, attrition declined; even at the entry level, attrition was lower than in the previous years.

The company's senior management liberated me from my erstwhile role in managing the business on a day-to-day basis so that I would be able to address the strategic decisions; in turn, this liberated me from addressing the urgent to start addressing the important.

The company right-balanced its vertical mix through the timely acquisition of Solveda, a digital commerce company. This company has come with impeccable credentials; it has been a partner of HCL Commerce and Salesforce offerings and will represent our business arrow head with growing possibilities. By the close of the year under review, the company was largely present in five distinctive verticals (Fintech, Transportation, Digital Commerce, Hitech-media and Utilities, and Healthtech).

The company made a decisive change in the way it prospected new customers. All acquisitions made by the company in the past – 'String

of pearls' – were followed by the company retaining their separate identities even as their profit and loss accounts were consolidated with that of the parent company. However, there is a growing feeling that perhaps this federal approach has run its course: the time has come for our eight subsidiary companies to present a consolidated face to customers. The result was that the company integrated its marketing interface around the 'Saksoft' brand and we expect that this will enhance the confidence of prospective customers to engage.

The company deepened its governance commitment, emerging as carbon-neutral from June 2023 onwards following the purchase of carbon credits.

At Saksoft, we are attractively placed to deepen our niche positioning encircled by a widening moat. The latter comprised the use of reusable components, competitive solutions delivery, prudent use of artefacts, case studies and reference customers. The company may have reported only a 14% increase in revenues during the last financial year but during the coming year we expect a revenue rebound by 25% around protected margins.

By returning the company to its projected growth trajectory, we expect to abbreviate the impact of the downtrend on our revenues and stay headed towards our goal of achieving USD 500 Million in revenues six years from now.

**Aditya Krishna**  
Chairman and Managing Director

FINANCIAL PERSPECTIVE



**The company grew slower without compromising its profitability in FY 23-24**

**NIRAJ GANERIWALA**  
Chief Operating Officer  
and Chief Financial Officer

**Overview**

Saksoft encountered a slower FY 23-24, a reality shared by most information technology companies in what turned out to be a slower year for the sector. What is creditable is that the company reported slower growth that was still considerably higher than the average growth of the industry with margins higher than the industry average. Despite the slower revenue growth than what had been reported in the previous year, the company continued to seed its business with initiatives likely to sustain or accelerate growth across the foreseeable future.

Your company reported a 14% growth in revenues from Rs. 665.6 Crore in FY 22-23 to Rs. 761.63 Crore in FY 23-24. EBITDA strengthened 17.95% from Rs. 108.15 Crore in FY 22-23 to Rs. 136.68 Crore in FY 23-24. Net profit strengthened 13% from Rs. 81.98 Crore in FY 22-23 to Rs. 96.17 Crore in FY 23-24. The company enhanced revenues and EBITDA in every quarter of the year under review when compared with the corresponding period of the previous year and also in every successive quarter.

Your company reported 14% revenue growth from Rs. 665.6 Crore in FY 22-23 to Rs. 761.63 Crore in FY 23-24

The company's sustained growth was achieved in the face of sectorial challenges

The company reported profitable growth at a time when the overall IT sector and the global economy began to slow, indicating that the operational engine continues to be robust.

The company's sustained growth was achieved in the face of sectorial challenges: customers were inclined to defer projects and conserve cash. Besides, interest rates in the United States, the company's largest market, continued to be high with a tentative impact across that economy. In the fact of these realities and challenges, your company's Return on Capital Employed was flat from 26.6% to 25.6%; EBITDA margin strengthened from 16.25% to 17.95%. The company's net cash profit strengthened from Rs. 92 Crore to Rs.



FINANCIAL PERSPECTIVE

109.26 Crore from year-start to year-end and interest cover increased from 16% to 18%.

**Holistic discipline**

A few years ago, Saksoft had announced a revenue target of USD 100 Million by 2025. At that point, the revenues of the company were USD 50 Million. To scale from that point warranted forward-looking upfront investments and the ability to acquire companies enroute. I am pleased to state that the company almost achieved this target during the last financial year, a year ahead of schedule. This represents a validation of the strategic direction on the one hand and the company's tactical responsiveness to unforeseen developments on the other.

The strategic direction validated through the performance of the last financial year was the company's longstanding 'Inch wide mile deep' positioning. For the last decade, the company continued to emphasise its differentiated positioning as a niche specialist over a company that provided all services at a single stop. The result is that the company did not lose a single customer during the year; almost every customer grew its business with the company; there was no significant decline in realisations per hour or per deployed professional; receivables were at 67 days of turnover equivalent (61 days in the previous year); talent attrition was around the level of the industry average of 15-17%.

This relative outperformance was the result of a stronger operational engine. It would be facile to state that we protected (or strengthened) our functional hygiene by monitoring

and controlling granular details. Our performance improved because we matched resources to revenues without at any stage over-investing in resources that could result in a higher cost while at no stage under-investing in resources that could have staggered our delivery engine. By consistently balancing costs and project outcomes, we achieved a resource utilisation that ranged between 82% and 85% in an industry where the corresponding number is usually below 80%. The outperformance was the result of a stronger coverage of existing resources, their consistent deployment and matching deliveries with templated expectations.

**Building the business**

The most decisive initiative that the company embarked on during the year was the largest acquisition in its existence. The company acquired Solveda, a digital commerce company. In the past, the company had made timely acquisitions of companies in verticals that appeared to be different at first glance, but which represented adjacencies when seen from a consumer's perspective – one transaction resulting in business down the line and that transaction resulting in additional revenues further down the line. Besides, the acquisition was in line with the company's conviction that in a rapidly transforming world, it was expedient to buy than build and that the cost of time would be larger than the cost paid in cash.

By acquiring Solveda, the company appears to have completed the overall solutions package in its desired strategic journey. We believe that a larger and sophisticated digital commerce play will service the needs

of virtually all our existing customers, who graduate from being described as functional (a transportation company or a health care company for instance) into online organisations. This acquisition will not only service customers for their standalone solution needs but also as an extension to some of our existing customers needing digital commerce solutions. Following the complement of this acquisition, we are attractively placed to provide a comprehensive solution, deepening our relevance in a world transforming rapidly towards online commerce.

Our objective will be to integrate this acquisition into the core Saksoft personality with speed. We are optimistic in this regard; our previous seven acquisitions have been integrated into the Saksoft way of life without subsuming the core personalities of the acquired entities. More importantly, the acquisition proposition has been validated by Saksoft's overall value-creation proposition, benefiting the promoters of the acquired companies on the one hand and Saksoft shareholders on the other.

**Strategic maturing**

During the last financial year, Saksoft engaged in strategic maturing initiatives that were well received by its stakeholders.

The company completed an exercise to map the carbon footprint of its operational centres across the world. This initiative has been limited to the major IT companies in the country and is relatively unusual among companies of the size of Saksoft in India. This initiative was proactive

for good reasons: it is not being statutorily required by the listing authorities in India; it extended from Scope 1 and 2 to the challenging third Scope leg (five of 14 parameters covered); it put a precise number on the company's footprint and provided customers a perspective of how the carbon-intensity of their vendors were influencing their science-based targets. The company ventured one step further and purchased carbon credits corresponding to its carbon footprint, emerging as a carbon neutral company during the year under review.

The company began to ask employees to return to office for specific days in a month. Following the pandemic, this return enhanced a priority in providing heathy and hygienic workspaces for employees. In line with this priority, the company had all its centres certified for Operations Health Safety (OHS), creating a basic standard.

We believe that with the implementation of these initiatives, we have taken a proactive step in sending out a message to stakeholders that we prioritise holistic responsibility.

**The goal**

It has taken Saksoft 25 years to get closer to USD 100 Million in revenues; the company expects to five-fold this achievement in a fraction of the time by 2030.

We will continue to do what we have always done: position the company as a specialist operating within a niche. We will not be everything to everybody; we will be everything to somebody to the point that we enjoy complete trust and repeat engagement. To sustain this recall of specialisation, we will continue to invest in our business, retain a

narrow focus across verticals, deepen our competencies within, create a distinctive culture and build a critical mass of transformative projects.

We believe that this strategy is more relevant than ever. As more companies digitalise, there will be a premium on them to differentiate that warrants transformative solutions. In view of this, our solutions will become increasingly critical to their success; we will raise the proportion of revenues derived from digital solutions higher than the prevailing proportions; we will continue to address cloud-centric services.

While this remains the base offering, it would be relevant to recognise that what worked for us in the past may need to be supplemented by differentiated strategies.

The company will need to widen its customer prospecting funnel from mid-market players of USD 200 Million to USD 2 Billion in revenue to companies extending to USD 10 Billion in size, a considerably larger engagement platform. This will extend the company from projects with a starting value of USD 200,000 to USD 1 Million.

The company will need to strengthen its sales talent with the objective of mining its existing customers – who work with a range of solution providers – deeper, plug existing white spaces and account for a larger share of the customer's wallet.

**The company completed the exercise to map the carbon footprint of its operational centres across the world**

The company will need to collaborate with prominent agencies the world over who act as references of our capabilities to prospective customers.

The company will train middle management executives in the sales process with the objective to widen its customer mining team from within.

**Conclusion**

At Saksoft, we are optimistic of our direction and the health of our business.

During the last financial year, even as the percentage growth of our business declined when compared with what we had achieved in FY 22-23, our margins increased.

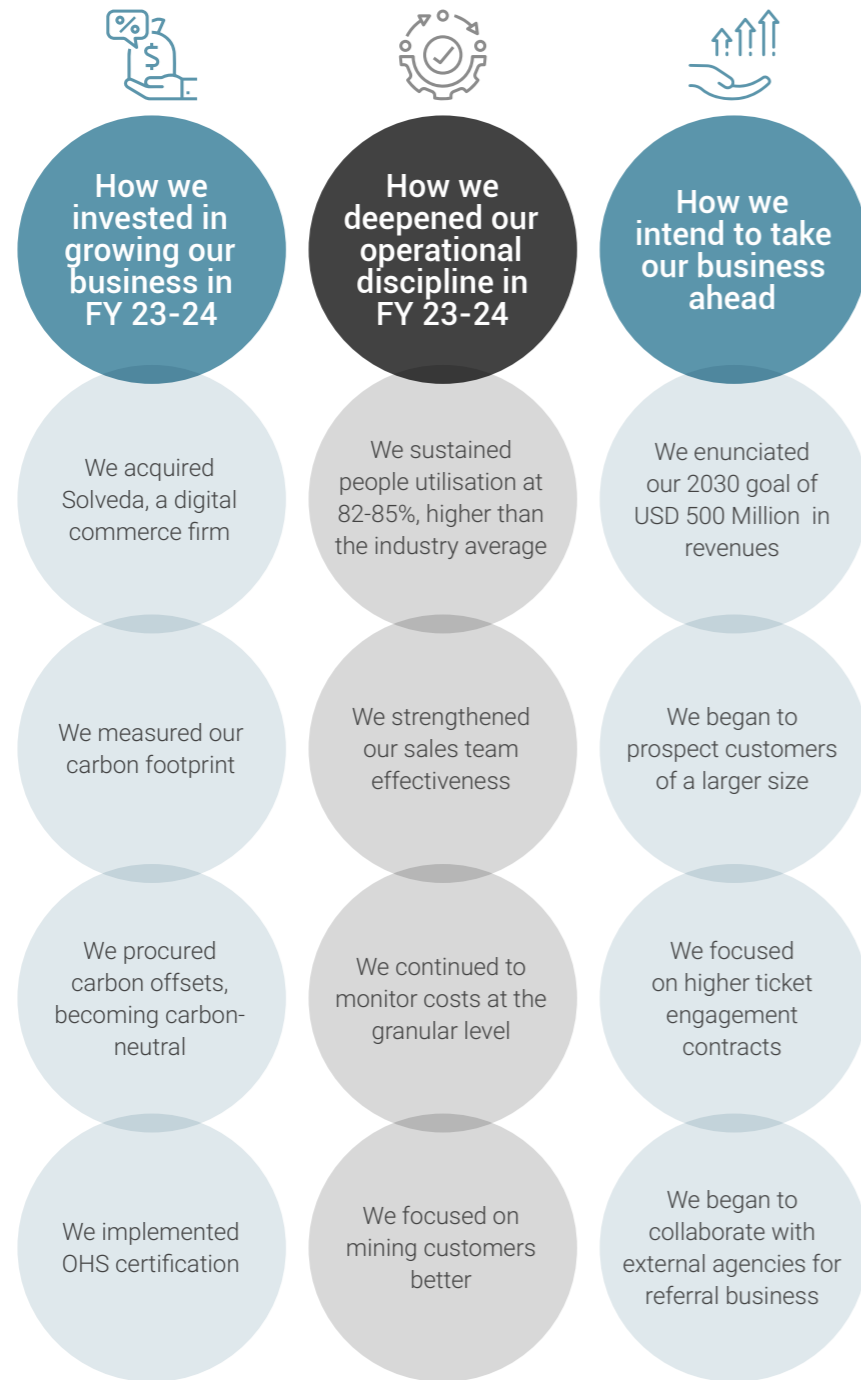
We believe that when revenue growth revives – as we expect it will in the current financial year - we expect to report higher margins and surplus that is available for us to reinvest in our business and accelerate faster towards our desired goal.

The time has come to secure our foundation and make the big leap.

**Niraj Ganeriwala**

Chief Operating Officer and Chief Financial Officer

CHIEF SALES OFFICER'S PERSPECTIVE



## How we enhanced our sales effectiveness in FY 23-24

**AVANTIKA KRISHNA**  
Chief Sales Officer

### Big picture

The big message that I seek to send out is that at a time when the growth of the global economy declined and the sentiment in our largest market (USA) remained at best hesitant, your company enhanced sales by 14%. This outperformance represents a validation of our business model, positioning, value proposition, customer prospecting and pricing.

The sales outperformance was also the outcome of our sharper messaging on what we could do to enhance the profitability of the customer's business at a time when margins for most companies were under threat and revenue growth at a premium. By shifting attention from 'This is who we are' to 'This is what we can do for you', we found doors opening for us and initial attention translating into customer wins.

The environment proved challenging during the year under review. There was a marked decline in IT and digital spending in US, the world's largest market for such services. Most customers sat on large budgets, preferring to defer their capital or maintenance spending. This

The environment proved challenging during the year under review

The company's most effective strategy continued to be specialisation

'wait and watch' response resulted in slower than expected growth rates in sectors like fintech and transportation and logistics. This environment warranted a tighter messaging by Saksoft and enhancing visibility through trade events with the prospect of generating walk-in customers.

The challenge for Saksoft was not only in winning new projects and customers; it was in being able to generate the right recall across prospective customers and elicit sales enquiries leading to engagement.

### Positioning

The company's most effective strategy continued to be specialisation. In a world where a number

CHIEF SALES OFFICER PERSPECTIVE



**Our objective remained two-fold in this regard: seeking additional engagement opportunities with existing customers by adding new services to our portfolio, carving out a larger wallet share and leveraging these relationships to reach out to new customers with similar businesses.**

of IT service providers pitch around being able to provide the widest range of offerings to a spread of downstream sectors, the company continued to walk the road less travelled. The company retained its boutique positioning, addressing only four major verticals and each vertical being addressed by a company acquired across the last decade. By focusing on the 'Y' axis, the company deepened its recall around the following descriptions: 'can be completely trusted', 'delivered more than we needed', 'assumed complete project ownership' and 'came across as a domain specialist'. This positioning was applied consistently; this positioning will become increasingly relevant as complex transformative technologies will need more specialists and specialisation can generate quicker and larger customer wins.

As an extension of this desired brand identification, Saksoft will prospect specific customers. In the event that it encounters project requests from prospective customers within its desired profitability matrix but outside its desired customer mix, it will – and has – decline. The company values its brand identity of a specialist; any dilution in this recall could compromise the power of the most valued asset off the company's books – its brand. The company conducted workshops within customers on how it could take their business ahead.

Saksoft strengthened its recall around 'Knowledgeable but easy professionals to work with,' marked by a desire to please. The result is that two of the largest projects in USA commenced as two-member teams; these projects now entail 400 deployed professionals.

**Knowledge-driven**

At Saksoft, we take pride in being respected for our domain knowledge and understanding. This positioning has been derived from selective recruitment, acquisitions that have deepened this specialisation, consistent market messaging, a complement of verticals that provide us with an understanding of downstream customers (served by our different verticals) and the ability to provide a holistic business solution with upstream and downstream insights.

At Saksoft, our knowledge-driven solutions help customers future-proof their businesses, enhance margins and strengthen sustainability. The result is that Saksoft has evolved from vendor to consultant to solution provider to must-have partner. The company engaged with C-Level executives in target companies for an understanding of the sectorial direction and corresponding three-year investment plan around which Saksoft offered a transformation roadmap.

**Target segment**

The company upgraded its customer universe to USD 250 Million and USD 3 Billion in revenues. We believe that companies of this scale provide us multiple and multi-year engagement possibilities. These are the kind of companies that will continue to invest in enhancing the effectiveness of their businesses. Besides, a service provider like Saksoft is attractively sized to deliver companies of this size transformative digital solutions that enhance profitability and market impact. Companies larger than USD 3 Billion by revenues are generally serviced by larger IT vendors;

customers smaller would offer transformation projects that would be so small that they would result in sub-optimal resource allocation for our company. During the year under review, the company also sharpened its marketing focus, prospecting companies that could generate multi-year revenues, as opposed to one-off transactions.

**Geographic segment**

Saksoft has traditionally been a service provider with a footprint comprising USA, UK, Europe and APAC. During the last year, this focus modified in two respects: the company intends to increase the US proportion of revenues from around 42% in FY 23-24 to around 75% across the foreseeable future. This increase is expected to help the company capitalise on the larger and growing markets in US as well as a better amortisation of marketing professionals and spends. Besides, the company seeks to increase its exposure in India, a geography that is attracting investments from multi-nationals setting up their global delivery centres on Indian soil. By the virtue of Saksoft already working with these companies in US, servicing their needs within India represents assured business and a simple extension of existing relationships.

**Partnerships**

A differentiated go-to-market approach comprised the company entering partnerships with prominent companies in adjacent businesses, helping create collaborative sales and marketing engagements. The upside from these engagements was that Saksoft would get to pitch to companies referred by the partners in

exchange for commissions. We believe that this collaborative route holds out attractive prospects: it brings to the partnership the multi-decade respect and network already enjoyed by the partner, making it easier to make pitches at a strategic level to decision makers within customers.

**Deeper farming**

Existing customers accounted for the lowest hanging fruit for generating new business leads. Our objective remained two-fold in this regard: seeking additional engagement opportunities with existing customers by adding new services to our portfolio, carving out a larger wallet share and leveraging these relationships to reach new customers with similar businesses. Saksoft leveraged successful projects to be used when pitching for other companies within the same space and also by the customer's employees when they moved to other companies ('network effect').

**Stronger portfolio**

At Saksoft, we strengthened our portfolio of offerings during the last financial year in two ways. The company acquired Solveda, a company engaged in e-commerce solutions. This extended the company's portfolio from fintech, transportation and logistics and utilities, widening its offerings and addressing prospective companies within the indicated revenue range.

Besides, the company introduced solution frameworks and accelerators that made it possible to address relatively small projects with speed for first-time customers, helping them decode their data with enhanced effectiveness, gaining their trust and seeking a larger share of their

prospective spending. The company also reinforced solutions in the area of security and automation, strengthening its brand salience at a time of sectorial weakness.

**Carbon neutral**

A differentiated initiative embarked upon by the company was to buy carbon offsets to the extent of its existing carbon footprint. The result is that by the close of the year under review, the company was carbon neutral. While this exercise was undertaken to validate the company's commitment to the environment, the spinoff benefit was an effective marketing proposition, especially for companies committed to measuring the carbon footprint of their vendors and reporting to their stakeholders.

**Outcomes**

There were positive upsides to report during the last financial year. The company protected most of its customer relationships; the modest attrition was not a reflection on the company's competence as much on the state of the economy and the customer's need to defer fresh capital spending.

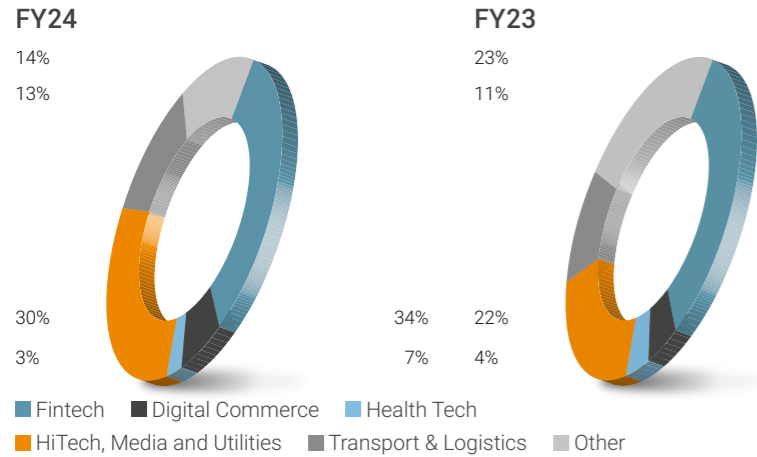
The company graduated to 15 customer accounts to the USD 1 Million bracket and nine customers to the USD 0.5-1 Million bracket.

The company mined large customers deeper; revenues from the top 20 customers increased from 64% in FY 19-20 to 70% during the year under review.

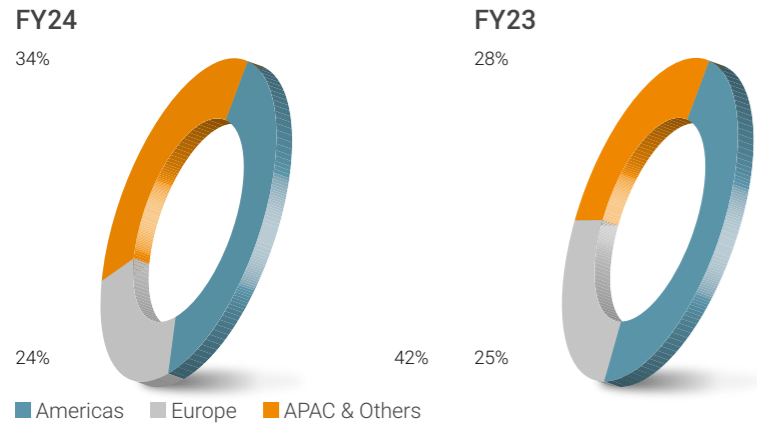
**Avantika Krishna**  
Chief Sales Officer

# How Saksoft's business model continued to deliver in 2023-24

## Revenue by verticals (%)



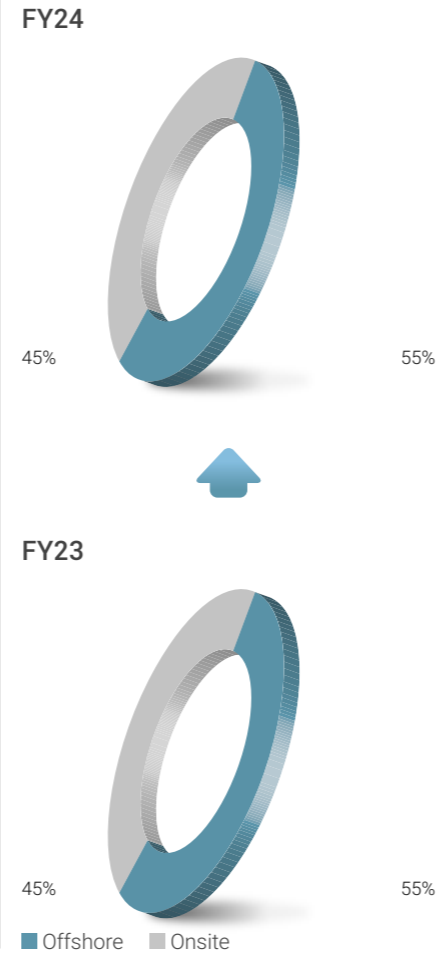
## Revenue by geography (%)



## Customer metrics

Number of clients/customers per Million Dollars	FY24	FY23
>1 Million	15	14
>0.5 Million to 1 Million	9	8
Top 5	44%	45%
Top 10	58%	59%
Top 20	70%	71%

## Revenue Mix (%)



# How our business model strengthened our business



## Overview

We understand the importance of remaining ahead of the curve in today's fast-paced and ever-evolving markets. To ensure our continued success and relevance, Saksoft is proactively taking steps to thrive in these dynamic environments. These steps include:

- Offering focused services such as AI and machine learning, generative AI, application development and management, customer experience transformation, intelligent automation and B2B Commerce to address demands across industries
- Helping customers adopt AI-based solutions to scale business needs, driving transformative outcomes for our customers
- Investing in workforce training to ensure our employees possess the latest skills and expertise in AI, cloud computing, data analytics and other emerging technologies
- Forging partnerships with leading technology providers to expand

service offerings and deliver cutting-edge solutions to clients

- Engaging in continuous research and development, ensuring our

solutions remain at the forefront of technological innovation

- Tailoring services to address the specific needs of key industries

## Big numbers

### Revenue growth

**358.05**  
Revenues, Rs. Crore, 2018-19

**761.63**  
Revenues, Rs. Crore, 2023-24

### Margins

**17.00**  
% EBITDA margin, 2018-19

**17.95**  
% EBITDA margin, 2023-24

### Earnings

**59.16**  
Rs. Crore, EBITDA, 2018-19

**136.68**  
Rs. Crore, EBITDA, 2023-24

**20**  
%, RoCE, 2018-19

**26**  
%, RoCE, 2023-24

**11**  
%, net profit margin, 2018-19

**13**  
%, net profit margin, 2023-24



## How Saksoft's business model enhances stakeholder value-creation

### Overview

'Digital transformation partner' defines Saksoft best.

Saksoft believes that value is maximised when it creates a distinctive customer impression.

The company strengthened its expertise in 'domain ownership,' emphasising specialisation.

The company's solutions were designed to advance customer businesses.

The company's dividend payout balanced the need to reinvest in the business with the need to reward shareholders.

### How our valuation has grown

2702

Rs. Crore, market capitalisation, March 31, 2024

1,531

Rs. Crore, market capitalisation, March 31, 2023

933

Rs. Crore, market capitalisation, March 31, 2022

### How we have rewarded shareholders

8.48

Rs. Crore, dividend outgo, 2023-24

7.39

Rs. Crore, dividend outgo, 2022-23

6.32

Rs. Crore, dividend outgo, 2021-22

## Our strategic priorities in enhancing shareholder value

### Structural

- Positioned as an agile and responsive mid-tier digital transformation company.
- Multi-location Indian company now seeking to establish global solutions delivery centers.
- Global expansion could lead to multi-time zone solutions.
- This could graduate the company into a visible global brand.

### Employee-friendly

- Saksoft remains one of few Indian companies offering a 'work from home' option post-pandemic.
- This has boosted employee productivity and well-being.
- Employee satisfaction and retention improved, earning the company recognition as a Great Place to Work.
- The company encourages role switches to enhance role learning and job satisfaction.

### Specialist

- The company focuses on select growing verticals.
- The growth of these verticals is driven by evolving lifestyles.
- Saksoft is deepening its capabilities within each vertical.
- Specific business units, operating as centers of excellence, address these verticals.

### Global presence

- The company enjoys a strong presence in Europe and the USA.

- It serves enterprise and public sector customers.
- Revenues from the US and Europe comprised 66% of revenues.
- Saksoft is expanding its presence in the Asia-Pacific.

### Customer-fit

- The Company targets customers with revenues between USD 100 Million and USD 3 Billion .
- The company is not large enough to lose the customer perspective.
- The company possesses investable resources
- The company's solutions focus on enhancing measurable customer profitability

### Brand

- The company consistently promotes the 'inch wide, mile deep' positioning.
- The focus on domain 'ownership' emphasises positive outcomes.
- This reflects a partnership approach over vendorship and specialisation over generalisation.
- This implies an assurance of enhanced customer competitiveness.

### Digitalisation

- The company maintains a focus on digitalisation-driven transformation.
- The company is recognised as a specialist for mid-sized global corporations.
- The company's digitalisation initiatives for specific verticals serve as case studies.

- The company's success is measured by positive financial outcomes for customers.

### Acquisitions

- The company completed nine acquisitions.
- The company integrated acquired companies into Saksoft swiftly.
- The company's acquisitions have focused on complementary capabilities ('string of pearls').
- Each acquisition contributes to Saksoft's top-line and bottom-line growth.

### Locations

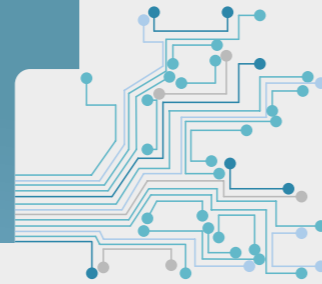
- The company operates across 16 locations.
- The company leverages attractive costs and talent availability.
- The company evaluates international locations for new centers.
- The company seeks nearshore advantages in cost and talent availability.

### Offshore approach

- The company largely delivers solutions out of India.
- A majority of its employees are based in India.
- It benefits from moderate costs and a wide recruitment pool.
- Its offshore model has become increasingly relevant post-pandemic.

# Saksoft's integrated value-creation report

Our report on how we have institutionalised our value-creation process



## The scorecard

### Employee value

347.19

Rs. cr, salaries, FY 23-24  
(Rs. 297.91 cr, FY 22-23)

### Customer value

761.63

Rs. cr, revenues, FY 23-24  
(Rs. 665.60 cr, FY 22-23)

### Vendor value

277.75

Rs. cr, purchases, FY 23-24  
(Rs. 259.54 cr, FY 22-23)

### Shareholder value

2702

Rs. cr market valuation,  
March 31, 2024 (Rs. 1531 cr,  
March 31, 2023)

### Community value

1.24

Rs. cr, spending, FY 23-24  
(Rs. 1.22 cr, FY 22-23)

### Exchequer value

32.57

Rs. cr, tax payment, FY 23-24  
(Rs. 28.56 cr, FY 22-23)

## Overview

There is an increasing emphasis on the ability to create value for all stakeholders. Consequently, the concept of value creation has expanded beyond traditional metrics like revenue or profit growth to include intangible measures that contribute to holistic value creation. Moreover, the definition of a stakeholder has evolved from merely shareholders

to anyone impacted by the company's operations. This shift has led to stakeholder value creation becoming a comprehensive way to assess the effectiveness of modern organisations.

The Integrated Value Creation Report incorporates various aspects (financial data, management commentary, governance, remuneration and sustainability reporting) to demonstrate how value

is enhanced for diverse stakeholders, including employees, customers, suppliers, business partners, local communities, legislators, regulators and policymakers. The detailed inputs and outcomes illustrate how an enterprise is structured for holistic sustainability across market cycles. This makes the communication of this Integrated Value Creation Report imperative in an annual report.

## Our sustainability framework

### Brand

- Recall of a specialist
- Focused on digital transformation
- Brand reinforced by successful case studies
- Acquisitions done with the objective of strengthening brand value

### Business model

- Timely acquisitions
- Position the company as an effective complement (technology, sales, finance and management)
- Dependable specialist
- Ideal digital transformation partner

### Culture-agnostic

- Establish each acquisition as a Centre of Excellence
- Attract specialised talent
- Operational level culture-retention

### Commitment

- Elevate companies to the next level of competitiveness
- Provide comprehensive digitalisation solutions
- Offer consultative recommendations beyond the initial scope

### Recruitment traction

- Strengthen the brand around the 'String of Pearls' concept to boost recruitment traction
- Position the company as a complement in technology, sales, finance and management
- Create an invigorating workplace with options for work from home and global recruitment

### Customer footprint

- Major presence in the US and Europe, accounting for 66% of revenues in FY 23-24
- Serving customers in multiple countries and continents
- Focus on expanding a presence in the Asia-Pacific region

### Financial structure

- Build funds for future acquisitions
- Improve net profit margin following revenue growth
- Achieve USD 500 Million revenue target by 2030

### Environmental integrity

- Use digitalisation to help reduce carbon footprint
- Enhance automation for customers
- Commitment to improve customer responsiveness

### Community support

- Provide community support
- Focus on integrated development
- Engage sustainably for long-term impact

## Our value-accretive strategy

Strategic focus	Key enablers			Material issues / addressed			Capitals impacted
<b>Innovate and excel</b>	▶ Saksoft emphasises process differentiation	This 'more from less' approach improves process efficiency.	The company customises solutions around specific customer needs.	▶ Need to continue investing in cutting-edge technologies	and a differentiated workplace culture.		▶ Financial, Intellectual
<b>Robust people practices</b>	▶ Saksoft is an employer of 2053-plus professionals ▶ The company invested in training	rewards, delegation, empowerment, responsibility and accountability.	The company offers a career-enhancing engagement experience.	▶ Need to deepen people practices, enhancing knowledge bandwidth,	solutions quality and workplace productivity.		▶ Intellectual, Human
<b>Responsible corporate citizenship</b>	▶ Saksoft is a responsible corporate citizen committed to community development.	The Group invested Rs. 1.24 Crore across CSR activities in 2023-24		▶ Need to sustain community investment with	transformative outcomes.		▶ Social and Relationship, Natural
<b>Cost leadership</b>	▶ Saksoft invested in the offshore delivery model, a proven cost-effective approach. ▶ The company has distributed its software	development across multiple cities. Specialising in digitalisation allows the company to reduce costs.	A superior price-value proposition increases customer wallet share.	▶ Need to maintain an investment in processes, practices and business models that provide a	platform for cost-effective business growth.		▶ Financial, Intellectual, Natural, Social and Relationship
<b>Service provider of choice</b>	▶ Saksoft's specialisation has enhanced its distinctive recognition. ▶ The company has invested in domain experts, technology bandwidth and	complementary acquisitions. It employs on-site professionals alongside back-end offshore engineers, creating an effective solution.	The company's services have maximised customer uptime and driven business transformation.	▶ Need to uphold a compelling customer value proposition, reflected in margin-enhancing outcomes and	multi-year customer engagement.		▶ Intellectual, Social and Relationship
<b>Value-creation</b>	▶ Saksoft enriches value for all its stakeholders	Its projects propel the businesses of its customers forward.	Its dynamic workplace fosters the advancement of employee careers.	▶ There is a sustained priority in the belief that the company	is committed to enhancing value for all stakeholders	through its business endeavors.	▶ Intellectual, Social and Relationship

# The resources through which we enhance value

**Financial capital:** Our financial resources are primarily derived from funds in the form of net worth and internal accruals. We have minimised our reliance on debt and prioritise sustainable growth without borrowing.

**Manufactured capital:** Our service-centric assets, technologies and equipment constitute our manufactured capital, essential for delivering our services effectively.

**Natural capital:** Indirectly consuming resources from nature highlights our impact on the natural environment,

emphasising the importance of sustainable practices and environmental stewardship.

**Intellectual capital:** Possessing proprietary knowledge enhances our operational excellence and competitive advantage, driving innovation and value creation within the organisation.

**Human capital:** Our workforce, comprising management and employees, contributes significantly to our organisational value through their experience, expertise and competence, highlighting the importance of

investing in talent development and retention.

**Social and relationship capital:** Our relationships with communities and stakeholders, including vendors, suppliers and customers, play a crucial role in shaping our identity as a responsible corporate citizen. These relationships influence our reputation and our ability to create sustainable long-term value.

## Value created in FY 2023-24

**Financial capital:** Turnover of Rs. 761.63 Crore 2023-24 (previous year Rs. 665.60 Crore).

Earnings per share of Rs. 9.59 in 2023-24 (previous year Rs. 8.18)

RoCE 26% in 2023-24 (previous year 27%)

**Human capital:** Number of employees increased to 2053 in 2023-24 (previous year 1967)

**Intellectual capital:** Cumulative senior management experience 330-plus person-years in 2023-24 (260-plus person years in the previous year)

## Value shared with

**Investors:** The Company delivered value to investors through dividends and market capitalisation. Market capitalisation of the Company's equity shares listed on the exchanges was Rs. 2702 Crore as on March 31, 2024

**Customers:** The Company earned Rs. 761.63 Crore in revenues from customers in 2023-24

**Employees:** The Company remunerated Rs.347.19 Crore in 2023-24, coupled with stable and knowledge-enhancing careers

**Government and regulations:** The Company paid Rs. 32.57 Crore to the exchequer in 2023-24; employment catalysed the local community through engagements.

## The elements in our value chain

**Solutions provider:** Saksoft specialises in driving business transformation through digital initiatives, empowering customers to adapt and thrive in the digital age.

**Wide portfolio:** With a robust array of frameworks and solutions tailored for digital services, Saksoft is a preferred global vendor for businesses seeking comprehensive digital solutions.

**Efficient team:** With a workforce exceeding 2000, Saksoft comprises a talented pool of digital experts equipped with the necessary skills to effectively drive business transformation.

**Marquee clients:** Saksoft maintains a diverse global clientele, spanning enterprise customers across key verticals such as Transportation & Logistics, Hi-Tech Media and Utilities, Digital Commerce and Healthtech.

**Global presence:** Saksoft has established a strong presence in the US, UK and APAC regions, each representing promising opportunities for sustained growth over multiple years.

**Sustainable strategy:** Saksoft prioritises growth through strategic acquisitions, fostering extended customer relationships and facilitating enhanced business expansion.



SOUL  
Saksoft's  
ESG  
commitment

## Overview

Environmental, Social and Governance (ESG) factors hold a growing importance in today's business landscape. ESG considerations help companies manage risks associated with environmental impacts, social responsibilities and governance practices. Investors increasingly seek companies with strong ESG performance, recognising its potential to enhance long-term sustainability and profitability. Regulatory compliance

with ESG standards is becoming more stringent and companies that align with these regulations can avoid legal penalties and maintain operational licenses. Additionally, companies with robust ESG profiles often enjoy enhanced reputation and brand value, attracting loyal customers and top talent. Operational efficiencies, innovation and capital access help prioritise ESG practices, contributing to long-term value creation and resilience.



### Environment

Sustainable business practices not only benefit the environment but also enhance brand reputation, attract environmentally conscious customers and improve operational efficiency. Saksoft is committed to develop eco-friendly solutions, allowing it to attract like-minded partners. These solutions include route optimisation for logistics customers, energy-efficient data centers and maintaining its carbon-positive status.

### Social

The social component focuses on investing in employees, customers and community engagement. These relationships form a framework that safeguards the Company from risks such as competition risk, talent retention risk etc.

**Employees:** We observe an employee-driven work culture where all employees, irrespective of gender, caste, nationality etc. are given an equal opportunity to perform. We provide facilities such as work from anywhere, flexible work hours, health insurance etc.

**Customers:** We offer specialised services to customers in digital transformation spaces. Our expertise, coupled with personalised approach to customer relationship management, enable us to deliver value to customers that can be measured through superior profitability outcomes.

**Community:** We recognise the importance of extending social responsibility beyond our immediate area of influence, extending beyond financial contributions to make a lasting difference. Since inception, we consistently prioritised community well-being, contributing

to the economic development and improvement of life quality in the communities we served.

### Governance

The governance component encompasses business strategy, values, codes of conduct and Board composition and responsibilities. Additionally, it reflects the organisation's commitment to uphold principles of the United Nations Global Compact (UNGC).

At Saksoft, governance enhances organisational predictability, attracting like-minded stakeholders who share our business values. This section outlines some principles of our governance commitment.

**Stakeholder value:** We strive to enhance customer competitiveness through superior solutions quality. Our employees experience pride, fair compensation and opportunities for career advancement. Our investors benefit through a superior return on capital invested compared to other investment alternatives. The community benefits through taxes, CSR contribution and job creation. Our vendors benefit from stable partnerships.

**Brand impact:** We strive to earn the respect of all stakeholders. Our customers see us as a company that advances their businesses with superior and personalised solution quality. We offer our employees a stimulating work environment. In the communities where we operate, we are known for employing safe processes and promoting prosperity through responsible interventions. Our shareholders view us as a globally competitive player that consistently enhances value.

**Process-driven:** We have significantly increased investments in processes and systems, resulting in a robust framework of checks and balances that effectively mitigate risks. Our audit-focused and compliance-oriented approach has been strengthened, enhancing the credibility of our reported figures.

**Board of Directors:** Our company is guided by a competent Board of Directors. The Board includes individuals who have enhanced our expertise, business insight and strategic direction. The Board comprises 5 Independent Directors who provide valuable perspectives.

**Integrity:** We are steadfast in our commitment to conduct business with integrity. This includes fair talent appraisal, promoting gender equality, zero tolerance for sexual harassment or ethical violations, unbiased recruitment practices, impartial performance evaluations, respect for individual dignity and environmental preservation.

**Balanced approach:** When dealing with accounting treatments that require interpretation, we prioritise a conservative approach to ensure that our financial records accurately reflect reality. For market-facing initiatives, we adopt a proactive stance, positioning ourselves to seize opportunities as they arise.



### Overview

The United States hosts one-third of the USD 5 Trillion global information technology (IT) market, making it the largest IT market worldwide. The industry contributes USD 1.9 Trillion to the U.S. GDP, representing over 10% of the national economy, and supporting 12.1 Million jobs.

In FY2023-24, the USA accounted for 42% of Saksoft's revenue, making

it the company's largest market. Saksoft has a significant presence in US sectors such as fintech, logistics, and healthcare. With tech spending in the US expected to grow by 5.5% in 2024, particularly in financial services and healthcare, Saksoft can leverage its expertise in AI cloud, and security to aid these industries in their digital transformation efforts. (Source:trade.gov)

### Geographic trends

- In spite of the muted demand owing to the high interest rates, the USA is expected to generate the highest revenue in the world at USD 522.00 Billion in 2024.
- With US IT companies investing in global capability centres, the IT

outsourcing market is expected to reach USD 197.30 Billion in 2024.

- Approximate average spend per employee in the IT services market could reach USD 3.01 thousand in 2024.

### Strengths

- Growth-driven and mission-critical service offerings
- Presence across domains of high-expertise and credibility
- Robust reference-driven customer portfolio
- Order book comprising big-ticket multi-year contracts with prominent brands, enhancing revenue visibility
- Comprehensive solution-provider
- Ample opportunities for cross-selling and upselling

317.48

Rs. Crore, revenue in FY 23-24

312.83

Rs. Crore, revenue in FY 22-23

### Highlights, FY 23-24

- Generated Rs. 317.48 Crore in revenue,
- Fintech accounted for the largest market share

### Outlook

The company will increase investments to enhance its sales engine in the US market.

### Case studies

Our client encountered challenges with a JSP/Servlet-based architecture that made maintenance and updates complex, with an outdated UI. Saksoft migrated the client to React and Redux, separating the UI from business logic and developing microservices with RESTful APIs. It provided comprehensive infrastructure support for faster feature development. The client migrated to AWS with automated infrastructure management, and achieved zero downtime deployment for continuous operations.



**260.88**  
Rs. Crore, revenue in FY 23-24

**186.36**  
Rs. Crore, revenue in FY 22-23

### Overview

The Asia IT services market is expected to generate revenues of USD 299.30 Billion in 2024, with IT outsourcing leading the sector with an anticipated market volume of USD 114.80 Billion . The market is expected to experience a compound annual growth rate (CAGR) of 6.68% from 2024 to 2029, reaching a total market volume of USD 413.50 Billion by 2029.

In FY2023-24, the APAC region contributed 34% of Saksoft's revenue, making it the company's fastest-growing market. Driven by economic expansion and digitalisation initiatives,

the APAC region is poised for substantial growth. Singapore, a crucial market within APAC, is witnessing strong growth in AI spending, cloud adoption, and cybersecurity—areas where Saksoft has considerable expertise.

(Source: Statista)

### Highlights, FY 23-24

- Generated Rs. 260.88 Crore in revenue, 40% growth compared to the previous year
- Fintech and Transportation and Logistics accounted for the largest market share

### Outlook

The company aims to provide support to the global capability centres, built by its US clients in India. The company expects the APAC region to sustain high growth owing to a rise of these centres.

### Case studies

Our client initially utilised a tool for campaign management but faced system strain upon expanding into Thailand and Malaysia. Saksoft implemented Adobe Campaign Classic (ACC) and integrating it with internal systems via SOAP-based services. Thailand and Malaysia were successfully onboarded onto ACC, while existing Unica customers in Singapore were migrated to ACC. This initiative resulted in multi-channel campaigns across three markets, reaching over 7 Million customers, boosting sales.

### Geographic trends

- Demand growth for IT support services for global capability centres built by overseas clients
- Ongoing cloud migration and the adoption of cloud-based solutions.

- Increased emphasis on cybersecurity to counter evolving threats.
- Rising investments in digital transformation initiatives across various industries.

### Strengths

- Loyal clientele that generates references for prospective customers
- A preferred digital partner for government institutions
- Market-relevant digital domain expertise



**183.27**  
Rs. Crore, revenue in FY 23-24

**166.40**  
Rs. Crore, revenue in FY 22-23

### Overview

The European IT services market is expected to generate USD 449.40 Billion in revenue in 2024, with IT outsourcing leading the sector with an approximate market volume of USD 176.40 Billion .

European technology spending is expected to experience a significant rebound, growing by 5.1% in 2024, with a focus on digital maturity, cybersecurity, and digital innovation—

areas that align perfectly with Saksoft's service offerings.

### Highlights, FY 23-24

- Generated Rs. 183.27 Crore in revenue, an 8% growth compared to the previous year
- HighTech Media and Utilities accounted for the largest market share

### Geographic trends

- Increasing use of generative AI
- Rising instances of cyber security breach
- Stricter data privacy regulations
- Stricter requirements on how businesses collect, use and store

- personal data by GDPR (General Data Protection Regulation) and CCPA (California Consumer Privacy Act)
- Approximate average spend per employee in the IT Services market to reach USD 1,075 in 2024

### Strengths

- Presence of smaller nearshore teams to support offshore teams due to overlapping time zones
- Guaranteed delivery within client's time zone
- Specialised domain expertise
- Diverse services offerings across industries

### Outlook

The company expects to enhance its transportation and logistics sector presence in the UK market through strong references.

In the UK, our client faced challenges with distributed applications spread across on-premises and Azure environments, limiting scalability and growth potential. Saksoft implemented a hub and spoke approach to Azure architecture, designing ARM templates and establishing a CI/CD pipeline. It integrated on-premises and Azure applications using middleware, optimised the cloud infrastructure and enhanced security with WAF and Azure Firewall. This improved resource availability, enhanced network management, cost-effective automation and streamlined operations under one framework.

## Saksoft and its commitment to community development



## Profile of Board of Directors



**Mr. Aditya Krishna**  
Chairman & Managing Director

An M.A. (Economics) from St. Stephens College, New Delhi and MBA (Finance & Marketing) from Northeastern University, Boston, USA, Mr. Aditya Krishna began his career with Chase Manhattan Bank N.A, New York, USA. He undertook a three-year Owner/ President Management programme at Harvard Business School, Boston USA during 2010 - 2012. From 1987 to 1990, Aditya was a member of the Business Analysis department of the Credit Card Business Citibank N.A, New York, USA. From 1990 to 1995, he was the Vice President – Credit Director & Financial Controller, Citibank N.A, India, responsible for managing Citibank India's credit card portfolio. Mr. Aditya Krishna founded the Nation Wide Finance Limited and was the Managing Director of the Company from 1995

to 2001. Mr. Aditya Krishna sold 74% of the Company to Citigroup, Inc in 2020. He managed the transition to Citigroup management team for about a year before selling the balance 26% to Citigroup in 2003. The Company was renamed as Citifinancial Consumer Finance India Ltd and was the market leader in small ticket sub-prime lending. Citifinancial Consumer Finance India Ltd was a part of the global Citifinancial finance arm of Citigroup.

From 1991 to 2002, Mr. Aditya Krishna was a Director in Kennametal India Ltd (erstwhile Widia (India) Ltd) as a member of the promoter group. From 2007 to 2013, he served as an Independent Director on the Board of Ing Vysya Bank. Mr. Aditya Krishna, founded Saksoft Limited in 2000 and is currently serving as its Chairman and

Managing Director. Saksoft Limited is globally renowned for its advanced digital transformation solutions and helping businesses stay relevant in a highly connected, rapidly evolving world. Saksoft offers a wide range of services such as Strategic Consulting, Information Management, Application Development, Digital Testing, Robotic Process Automation (RPA), Cloud, Mobility and Internet of Things (IoT). Mr. Aditya Krishna is also a member of Corporate Social Responsibility (CSR) Committee of the Board.



**Mr. VVR Babu**  
Independent Director

Mr. Babu has a Master of Science (M.Sc. Tech), Applied Mathematics and Operations Research from National Institute of Technology Warangal, Master of Philosophy (M.Phil.), Computer Science from Central University of Hyderabad, Executive Development Program in Business Administration and Management from Harvard Business School.

Mr. Babu has over 36 years of experience in the ITC Group. He held several strategic positions and was one of the key founder members of ITC Infotech India Limited (a 100% subsidiary of ITC Limited). In the last 15 years of his career in ITC, he held the positions of Senior Vice President and Member of Management Committee of ITC Infotech and Chief Information Officer (CIO) of the ITC Group. Mr. Babu has

also held several leadership positions in the IT Organisation including Divisional CIO of the FMCG and Agri- Business Divisions respectively. Mr. Babu is an active spokesman in various industry forums, championing the cause of Information Technology as a strategic tool for superior value creation, besides influencing the policy makers with thoughts, suggestions and actions that can help

**Profile of Board of Directors** Continued.

and further growth of the IT Industry in the country. He had the privilege of being part of a select Industry team that interacted with the Government of West Bengal during the creation of the Information Technology Policy of the state in 2000 and enhanced and

modified IT/ITES Policy of 2003. Mr. Babu during his professional career also held various key positions in Industry Bodies such as Chair-Person for CII IT Committee, Bengal Chambers IT Committee, NASSCOM Eastern Region and TIE Kolkata Chapter.

Mr. Babu is an Independent Director and the Chairman of Stakeholders' Relationship Committee and Nomination & Remuneration Committee. He is also a Member of the Audit Committee and CSR Committee of the Board.



**Mr. Ajit Thomas**  
Independent Director

Mr. Ajit Thomas, is the Chairman of the A. V. Thomas Group, which has interests in Consumer Products, Speciality Beverages, Natural Ingredients, Leather Products and Plantations.

Mr. Ajit Thomas is an Independent Director and the Chairman of Audit

Committee. He is also a Member of Nomination & Remuneration Committee of the Board.



**Ms. Kavitha Vijay**  
Independent Director

Kavitha Vijay is the Joint Managing Partner of IC Universal Legal. She has been with the Chennai office of the Firm since its inception in 2006 and spearheaded the growth of the Chennai office from start to the large multi-disciplinary team of reputation and ranking that it is in Chennai.

Equipped with varied experience across diverse sectors, her focus is mergers, acquisitions, private equity investments and joint ventures. She also advises on corporate and regulatory requirements, infrastructure, real estate and financial services, fintech, agritech.

She is known for her ability to close any transaction through a combination of innovative strategy, her expertise in negotiation and robust implementation.

She has been a deal maker on a number of the notable private equity and M&A transactions of the Firm and represents some of the most renowned business houses in India. Kavitha also works with HNIs and family groups on the allocation of interest rights, responsibilities, succession issues and estate management.

She is an independent and External member of Internal

Committee established by several leading companies in accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has initiated several activities in furtherance of corporate social responsibilities through a combination of aiding communities and pro-bono work.

Ms. Kavitha and her contribution has been showcased in several platforms and she has been highly ranked by law firm ranking agencies in the private equity and M&A sectors.

**Profile of Board of Directors** Continued.



**Mr. Ganesh Chella**  
Independent Director

Mr. Ganesh Chella is the cofounder & Managing Director of CFI (Coaching Foundation India Pvt. Limited ), (www.cfi.co.in) one of India's most preferred destinations for potential Coaches and clients for coach education and coaching-led leader development solutions. He pioneered the use of executive coaching for leader development in India.

Mr. Ganesh Chella is also the founder of Totus Consulting, a strategic Human Resource

Consulting firm that has been addressing the Organisation Development and HR needs of hundreds of clients since the year 2000. (www.totusconsulting.in). His work as a trusted advisor to high growth organisations and entrepreneurs deserves special mention.

He has three books to his credit: 'Creating a Helping Organisation', 'Are you ready for the corner office?' (coauthor) and 'HR Here and now' (co-author). He has a large body of published

articles and blogs to his credit.

Mr. Ganesh is an alumnus of XLRI, Jamshedpur, a professional member of the India Society for Applied Behavioural Science, and trained and certified as a Coach by Dr. Skiffington, Australia and Coaching Foundation India.



**Ms. Kanika Krishna**  
Non-Executive Director

Ms. Kanika Krishna is the Chief Operating Officer of the Abrasives Division of Sak Industries Private Limited. The Company is a leading international player in the industrial abrasives market with factories in Gummidipoondi, Chennai, Buffalo, New York and Philadelphia, Pennsylvania. Ms. Kanika has a good understanding of the abrasives industry and has articulated a growth strategy for the company by focusing on niche product segments and niche markets. She is experienced in working with cross-cultural

teams and international markets. Prior to joining the abrasives business, Kanika worked with Deutsche Bank in India and Merrill Lynch in New York. Ms. Kanika has an MBA in Financial Management from Pace University, New York, USA. Prior to this, she completed the Masters program in International Business from the Manchester Business School, UK. She is also an alumnus of Stella Maris College, Chennai, where she completed her Bachelor of Commerce degree. Ms. Kanika is a Non Executive Director and a Member of

Stakeholder Relationship Committee, Corporate Social Responsibility (CSR) Committee, and Risk Management Committee of the Board.

Profile of Board of Directors Continued.



**Mr. Suresh Subramanian**  
Independent Director

Mr. Suresh Subramanian is a Fellow Member of the Institute of Chartered Accountants of India and is a Bachelor of Commerce graduate from Shriram College of Commerce, University of Delhi.

Mr. Suresh Subramanian has over the past 39 years gained wide experience in auditing and accounting profession having worked with many of

the big 4 accounting firms in India.

During his career, he was the lead audit partner on various clients (both Indian as well as multinational corporations). He is experienced in carrying out audits under various GAAPs and has also performed various audit related services. He has strong understanding and knowledge of accounting requirements and

complexities across several industry segments having led or been involved in audit and other engagements of national and multinational corporations. Mr. Suresh Subramanian is also an Independent Director in Coromandel International Limited, Sundaram Trustee Company Limited, Veritas Finance Private Limited and Delphi TVS Technologies Limited.

# Report of the Board of Directors

*Dear members*

Your Directors have immense pleasure in presenting the Twenty Fifth (25<sup>th</sup>) Directors' Report of Saksoft Limited together with the Audited Financial Statements for the Financial Year ("FY") ended March 31, 2024.

## I. FINANCIAL PERFORMANCE

On a consolidated basis, your Company's sales increased to Rs.7616.25 Million for the current year as against Rs. 6656.04 Million in the previous year, recording an increase of 14%. Your Company's net profits increased to Rs. 1282.10 Million for the current year as against Rs. 1054.38 Million in the previous year, recording an increase of 22%.

On a standalone basis, your Company's sales increased to Rs. 2250.61 Million for the current year as against Rs. 2093.93 Million in the previous year, recording an increase of 8%. Your Company's net profits increased to Rs. 388.16 Million in the current year as against Rs. 345.27 Million in the previous year, recording an increase of 12%.

Key highlights of financial performance of your Company for the financial year 2023-24 are provided below:

	Consolidated Results (Rs. in mn)			Standalone Results (Rs. in mn)		
	Year ended March 31 2024	Year ended March 31 2023	Growth	Year ended March 31 2024	Year ended March 31 2023	Growth
Total Revenue	7616.25	6656.04	14%	2250.61	2093.93	8%
Other Income	69.48	94.30		101.75	81.69	
Total Income	7685.73	6750.34		2352.36	2175.62	
Operating expenses	6249.39	5574.51		1901.74	1773.81	
Operating Profits	1436.34	1175.83	22%	450.62	401.81	12%
Depreciation	118.98	99.63		55.17	48.21	
Interest and Finance Charges	35.26	21.82		7.29	8.33	
Net Profit before Tax	1282.10	1054.38		388.16	345.27	
Tax	320.36	234.61		82.26	66.79	
Net Profit after Tax	961.74	819.77	17%	305.90	278.49	10%

Note: The Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

### a. Results at a glance

(Amount in Rs million)

Particulars	Consolidated		Standalone	
	FY 23-24	FY 22-23	FY 23-24	FY 22-23
Total Income	7685.73	6750.34	2352.36	2175.62
Operating expenses	6249.39	5574.51	1901.74	1773.81
Net Profit after Tax	961.74	819.77	305.90	278.49
Basic EPS	9.59	8.18	2.90	2.64

**Dividend**

During the year under review, the Company recommended/declared dividend as under:

Particulars	FY 23-24	FY 22-23
	Dividend per share (Face Value per share Re. 1/-)	Dividend per share (Face Value per share Re. 1/-)
Interim Dividend	0.40*	0.35
Final Dividend	0.40**	0.35
<b>Total</b>	<b>0.80</b>	<b>0.70</b>

\*The Board of Directors had approved Interim Dividend on 7<sup>th</sup> November 2023 for FY 2023-24.

\*\*The Board of Directors have recommended a Final Dividend of Re. 0.40 per share subject to approval by shareholders.

**Transfer to Reserves**

The Company has not made any transfer of amount to General Reserve during the year.

**Share Capital**

The paid-up Equity Capital of the Company as on March 31, 2024 stood at Rs. 10,60,41,000/-.

**Subsidiary Companies**

Subsidiaries of the Company are engaged in the business of providing IT Services, allied business solutions and strategic consulting services encompassing Digital Transformation for its customers.

There has been no material change in the nature of the business of the Subsidiaries.

**a. Financial Performance of Subsidiaries – At a glance**

Foreign/Indian Subsidiary	Name of the Subsidiary	Particulars	FY 23-24	FY 22-23	Increase/Decrease
US Subsidiary	Saksoft Inc & its subsidiaries	Revenue	33.04 Million USD	30.09 Million USD	9.80%
		Profit Before tax	3.56 Million USD	1.49 Million USD	138.93%
Singapore Subsidiary	Saksoft Pte Ltd & its subsidiaries	Revenue	13.83 Million SGD	11.02 Million SGD	25.50%
		Profit before tax	1.97 Million SGD	0.91 Million SGD	116.48%
UK Subsidiary	Saksoft Solutions Limited & its Subsidiaries	Revenue	17.10 Million GBP	17.06 Million GBP	0.23%
		Profit Before Tax	1.69 Million GBP	1.49 Million GBP	13.42%
Indian Subsidiaries	Three Sixty Logica Testing Services Private Limited & its Subsidiaries	Revenue	828.98 Million INR	718.58 Million INR	15.36%
		Profit Before Tax	246.56 Million INR	236.44 Million INR	4.28%
	Dream Orbit Softech Private Limited and its subsidiary	Revenue	1133.01 Million INR	1058.96 Million INR	6.99%
		Profit Before Tax	224.13 Million INR	231.01 Million INR	(2.98)%

During the year under review,

- The Indian subsidiary Threesixty Logica Testing Services Private Limited acquired Solveda Software India Private Limited.
- The US Subsidiary Saksoft Inc acquired Solveda LLC

Solveda is a software design and development Company with niche expertise in cutting edge E-commerce applications catering to B2B and B2C customers. Solveda offers complete project delivery of E-commerce applications by utilizing pre-built artefacts and accelerators thus reducing time to market and costs for customers. With a worldwide workforce of 200 people Solveda has enterprise customers globally, serving customers in the US, APAC and EMEA regions.

**b. Statutory disclosures with respect to Subsidiary Companies**

Pursuant to provisions of Section 129(3) of the Companies Act, 2013, a Statement containing Key

results and indicators of the Financial Statements of Subsidiaries is attached to the Consolidated Financial Statements under Form AOC-1.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Financial Statement of the Company, Consolidated Financial Statements along with relevant documents and separate Audited Accounts in respect of Subsidiaries, are available for public view on the website of the Company <https://www.saksoft.com/investor/financials/>.

In addition, these documents will be available for inspection during business hours at the registered office of the Company.

**Particulars of Loans, Guarantees or Investments**

Loans, guarantees and investments covered under Section 186 of the Companies Act 2013 forms part of the Notes to the Financial Statements provided in this Annual Report.

**II. BUSINESS OPERATIONS AND STATE OF AFFAIRS**

**SAKSOFT MAINTAINS SILVERLINE GROWTH STREAK**

Information Technology industry is going through a transitional phase of disruption and re-imagination in the middle of a sluggish economic outlook across the world over the past few years. Political innuendoes and warfare haven't been helpful either to wrest back the unfolding situation. All industrial sectors are facing the test of times and find themselves at an inflexion point to re-think its course of operations. We foresee this trend to hang around for a while before we wade away to a positive phase of long-term growth momentum that would open up budget spends on the fast lane with respect to digital transformation journeys. These are challenging times indeed to draw up and align to revenue guidance plans amidst clogged policy formulations from government and industry bodies that hamper consumer trends and spend patterns. We have also seen deviations and talks of moving away from consensus and pledges on climate protocols reached earlier by various countries. The concept and the effectiveness of Carbon offsets is also under the scanner for its ability to contribute to a greener planet and protect the environment as envisaged. The silver lining moment amidst the transformative industry cycle is that Saksoft is in its 25<sup>th</sup> year of industry presence.

The buzzword around Generative AI and its outreach has garnered significant attention in the recent times for reasons on either side. We have just seen the tip of this disruptive technology that is waiting to assume proportions of greater magnitude and impact. AI has put the technology industry on the racing line and pitted the industry captains against each other to outdo and deliver industry altering outcomes and imagine new generation of solutions that shape up the extent of integration to other components of the economic ecosystem. Given the reach and direct impact right up to an individual level, AI can challenge the human race and the status quo in terms of how we function as an industry and society. It has also thrown up challenges in terms of retaining talents and staying relevant with clients as the industry is going through a churn and digital use and vision undergoing structural changes by the day. The big existential question doing the rounds is "Are you AI ready?"

The upside to AI and other path bending technologies is that it has undone the traditional thought processes and pushed technical minds to outthink first of its kind solutions to restart the way technology can be used to chart new paths for engaging and transacting on an everyday basis. It seems to be an agnostic phenomenon at the moment with unexplored depths and opportunities waiting to be unearthed. The challenge is how soon we are ready to adapt to the changes AI can bring in. Amidst

all the din, the industry is upbeat about re-inventing itself to widen the virtual possibilities and line up new age products and solutions. Whilst it's a long road for AI to traverse, we believe its not here to replace humans entirely or cut workforce , but re-define opportunities. It means that we have to skill up, re-tune the creativity and enable the IT workforce to adapt to use generative AI to make better products and render unique services for nothing can beat the critical and strategic thinking ability of human minds.

We have the start up ecosystem running in parallel which are showing signs of stabilizing in the medium to long term with the government's backing to promote and develop skills hub across the country. These entities driven by technology leaders with skilled minds and an appetite for risk taking coupled with independence in decision making augurs well for the industry to venture into niche and unexplored areas and to constantly keep innovating and do things better. It would help to create and nurture skills in new technologies. These kind of niche companies have done well with good governance, vision to excel and government support. They have the option to look up to the support of the industry and get integrated with mainstream IT organizations to scale up and widen their reach.

We can't discuss about future developments in an organization or the industry without delving into the augmentation plan for resources and how to assist them to widen their creative spectrum and play with technological skills. The pandemic infused work from home, hybrid model and work from office debate has been going on for a while now, but we believe returning back to office is the ideal way for an individual to develop their career, hone their skills and learning by observing peers, superiors and leaders at work and more importantly imbibing values and culture by connecting with people at work. There is no need to break or dismantle the traditional work structures and models which have been surviving and growing on its own by the same set of people who make it tick. We want our resources and teams to be together, collaborate and learn from each other. We believe in values, We believe in People and that's what makes Saksoft's DNA. We want to protect it and help us face new challenges with renewed vigour and confidence.

We also believe that any digital or technology driven advancement has to be for public good. It should cater to a larger audience, touching every human and elevate the standard of living. The products and scope

areas should involve more such domains and include development areas that can help attain inclusive growth in the society by bringing in all categories of people into the technology world. The road ahead is set for exciting times with technologies like generative AI opening up access to technology to young minds who can tap into the possibilities it has to offer with proper guidance and hone their learning skills from a very young age. If these technologies can be used to impart and build knowledge hubs, then we are looking at infinite possibilities to create more opportunities and work.

Saksoft would be reshaping its strategic outlook for business growth by adopting a more wholistic approach in the coming days to address sector specific needs of clients and deepen the niche level of engagements with various sectors of the economy. This would add more focus and direction to target aggressive growth in the next few years by aligning our workforce to stay equipped and relevant to the market requirements of various industrial segments which would get driven by the current technological wave to prepare for the future.

**DATA ANALYTICS -TOUCHING ALL SECTORS**

2023-24 has a been a challenging year for the industry and we have seen slowness in overall growth but it has been an encouraging year too for the Data Analytics group where we have managed to add new offerings in Cloud solutions and data engineering platforms, Modern data Architectures, IOT based data solutions, Business intelligence solutions, Machine Learning and Gen AI capabilities. Our integrated team for Data engineering and Analytics has continued to skill up and have delivered new age Data projects across US, EU, India and APAC region with robust design, modern techniques and Agile delivery framework.

Cloud data platforms have been our focus from 2022 and we have added new capabilities and offerings like Lakehouse architecture, LEAP (Logistics Enterprise Analytics Platform) , API ingestion framework using Liquid maps and migration roadmap to the popular PostgreSql for our customers. While we continue to service all the major hyperscaler cloud platforms like AWS, GCP, Snowflake and SAP, it was Microsoft Azure base solutions that continues to see most rapid adoption among our customers with Databricks and MS Fabric being the popular choice.

In Logistics & Education sector, we have built Azure based data platform using the modern delta lake concept

on Microsoft Fabric (Lakehouse architecture) with the consumption layer built on Power BI. With high level of data integration into MS Fabric, enablement of Devops to quicken and automate deployments and use of API ingestion techniques to achieve dynamic data mapping, we have demonstrated faster implementation cycles and platform builds to enhance speed to market lead time. This has garnered good attention and patronage from businesses in the Education & Logistics space

We have created LEAP (Logistics Enterprise Analytics Solution) which is ready to deploy, 70 % pre-built and BI/AI enabled modern Data Analytics solution. Within a month of its launch in Nov 23 it was well received in the logistics world drawing appreciation from our current customers and generating massive interest in our potential customers. We are seeing Consumer interest picking up rapidly in the Transportation and Logistics sector for the solution.

On the LEAP platform, we have built a co-pilot that sits on the structured data layer and is able to offer insights and ability to drill down an any aspect of the business on the fly. We have built other use cases on this platform using traditional ML like Demand forecasting and Rate negotiator which is being received well by the Clients.

We built multiple levels of forecasting using a combination of Traditional ML, Deep learning and time series techniques for one of our UK based Logistics Customer which went on to be nominated for the Motor Transport Award Innovation 2024.

We also serve as the primary data engineering and BI solution provider for one of India's biggest credit rating agency. With Ab initio as the primary ETL engine to move huge volumes of data between BIG Data Hadoop stores and Cloud platforms, we also provide Tableau, Python and R based big data analytics support in the Credit Management domain. Buoyed by the success and growth, we are planning to venture into predictive analytics space as a joint team of Data scientists to help solve the complex problems faced by Credit management companies.

With the Advent of Gen AI our Data science team have been invited and engaged with multiple POC's that have started to translate into long term engagements. The team has generated a rich experience on Gen AI capabilities within a short period of time and have solved some traditional ML problems quickly with the use of LLM models. We have also used Open AI based LLM to do Trust pilot - Aspect

based sentiment analysis for the Retail sector which we hope would add value to our Clients in this space. We are also actively involved in proof-of-concept projects in the Computer vision Domain that uses image processing techniques to expand our reach to a varied set of Clientele.

**CLOUD SECURITY**

Saksoft's Cloud infrastructure and security business has lent a well-rounded offering stream to bolster the company's service capabilities. We have a team of well trained and certified resources to help clients migrate to Cloud based infrastructure platforms and avail services. We have invested our focus in building Automation as a service platform to strengthen our sales pitch. This could provide an opportunity for our clients to manage repeated tickets in the Infrastructure and Application based units to cut down time and channelize efforts to strengthen performance. We have also built our capability in Cloud Finops for the Cloud environment.

We have deepened our partnerships with Global Cloud Service providers to widen our service network and bring in economies with respect to infrastructure procurements for our clients. We operate largely on a shared service model which enables our Customers to enjoy the benefits of pay per use plans and optimize their investments in Cloud Security. It also enhances their security environment as an organization and as a business in the overall supply chain.

**ADDING ASSURANCE TO SOLUTIONS AND OUR CLIENTS – TESTING GETS STRONGER**

Saksoft's well established Testing Business continues to drive its growth across geographies. Its ability to seamlessly integrate into existing and acquired scheme of things provides an edge to the team to work across the group involving multiple industry sectors. This has enriched the team's expertise and experience to target standalone projects and also position the company as a unique value add testing partner to many organisations and supply chain partners across the world. It is also one of the key practice that serves as a bridge to Saksoft's inorganic growth pursuits. Saksoft has devised Frameworks and Solution models in the Testing domain over the years to complement and ensure quality in Client procurements. We are keen to showcase our capabilities and expand our Client and Service provider networks with our offerings around Unite, Device Lab, Data Comparator & Gen AI Test Case Generator.

## UNITE

UNITE framework provides a comprehensive, efficient, and collaborative testing solution that addresses common pain points in software testing environments. As an open-source solution, UNITE offers the dual benefits of cost-effectiveness and community-driven development. It provides a flexible and scalable testing framework that adapts to evolving testing needs, backed by a robust community for support, knowledge-sharing, and continuous enhancement.

It offers a versatile, user-friendly, and comprehensive testing solution that not only addresses the technical challenges of test automation but also fosters collaboration, efficiency, and continuous improvement in the software development lifecycle.

It eliminates the complexity and fragmentation of using different tools for various platforms. By offering a unified framework for Web, Mobile, Desktop, and APIs using Java, it streamlines the testing process, enhances test coverage across platforms, and ensures consistency in testing protocols. It also enables simplifying the integration of test automation into CI/CD pipelines, significantly reducing setup time and technical overhead.

With its extensive library of prewritten functions, UNITE fosters code reusability, minimizing the effort and time needed to develop and maintain test scripts. This accelerates the test development process, reduces duplication of work, and allows teams to focus on more complex tasks, ultimately speeding up the release cycle.

It helps to address challenges of interpreting and communicating test results by providing detailed reporting and versatile communication options, like email and Slack. These rich reporting features offer actionable insights, facilitate informed decision-making, and enhance collaboration among teams, ensuring that all stakeholders are aligned and informed.

We are also planning to come up soon with an intuitive UI that will showcase execution, live reports and dashboards with configuration options.

## DEVICE LAB

Device Lab solution revolves around providing a streamlined, efficient, and flexible approach to device management and testing for mobile applications.

Device Lab supports extensive cross-platform compatibility testing by offering a wide range of Android

and iOS devices with various OS versions. This enables teams to effectively test and ensure consistent user experiences across different devices, screen sizes, resolutions, and operating systems, addressing one of the most pressing challenges in mobile application development.

In essence, the Device Lab's value lies in providing a comprehensive, user-friendly, and efficient solution for mobile device testing. It addresses the key challenges faced by development and QA teams, such as device management, remote testing, debugging, and cross-platform compatibility, ultimately leading to improved productivity, faster time-to-market, and higher quality products.

Device Lab simplifies the complexity of managing a diverse set of devices for testing. By offering a unified platform for controlling both emulators and real devices through a web portal, it streamlines the setup and management process. It simulates hardware button control, making it suitable for both automation and manual testing, thus saving time and reducing operational overhead.

Device Lab enables teams to perform automation testing remotely, overcoming geographical limitations. Users can access device capabilities, schedule, and execute automated test scripts from anywhere, ensuring compatibility with a wide range of devices. This feature significantly enhances testing efficiency and is particularly beneficial for distributed or remote teams.

Device Lab provides real-time access to device logs and screenshots via the portal, streamlining the debugging process. This instant access to critical information allows teams to quickly identify and resolve issues, reducing the time and effort required for troubleshooting and ensuring higher quality in the final product.

## DATA COMPARATOR

Data Comparator provides a robust, efficient, and user-friendly platform for database comparison and data integrity validation. It showcases its versatility through its universal compatibility with any RDBMS. This feature allows users to seamlessly connect to a variety of database systems, making the tool an integral part of diverse database ecosystems. Its adaptability ensures that Data Comparator can meet the varied data comparison needs across different platforms and environments.

Data Comparator's core strength lies in its ability to streamline and enhance the database comparison

process. It addresses the critical challenges of ensuring data integrity, structural consistency, and system performance while providing clear insights and maintaining compatibility across various database systems. This comprehensive approach makes Data Comparator an indispensable tool for data migration, replication, and verification processes.

Data Comparator revolutionizes data comparison by offering an efficient solution that compares data row by row across any RDBMS with minimal configuration. It adeptly handles transformations during data migration, validating the correctness of migration scripts. Its precision in detecting discrepancies ensures data integrity and significantly reduces the time and effort involved in manual verification.

Ensuring schema alignment between source and destination databases is critical, and Data Comparator excels in this area. It compares database schemas to confirm consistency, thereby aiding in the identification and resolution of structural discrepancies. This feature is pivotal during data migration or replication, ensuring seamless data integrity and alignment.

Data Comparator not only identifies data mismatches and schema differences but also presents this information in visually appealing HTML reports. These reports provide clear, actionable insights, enabling quick issue resolution and facilitating effective communication among teams. This feature transforms complex data discrepancies into understandable and actionable information.

Recognizing the resource-intensive nature of data comparison, Data Comparator offers a scalable solution. It allows for the adjustment of the size of records compared in each chunk, optimizing hardware resource utilization. This scalability ensures that the tool can handle large datasets efficiently without compromising system performance.

## GEN AI TEST CASE GENERATOR

By automating the test case generation process, the AI Test Generator offers a time and resource-efficient alternative to traditional methods. This allows teams to redirect their focus towards higher-value tasks, accelerating the overall testing lifecycle, improving efficiency, and ultimately leading to faster product development cycles. AI Test Generator's ability to streamline and enhance the test case generation process through intelligent automation, precision, and adaptability. It addresses the challenges of time consumption, error-proneness, and resource

intensiveness in traditional test case creation, makes it a transformative tool for modern testing environments.

AI Test Generator revolutionizes test case creation by harnessing pre-trained language models to interpret requirement details rapidly and generate precise test cases with just one click. This drastically reduces the time and effort involved in manual test case creation, accelerating the testing process and reducing the risk of human error.

Leveraging the power of pre-trained models, the AI Test Generator ensures high accuracy and relevance of the generated test cases. These models understand the nuances of natural language, aligning the test cases closely with the requirement details. This precision reduces the risk of errors and omissions, ensuring a high quality of testing right from the start.

AI Test Generator offers seamless integration capabilities, allowing the test cases generated to be directly pushed to standard ALM tools or exported to Excel. This feature eliminates the manual effort of transferring test cases, reducing the potential for errors and streamlining the entire test case deployment process.

Recognizing the unique needs of different projects, the AI Test Generator provides the option for fine-tuning based on human feedback during the review process. This reverse feedback mechanism allows teams to customize and refine the AI model to better fit their specific requirements, ensuring that the generated test cases are not only accurate but also highly relevant and effective for the project at hand.

## Material Changes and Commitments affecting the Business Operations and Financial Position of the Company

The Board has approved the Merger of M/s. Threesixty Logica Testing Services Private Limited, M/s Dreamorbit Softech Private Limited, wholly owned subsidiaries of Saksoft Limited and M/s. Terafast Networks Private Limited step-down subsidiary of Saksoft Limited with Saksoft Limited on May 10, 2024. There are no other material changes and commitments between 31<sup>st</sup> March 2024 and the date of this report having an adverse bearing on the financial position of the Company.

## Management Discussion and Analysis

The Management Discussion and Analysis Report in terms of Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the



"Listing Regulations"), is attached and forms part of the Annual Report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

#### Business Responsibility and Sustainability Report

Since the Company is one among the top 1000 Listed entities as per Market Capitalization, it is required to provide Business Responsibility and Sustainability Report as part of the Annual Report as required under Regulation 34(2)(f) of SEBI Listing Regulations which forms part of the Annual report.

### III. GOVERNANCE AND ETHICS

#### Corporate Governance

Our governance structure is built to facilitate effective and transparent business conduct. Guided by our unwavering commitment to our governance principles, we endeavor to deliver sustainable, long-term value for all our stakeholders, including shareholders, employees, business partners, and society at large.

#### Directors & Key Managerial Personnel

The composition of the Board of Directors is in accordance with the provisions of Section 149 of the Companies Act 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, with an optimum combination of Executive Director, Non-Executive Non-Independent Directors, Independent Directors and Women Directors.

Ms. Kanika Krishna retires by rotation and being eligible offers herself for re- appointment. A resolution seeking shareholders' approval for her re- appointment forms part of the Notice to the Annual General Meeting.

During the year under review, Ms Malini Thadani resigned from the Board as an Independent Director with effect from July 30, 2023 on account of personal reasons. Ms Kavitha Vijay was appointed to the Board as an Independent Director with effect from August 14, 2023 and Mr Suresh Subramanian was appointed to the Board as an Independent Director with effect from September 21, 2023.

During the year under review, Non- Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, dividend and reimbursement of expenses

incurred by them for attending Meetings of the Board/ Committee of the Company. Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2024 are: Mr. Aditya Krishna, Chairman and Managing Director, Mr. Niraj Kumar Ganeriwala, COO & CFO and Ms. Meera Venkatramanan, Company Secretary. The disclosures required under Section 197(12) of the Companies Act 2013, are provided in Annexure 2 to this Report.

The Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs, ('IICA') as required under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

#### Declaration by Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act 2013, Independent Directors have submitted declarations to the effect that each of them meets the criteria of Independence as laid down in Section 149(7) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Directors of the Company have met all the obligations as prescribed under the Regulation 25 of SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

#### Meetings of the Board

The Board met six times during the Financial Year 2023-24. The details of the Meetings are provided in the Corporate governance report that forms part of this Annual Report. The necessary quorum was present for all the Meetings. The maximum interval between any two Meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

#### Board Evaluation

The Companies Act, 2013 and SEBI Listing Regulations contains broad provisions on Board Evaluation i.e. evaluation of the performance of (i) the Board as a whole, (ii) Individual Directors (including Independent Directors and Chairperson) and (iii) various Committees of the Board. Pursuant to the said provisions, the Board of Directors has carried out an annual evaluation of its own performance, Board, Committees, and individual Directors.

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 in January 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

- Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance of Executive Directors, succession planning, strategic planning, etc.
- Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/ recommendation to the Board, etc.
- Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, proper representation of shareholder interest and protecting shareholder value, industry experience and expertise to provide feedback and guidance to top management on business strategy, governance, risk and understanding of the organization's strategy, etc.

In the Board Meeting that followed the Meeting of the Independent Directors and Meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual Directors was also discussed.

The Board noted the actions taken in improving Board effectiveness based on feedback given in the previous year. Further, the Board also noted areas requiring more focus in the future, which include spending more time on industry trends, long-term business threats and opportunities.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

#### Committees of the Board

The Company has the following Board Committees:

- i) Audit Committee
- ii) Nomination and Remuneration Committee

- iii) Stakeholders' Relationship Committee
- iv) Risk Management Committee
- v) Corporate Social Responsibility Committee

Details of the composition of the Committees, their terms of reference, attendance of Directors at meetings of the Committees and other requisite details are provided in the Corporate Governance Report, forming part of the Annual Report.

#### Policy on Board Diversity

The Company recognizes that building a Board of diverse and inclusive culture is integral to its success. Ethnicity, age and gender diversity are areas of strategic focus to the composition of our Board. The Board considers that its diversity, including gender diversity, is a vital asset to the business. The Board has adopted the Board Diversity policy, which sets out the approach to diversity of the Board of Directors. Web link to view the Board Diversity Policy is provided under the subheading "Website" of the Corporate Governance report.

#### Policy on Directors' appointment, remuneration, and other disclosures under Section 178(3) of the Companies Act, 2013

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on the Company's website- [https:// www.saksoft.com/investor/corporategovernance/](https://www.saksoft.com/investor/corporategovernance/)

#### Risk Management

Risk Management is an integral part of the business process. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and minimization of risk. The Statement of Risk indicating development and implementation of risk management policy is annexed to and forms part of this Report under Annexure 8. At present the Company after a considered review has not found any element or perceived threat that could pose a risk to the existence of the Company.

#### Nomination and Remuneration Policy

The Company has a Nomination and Remuneration Policy for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the

Company including criteria for determining qualifications, positive attributes, Independence of a Director and other related matters as required under Section 178(3) of the Act and SEBI Listing Regulations.

The key requirements of the policy can be found in Annexure 3 to this Report.

### Vigil Mechanism/Whistle Blower Policy

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in conformation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior. Details of the Vigil Mechanism are covered under the Corporate Governance Report, which forms part of this Annual Report.

### Director's Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, The Directors' hereby confirm as follows:

- (a) In the preparation of the Annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (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 applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023-24.

### Related Party Disclosure

None of the transactions with the related parties fall under the scope of section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under section 134(3)(h) of the Act in form AOC-2 is not applicable to the Company for FY 2023-24 and hence does not form part of this report.

### Human Resource Management

Our employees are our most important asset. Our human resources management focuses on allowing our employees to develop their skills, grow in their career and navigate their next.

During the Financial Year under review, Human Resources function continued its global transformation initiatives, in a volatile and complex business environment, to cater to the evolving organizational requirements. HR continued its catalyst role and enabled the process of change over to focus on resource planning for mid and long term.

HR continued their support to protect the employees and employers' interest by providing the Hybrid work option to its employees.

#### a. Particulars of Employees

During the financial year under review, the details of Employees who drew remuneration of Rs. 10.2 Million or more per annum or Rs. 0.85 Million or more per month with respect to information required pursuant to Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 is provided in Annexure-2

#### b. Employees Stock Option Scheme

The Company currently administers ESOP Scheme 2009. During the year under review, the following amendments were made to the ESOP Scheme 2009,

which was duly approved by the shareholders through a special resolution passed by way of a Postal Ballot on October 22, 2023.

1. The mode of implementation of the ESOP Scheme 2009 was changed from direct route to the trust route .
2. The ESOP 2006 Scheme was wound up and the remaining shares under ESOP 2006 scheme was transferred to ESOP 2009 Scheme. - The ESOP Scheme 2006 was implemented through the Trust route, under which the Saksoft Employee Welfare Trust acquired shares by way of direct allotment from the Company for the purposes of extending the benefits of the ESOP Scheme 2006 to the Eligible Employees. Subsequently, the Company has framed Saksoft Employee Stock Option Plan 2009 ("ESOP 2009"), which is currently being implemented under the direct route. The ESOP Scheme 2006 was wound up and the shares held by the Saksoft Employee Welfare Trust amounting to 5,32,460 (now 53,24,600) Equity Shares, was transferred from ESOP Scheme 2006 to ESOP Scheme 2009 post the winding up of ESOP Scheme 2006 and the modification of ESOP Scheme 2009.
3. Summary information of these stock option schemes, grant and allotments under these schemes are provided under Note No. 22(e) forming part of standalone financial statements. The details of the Options granted up to March 31, 2024 and other disclosures as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021. is available for view on the Company's website at <https://www.saksoft.com/investor/company-announcements/other>

### Disclosure pursuant to Regulation 14 read with Part F of Schedule I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

The ESOP 2009 was approved by the shareholders at their Meeting held on December 7, 2009 and subsequently amended and modified vide shareholders' resolution passed at the

Annual General Meeting on August 5, 2013 for increasing the quantum of options from 5,00,000 to 10,00,000. The Scheme was further amended on September 26, 2014 to increase the exercise period to 10 (ten) years from the date of vesting and further on August 19, 2019 for increasing the quantum of Options from 10,00,000 to 15,00,000.\*

The Board of Directors and the Compensation Committee vide a resolution passed at its meeting held on August 14, 2023 has further approved the revision in of mode of operation of Scheme from a vanilla Scheme to a Trust Scheme. This was approved by the shareholders through a special resolution passed by way of a Postal Ballot on October 22, 2023.

On October 22, 2023, further to the approval of shareholders through a Postal Ballot, the Company has modified the mode of implementation of the Scheme from direct route to trust route.

This Plan complies with the Securities and Exchange Board of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Options are granted at a price decided by the trust from time to time. However the Exercise Price shall not be less than the face value per share per option

\*Post the share split that happened on September 2022, the revised number of options is to be taken as 1,50,00,000.

The ESOP shall be allotted from the Trust to the Employees based on the shares available in the ESOP trust. Any additional acquisition of shares in a Financial year by the ESOP Trust in the secondary market shall not exceed two percent of the paid up equity capital of the Company as at the end of the previous financial year.

The Compensation Committee may re-price the Options, which are not Exercised, if ESOP 2009 is rendered unattractive due to fall in the

Share price in the stock market subject to such re-pricing being in terms/compliance with the SEBI (SBEB & SE) Regulations, 2021.

The Company shall follow the intrinsic value method for computing the compensation cost for the Options Granted.

Options outstanding at the beginning of the year	50,60,000
Options granted during the year	380000
Options exercised during the year	(3,66,000)
Options lapsed during the year	5,00,000
Options outstanding at the end of the year	45,74,000
Options vested and exercisable at the end of the year	27,44,000

Employee wise details (name of employee, designation, number of options granted during the year) of options granted to –

Employee Name	Designation	No. of Options
Saswata Ranjan Swain	Chief Delivery Officer	1,00,000
Rahul Aggarwal	Assistant Vice President	50,000
Dewesh S Tripathi	VP – Engineering	50,000
Lalit Gajendra Chaudhary	Delivery Manager	20,000
Ashwani Kumar Singh	Sr. Principal Architect QA	20,000
Ashish Kumar Srivastava	Delivery Manager	20,000
Rajani Siddartha	VP- Human Resource	20,000
Harish P	CFO – Dream Orbit	20,000
Sridhar.S	AVP – Finance	20,000
Swaminathan V	Senior Manager - Finance & Accounts	20,000
Manoj Kumar Rout	AVP – Finance	20,000
Narayanan Subramanian	AVP – HR	20,000

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

- the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;-  
The following are considered as input in the model : Stock Price (S), Strike Price (X), Volatility ( $\sigma$ ), Risk-free Rate, Time to expiration (T), Dividend Yield
- the method used and the assumptions made to incorporate the effects of expected early exercise;-  
Black-Scholes Model has been considered to arrive at the option valuation. Time to expiration has been considered as 5.5 years from the date of grant (which is the mid - point from the vesting date till last date to exercise).
- how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility:  
Volatility is based on Historical volatility for 5 years.
- whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition  
No parameters other than as mentioned above have been considered.

**C. Policy on sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company always endeavors to create and provide an environment that is free from discrimination and harassment including Sexual Harassment. The Company has zero tolerance for Sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of Sexual Harassment at work place in line with the requirements of the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding Sexual Harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The constitution of the ICC is displayed through Notice Boards at conspicuous places in all the office locations of the Company. Disclosure in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review

Number of complaints received during the year: **Nil**

Number of complaints disposed off during the year: **Nil**

Number of cases pending for more than 90 days: **Nil**

Number of Workshop or awareness Program: **3**

Nature of Action taken by the employer or District Officer: **Nil**

**IV. INTERNAL FINANCIAL CONTROLS AND AUDIT**

Internal financial control systems and their adequacy

The Company has formulated a Framework on Internal Financial Controls and laid down Policies and procedures commensurate with the Size and nature of its operations pertaining to financial reporting. In accordance with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively. The systems are periodically reviewed by the Audit Committee of the Board, for identification of deficiencies and necessary time bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

**Statutory Audit**

At the Twenty Third Annual General Meeting (AGM) held on August 09, 2022 the Members approved appointment of Messrs. R. G. N. Price & Co., Chartered Accountants (Firm Registration No. 0042785S) as Statutory Auditors of the Company to hold office for a period of five years which ends at the conclusion of AGM for the FY 2026-27.

**Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries to undertake the Secretarial Audit for the FY 2024-25 of the Company.

**Internal Audit**

M/s Finstein Advizory LLP are Independent Internal Auditors of the Company. The Audit Committee determines the scope of internal Audit in line with regulatory and business requirements.

**Auditors Report and Secretarial Audit Report**

The Statutory Auditor's Report and the Secretarial Audit Report do not contain any material qualifications, reservations, adverse remarks or disclaimers. Secretarial Audit Report of Saksoft Limited and its Indian Material subsidiaries is attached to this report as Annexure 4A and 4B respectively to this Report.

**Reporting of Frauds by auditors**

During the year under review, neither the statutory auditors nor the Secretarial Auditor has 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.

**V. SOCIAL RESPONSIBILITY AND SUSTAINABILITY**

**Corporate Social Responsibility**

Saksoft's CSR initiatives and activities are aligned to the requirements of Section 135 of the Companies Act, 2013. The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the social initiatives undertaken by the Company on CSR activities during the year under review are set out in Annexure 1 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For

other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The CSR policy is available for view on the Company's website <https://www.saksoft.com/investor/corporate-governance/>

**Particulars Regarding Conservation of Energy, Technology Absorption and Research and Development**

Details of steps taken by the Company to conserve energy through its "Sustainability" initiatives, Research and Development and Technology Absorption as required under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014.

**a. Conservation of Energy**

The Company is a Software Company and hence the operations of the Company are not energy intensive. The Company employs energy efficient computers and office equipment. The Company is conscious about environment protection and energy conservation and strives to evolve new technologies to see to that, the infrastructure is more energy efficient. The Chennai delivery center is situated in the LED pre-certified gold rated green building. In addition, the Company has made a conscious shift to LED lights across all its locations against the traditional lights to reduce the electricity consumption. These LED lights also generate lesser heat resulting in faster cooling at lower electricity consumption.

**b. Technology Absorption**

Saksoft having been in existence for more than two decades has been a front runner in adopting latest trends in Technology. The infrastructure is regularly upgraded to ensure scalability and round the clock availability in all circumstances. Right from migrating critical applications to the cloud and ensuring adequate business continuity, the company has used technology to improve the work experience of the resources and ensure efficient delivery to the customers. The Company's operations do not require significant import of technology.

**C. Research and Development (R&D)**

As mentioned above, the Company is constantly involved in developing solutions for its customers using the emerging technologies which involve considerable research and development efforts on the part of the employees. The efforts and costs incurred in such research are integral to the

operations of the Company and are not segregated and identified separately.

**VI. Disclosures**

**Foreign Exchange and Outgoings**

Particulars	(Rs in million)	(Rs in million)
Foreign exchange earnings and Outgo	2023-24	2022-23
Foreign Exchange earnings	1263.56	1301.54
Expenditure in Foreign Currency	18.24	17.39

**Annual Return**

Pursuant to Section 92(3) and Section 134(3)(a) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (MGT-7) of the Company as on March 31, 2024, will be available on the website of the Company at <https://www.saksoft.com/investor/company-announcements/annual-general-meetings/> Accordingly, this is not annexed herein.

**Other Disclosures**

- a. The details relating to deposits, covered under Chapter V of the Act, The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.
- b. There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.
- c. The Company has not raised funds through preferential allotment or qualified institutions placement during the Financial Year 2023-2024.
- d. The Company has complied with the applicable Secretarial Standards issued by Institute of Company Secretaries of India ("ICSI").
- e. During the year no application has been made and there are no proceeding pending as per Insolvency and Bankruptcy Code 2016.
- f. Cost Records- the Company is not required to maintain Cost Records as specified by the Central Government under section 148(1) of the Act

**g. ESG Update:**

During the year, the Company has completed an assessment of baseline emissions for the 2022-23 period, encompassing Scope 1, 2, and select areas of Scope 3 pertinent to IT industry practices. This assessment includes the operational and consumption data of all entities within the Saksoft Group. These findings have undergone scrutiny by an independent Assurance partner.

The Company has also invested in Carbon Credits associated with United Nations Framework Convention on Climate Change and achieved complete carbon neutrality for the 2022-23 emissions. The Company's carbon offset procurements adhere to internationally recognized PAS 2060 standards for carbon neutrality attainment, supported by endorsement from the United Nations Framework Convention on Climate Change. Additionally, the Company has obtained certification for carbon neutrality post-offsets from an independent environmental practitioner.

**Acknowledgement**

The Company takes this opportunity to thank its customers, vendors, investors, business associates and bankers for their support extended during the year to the Company.

The Management also thanks the Government of India, the Governments of various countries, the concerned State Governments, Government Departments and Governmental Agencies for their co-operation. The Management would also wish to place their appreciation to the employees of the Company and their families for the excellent contributions extended at all levels in achieving growth and results.

**For and on behalf of the Board**

**Aditya Krishna**

*Chairman & Managing Director*

Place: Chennai

Date: May 27, 2024

**Annexure -I**

# Annual Report on Corporate Social Responsibility (“CSR”) Activities for FY 2023-24

**1. Brief outline on CSR Policy of the Company. –**

CSR policy was approved by the Board of Directors on 26<sup>th</sup> September, 2014 and updated on 27<sup>th</sup> May 2024.

The policy objectives are as follows:

- Develop meaningful and effective strategies for engaging with all stakeholders
- Make sustainable contributions to Communities
- Identify socio-economic opportunities to perform CSR activities
- Focus on social welfare activities as envisaged in Schedule VII of Companies Act, 2013.
- Partner with credible organizations focused on social welfare activities

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation/Nature of Directorships	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
	Mr. Aditya Krishna	Chairman & Managing Director	2	2
	Mr. VVR Babu	Independent Director	2	2
	Ms. Kanika Krishna	Non - Executive Director	2	2

3) Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.saksoft.com/investor/corporate-governance/>

4) Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): NA.

- 5) (a) Average net profit of the company as per section 135(5): Rs. 27,20,43,226  
 (b) Two percent of average net profit of the company as per section 135(5): Rs. 54,40,865  
 (c) Surplus arising out of the CSR projects or programs or activities of the previous Financial Years.: Nil  
 (d) Amount required to be set off for the financial year, if any: Rs. 40,681  
 (e) Total CSR obligation for the financial year (7a+7b- 7c): Rs. 54,00,184

- 6) (a) Amount spent on CSR Projects (both ongoing and other than Ongoing Projects).- Rs. 54,00,275  
 (b) Amount spent in Administrative Overheads - Nil  
 (c) Amount spent on Impact Assessment, if applicable - NA  
 (d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)]- Rs. 54,00,275

(e) CSR amount spent for the financial Year: Rs. 54,00,275

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
54,00,275	-	-	-	-	-

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 54,40,865
(ii)	Total amount spent for the Financial Year	Rs. 54,00,275
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2022-23	Nil	Nil				Nil
2.	2021-22	Nil	Nil				Nil
3.	2020-21	17,00,000	Nil				Nil
	<b>TOTAL</b>						

8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
NIL							

9) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)-NA.

Sd/-  
Mr. Aditya Krishna  
(CMD and Chairman CSR Committee)

Sd/-  
Ms. Meera Venkatramanan  
(Company Secretary)

## Annexure-2 Particulars of Remuneration

Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year

Non- Executive Directors*	Ratio to Median Remuneration
Mr. Ajit Thomas	*
Mr. VVR Babu	*
Mr. Ganesh Chella	*
Ms. Malini Thadani	*
Ms. Kanika Krishna	*
Mr. Suresh Subramanian	*
Ms. Kavitha Vijay	*
Executive Director	Ratio to Median Remuneration
Mr. Aditya Krishna	6.59

\*For this purpose, sitting fees and commission has not been considered as remuneration.

2. The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of Person	% Increase in Remuneration
Mr. Ajit Thomas	-
Mr. VVR Babu	-
Mr. Ganesh Chella	-
Ms. Kanika Krishna	-
Ms. Malini Thadani	-
Ms. Kavitha Vijay	-
Mr. Suresh Subramanian	-
Chairman & Managing Director	-
Mr. Niraj Kumar Ganeriwala, COO and CFO	4.1%
Ms. Meera Venkatramanan, Company Secretary	10.3%

(\*) The remuneration of the Non-Executive Directors comprises commission and sitting fees paid for attending the Board/ Committee meetings.

The actual payment of sitting fee is based on the number of Meetings attended by the Director.

3. The percentage increase in the median remuneration of employees in the financial year: 2.05%

4. The number of permanent employees on the rolls of Company: 1197

5. 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 salaries of employees other than managerial personnel in 2023-24 was 5.74% Percentage increase in the managerial remuneration (Senior Leadership Team) for the year was 4.71%.

6. Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company affirms that the remuneration is as per the remuneration policy of the Company.

7. Details of Employees drawing remuneration in excess of limits prescribed under Rule 5(2) of Companies(Appointment and Remuneration of Managerial Personnel) Rules,2014;

Sl. No.	Name of the Employee	Designation	Date of Joining (DD-MM-YYYY)	Gross Remuneration (in Rs.) (Net of ESOP)	Qualification	Age	Experience (in Yrs)	Last Employment	Percentage of Equity Shares held (exceeding 2%)
1	Aditya Krishna	Chairman & Managing Director	01/04/2001	60,29,616	MA Economics and MBA	64	36	Citi Financial	20.92%
2	Saswat Swain	Chief Delivery Officer & Business Head – Transportation and Logistics	20/03/2023	1,25,56,414	MCA	50	26	ITC Infotech India Limited	-
3	Niraj Kumar Ganerwal	COO & CFO	11/03/2009	1,23,73,822	Chartered Accountant	46	26	Pharma Company	-
4	Dhiraj Kumar Mangla	Chief Customer Officer & Business Head	11/05/2004	1,03,99,216	MCA	51	28	ORG Telecom Limited	-
5	Avantika Krishna*	Chief Sales Officer and Business Head – Hitech Media and Utilities	02/06/2014	80,21,927	MBA	36	13	Totus Consulting	-
6	Bhaskar N	Senior Vice President - India & APAC	23/05/2012	62,97,091	Engineering	52	22	CSS Corp Pvt Ltd	-
7	Rahul Aggarwal	Assistant Vice President	01/09/2016	53,87,205	B.E.	42	20	Syntel Inc	-
8	Srinivasan Ekambaram	Vice President -Cloud & Infrastructure Services	21/09/2022	53,67,323	B.Tech	48	25	HCL Technologies	-
9	Harish Bangalore Prahlada Rao	Senior Director	02/08/2021	46,23,321	MBA	51	26	Sutherland	-
10	Nalini Shyam-A	Associate Vice President	15/07/2002	44,00,936	B.Tech	48	23	Pidlite	-

**Notes:**

The Nature of Employment is permanent in all the above cases.

\*Ms. Avantika Krishna, who is in employment of the Company, is the daughter of Mr. Aditya Krishna, Chairman & Managing Director of the Company. The Company affirms that the remuneration is as per the remuneration policy of the Company

Place: Chennai

Date: May 27, 2024

**For and on behalf of the Board**

**Aditya Krishna**

*Chairman & Managing Director*

**Annexure 3**

**Nomination and Remuneration Policy**

**Introduction:**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, and in terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

**The objective and purpose of this policy are:**

- To assist Nomination and Remuneration Committee(NRC) in identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its Committees and individual directors to be carried out by the Board or the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- To formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a Policy relating to remuneration for Directors, Key Managerial Personnel's and other Employees;
- To ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Remuneration to directors, key managerial personnel and senior management involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals and recommend to the Board, all remuneration, in whatever form, payable to senior management;

- To provide for Board Diversity

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 26<sup>th</sup> September,2014 and reviewed amended on 27<sup>th</sup> May 2024. Pursuant to the amendment made to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy requires amendment to be in line with the amended regulations.

**Definitions:**

- Board** means Board of Directors of the Company.
- Directors** means Directors of the Company.
- Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- Company** means Saksoft Limited.
- Independent Director** means a director referred to in Section 149(6) of the Companies Act,2013.
- Key Managerial Personnel (KMP)** means-
  - the Chief Executive Officer or the managing director or the manager;
  - the company secretary;
  - the whole-time director;
  - the Chief Financial Officer;
  - such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - such other officer as may be prescribed;
- "Senior Management"** shall mean as defined under Regulation 16(1)(d) of the Listing Regulations.

**Applicability:**

The Policy is applicable to Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel. This policy is divided into 4 parts as follows:-

## Part – A

### Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- 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;
- formulation of criteria for evaluation of performance of independent directors and the board of directors
- devising a policy on diversity of board of directors
- 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
- 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.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

## Part – B

### Policy for Appointment and Removal of Director, KMP and Senior Management:

#### Appointment

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, in accordance with the criteria laid/ Board Skill Matrix, recommend to the board his/ her appointment. In accordance with the Act and Listing Regulations, appointment of KMP shall be done by the Board on recommendation of the Committee. Managing Director are authorized to select and approve the appointment of Senior Management (other than CFO & CS), as per Company's policy and process.
- The Company is committed to acquire, develop and retain a pool of high calibre talent, establish systems and practices for maintaining transparency, fairness and equity and provides for payment of competitive pay packages matching industry standards.

- The Company shall not appoint or continue the employment of any person as Director who has attained the retirement age, unless approved by the Board/ shareholders pursuant to the requirement of the Act/ Listing Regulations.
- The selected candidate's details and the proposed compensation is shared with the Nomination and Remuneration Committee for their review and suggestions. The same is shared with the Board at the next Board Meeting.

#### Term / Tenure:

- The tenure for Directors shall be governed by the terms defined in the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time.
- The tenure for other KMP and Senior Management Personnel will be governed by Saksoft HR Policy.

#### Evaluation:

The Committee shall carry out an annual performance evaluation of the Board/Committee, Chairman and individual directors, by itself or through the Board or an independent external agency, review and its implementation thereof.

#### Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said Act, rules and regulations.

For other KMP or Senior Management Personnel the removal will be governed by Saksoft HR Policy and the subsequent approval of the Managing Director.

#### Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Managing Director will have the discretion to retain the KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the age of superannuation, for the benefit of the Company subject to the compliance with the applicable provisions of the law

## Part – C

### Policy relating to the remuneration for the Whole-time Director, KMP and Senior Management Personnel

#### Evaluation Process:

- The performance metrics shall be defined by the Nomination and Remuneration Committee for Directors and for other KMP and Senior Management Personnel, the metrics shall be determined by the Managing Director.
- A holistic view of the ratings will be reviewed by the Board in relation to Directors and for KMP and Senior Management Personnel be reviewed by the Managing Director. The Managing Director does a qualitative review of the performance based on the efforts put in by the employee, results achieved and impact of the external and internal factors to arrive at the Final Rating.
- The revision in the total remuneration is directly linked to the Final Rating for all employees.
- The remuneration / compensation / commission etc. to the Whole Time Director, KMP and Senior Management Personnel will be determined by the Managing Director in accordance with the HR Policy, which is based on the Final rating, employee potential and market benchmark compensation. The revised remuneration is shared with the Nomination and Remuneration Committee for review.
- The ESOP's to the Whole Time Director and Senior Management Personnel will be determined by the Managing Director as per the ESOP Schemes of the Company and recommended to the Committee and the Board for approval in the subsequent board meeting.
- The remuneration/compensation/commission etc. to the Directors shall be subject to the prior/post approval of the Shareholders of the Company and Central Government wherever required.
- The remuneration and commission to be paid to Whole Time Director shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company and as per the provision of the Companies Act, 2013 and the rules made thereunder.
- The fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if

- (i) the annual remuneration payable to such executive director exceeds Rupees Five Crore or 2.5% of the net profits of the listed entity, whichever is higher or
- (ii) where there is more than one such Director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity.

Provided that the approval of the shareholders as stated above shall be valid only till the expiry of the term of such director.

Where any insurance is taken by the Company on behalf of its Whole-Time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and any other employee for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such Insurance shall be treated as part of the remuneration.

## Part-D

### Policy relating to the making of payments to Non-Executive/ Independent Directors:

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- The approval of the shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non – executive director exceeds fifty percent of the total annual remuneration payable to all non – executive directors, giving details of the remuneration thereof. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors .



- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.
- Any remuneration paid to Non- Executive for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes stated as above if the following conditions are satisfied:
- The Services are rendered by such Director in his capacity as the professional; and
- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- The Nomination and remuneration Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

#### Review and Amendment.

This Policy shall be reviewed as and when required, to ensure that it meets the objectives of the relevant regulations and remains effective.

Unless required under the Act or Listing regulations or other applicable regulations to be approved by the Board or Committee, all statutory amendments in the Act or Listing Regulations or other applicable regulations, shall be effective and binding even if such amendments are not incorporated in the Policy herein.

For administrative convenience, any change in the policy herein shall be made by the Company Secretary in consultation with the Managing Director & Chief Financial Officer. Apart from administrative convenience and any statutory amendments, any material change that substantially impacts the implementation of the existing Policy shall be approved by the Committee and notified to the Board.

## Annexure 4A Form MR-3 Secretarial Audit Report

### for the financial year ended on 31<sup>st</sup> March, 2024

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

To, The Members,

#### SAKSOFT LIMITED

We have conducted a Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAKSOFT LIMITED** (hereinafter called "the Company") during the financial year from 01 April, 2023 to 31 March, 2024 (the year/ audit period/ period under review).

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

We are issuing this report based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management The Company has during the audit period covering the financial year ended on March 31, 2024, 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:

1.1. We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2024 according to the applicable provisions of:

- The Companies Act, 2013 (the Act) and the Rules and the Regulations made there under;
- Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India;
- The Securities Contract (Regulation) Act, 1956 and the Rules made thereunder;

- The Depositories Act, 1996 and the Regulations bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investments and Export and import of goods;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"): -
  - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST");
  - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of Listed Entity engaging the RTA;
  - Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
  - Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

(vii) The following material laws are specifically applicable to the Company:

- I. The Information Technology Act, 2000
- II. Software Technology Parks of India Scheme
- III. The Indian Copyright Act, 1957
- IV. The Trademarks Act, 1999
- V. The Patents Act, 1970

1.2 During the period under review, and also after considering the compliance related action taken by the Company after 31 March 2024 but before issue of this report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us complied with the laws mentioned in paragraph 1.1 above.

1.3 We are informed that, during/ in respect of the year no events have occurred which required the Company to comply with the following laws/ rules/ regulations and consequently was not required to maintain any books, papers, minutes books or other records or file any forms/ returns under:

- a. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- c. Securities Exchange Board of India (Delisting of Equity Shares) Regulation, 2021 ;
- d. Securities Exchange Board of India (Buyback of Securities) Regulation, 2018;
- e. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Amendment, 2023);
- f. Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder; and

## 2. Board Processes:

### We further report that:

2.1 The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors during the Financial Year 2023-24.

2.2 There were changes in the Composition of the Board of Directors of the Company with Ms. Malini Thadani resigning from the board w.e.f 30<sup>th</sup> July 2023. Further 2 Independent Directors namely Ms. Kavita Vijay (DIN: 01047261) and Mr. Suresh Subramanian (DIN: 02070440) were appointed with effect from 14<sup>th</sup> August 2023 and 21<sup>st</sup> September 2023 respectively, whose appointments were approved by the shareholders vide Postal Ballot on 22<sup>nd</sup> October 2023.

2.3 Notice is given to all directors to schedule the Board Meetings at least seven days in advance, agenda and detailed notes on agenda were also circulated to the Board members prior to the meetings.

2.4 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. The Company had convened its meetings physically and through Video Conferencing in compliance with requirements of the Act except for ensuring roll call for the meetings conducted through Video Conferencing.

2.5 As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions and views of the Board have been recorded.

## 3. Compliance mechanism:

### We further report that:

3.1 There are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliance with applicable laws including labour laws, competition law, environmental laws, and other laws specifically applicable to the Company.

3.2 The compliance by the Company of applicable finance laws like Direct and Indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory Financial Audit and other designated professionals.

## 4. Specific Events/ actions:

We further report that during the audit period the following specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. took place:

1. In addition to the other Ordinary Business, the shareholders in the Annual General Meeting held on

14<sup>th</sup> August ,2023 through Ordinary Resolution have accorded approval for the following:

- a) Declaration of Dividend of Rs.0.35/- (35 Paise only) per fully paid-up Equity Shares for the Financial year 2022-23 on 10,57,37,000 Equity shares of Rs.1 /- each fully paid up.
  - b) Ms. Kanika Krishna, (DIN: 06954593), Director who was liable to retire by rotation in the Annual General Meeting for the FY 2022-23 held on 14<sup>th</sup> August, 2023 was re-appointed in accordance with the approval of the shareholders.
2. Ms. Malini Thadani resigned from the position of the Independent Director of the Company w.e.f. 30<sup>th</sup> July 2023.
3. The members through Postal Ballot accorded approval on 22<sup>nd</sup> October, 2023 through Special Resolution for the following:
- a) Appointment of Ms. Kavitha Vijay (DIN: 01047261) as an Independent Director of the Company.
  - b) Approval of Amendment of Articles of Association of the Company to be in line with the Companies Act, 2013.
  - c) Approval of Amendment to Saksoft Limited Employee Stock Option Plan 2009.

Place: Chennai  
Date: 27/05/2024

- d) Approval of winding up of Saksoft Limited Employee Stock Option Plan 2006 and utilize the remaining shares under ESOP Plan 2006 for Saksoft Limited Employee Stock Option Plan 2009.
- e) Approval for Grant of Stock Options to the Employees of Group Companies including Subsidiary Companies or its Associate Companies in India or Outside India under Saksoft Limited Employee Stock Option Plan 2009
- f) Approval for the acquisition of Equity Shares by way of secondary acquisition under Saksoft Limited Employee Stock Option Plan.
- g) Provision of Funds by the Company for the Purchase of its own Shares by the Saksoft Employee Welfare Trust ("Trust") for the benefit of Employees under Saksoft Limited Employee Stock Option Plan.
- h) Approval for Making of Loans/Investments/ Providing Guarantees/Security in Connection with a Loan made under Section 186 of the Companies Act 2013.
- i) Appointment of Mr. Suresh Subramanian (DIN: 02070440) as an Independent Director of the Company

For **Lakshmmi Subramanian & Associates**

**Swetha Subramanian**

ACS: 10815

CP No: 12512

Peer Review No. 1670/2022

UDIN: F010815F000455006

**Annexure 4B**

# Form No. MR-3

## Secretarial Audit Report of Threesixty Logica Testing Services Private Limited

**for the financial year ended March 31, 2024**

**[Pursuant to Regulation 24(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- The Company being a material unlisted subsidiary of M/s. Saksoft Limited]**

To,  
The Members,  
**M/s. Threesixty Logica Testing Services Private Limited.**

I have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. THREESIXTY LOGICA TESTING SERVICES PRIVATE LIMITED** (hereinafter called "the Company") bearing Corporate Identification Number **U72900TN2009PTC120672**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024, ("Review period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)

I further report that the applicable financial laws, such as Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory auditor and by other designated professionals.

I further report that:

- (i) The Board of Directors ("The Board") of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors.
- (ii) 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.
- (iii) All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

I further report that during the review period (01.04.2023-31.03.2024), the following major transaction(s) were identified: -

- 1. The Board, subsequent to approval from the shareholders in the AGM dated July 31, 2023, had approved to give any loan(s), guarantee(s) and provide any security(ies) under Section 186 of the Act, subject to the aggregate of the loans, investments, guarantees or securities proposed not exceeding: Rs. 250 crore..
- 2. The Board, subsequent to approval from the shareholders in the AGM dated July 31, 2023, had approved the material related party transaction(s) with M/s. Saksoft INC, a fellow subsidiary company under Section 188(1) (d) of the Act.

- 3. During the year under review, the Company has transferred the unspent CSR Amount for the FY 2022-2023 & 2023-2024

S. No.	Financial Year	Details of Amount transferred to Unspent CSR Account as per Section 135(6).	Date of transfer
1.	2022-2023	2,135,000	29/04/2023
2.	2023-2024	1,636,045	29/04/2024

- 4. The Company along with its nominees have entered into a Share Purchase Agreement with the promoter group of M/s. Solveda Software India Private Limited ("Solveda") and acquired 4166 Equity shares of Class A & 1664 Equity shares of Class B of the Company, constituting 36.84 percent of the share capital of Solveda.
- 5. The Company has spent unspent CSR Amount of FY 21-22 pertaining to ongoing projects and subsequently with the approval of the Board in their meeting held on November 06, 2023 closed the Unspent CSR account of FY 21-22.

**Sneha Mohan Kumar**  
*Practicing Company Secretary*  
Membership Number: A62741  
Certificate of Practice Number: 25698  
UDIN : A062741F000447048

Place: Chennai.  
Date: 25-05-2024

This Report is to be read with my testimony of even date which is annexed as Annexure A and forms an integral part of this report.

### Annexure A

To,  
The Members,  
**M/s. Threesixty Logica Testing Services Private Limited.**

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

- 1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2. I have followed the audit practices and process 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 process and practices, I have followed provide a reasonable basis for my opinion.
- 3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- 5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure 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.

**Sneha Mohan Kumar**  
*Practicing Company Secretary*  
Membership Number: A62741  
Certificate of Practice Number: 25698  
(Peer review certificate No. 3172/2023)  
UDIN : A062741F000447048

Place: Chennai.  
Date: 25-05-2024

## B.CHANDRA & ASSOCIATES

### PRACTISING COMPANY SECRETARIES

AG 3 RAGAMALIKA,  
No.26, Kumaran Colony Main Road, Vadapalani  
Chennai – 600026,

E-mail: bchandraandassociates@gmail.com  
bchandracosecy@gmail.com  
H/P: 9840276313, 9840375053

The Members,

#### **Dreamorbit Softech Private Limited**

Global Infocity, Block-A, 2<sup>nd</sup> Floor, 40 MGR Salai,  
Kadanchavadi, Perungudi, Kanchipuram, Saidapet,  
Tamil Nadu, India, 600096

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate. 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. My examination was limited to the verification of procedures on test basis regarding compliance with the applicable laws to the Company.
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.
7. I further add due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards

Place Chennai  
Date : 25.05.2024

Signature:  
Name of partner signing : **B Chandra**  
ACS No:20879 C P No.: 7859

## B.CHANDRA & ASSOCIATES

### PRACTISING COMPANY SECRETARIES

AG 3 RAGAMALIKA,  
No.26, Kumaran Colony Main Road, Vadapalani  
Chennai – 600026,

E-mail: bchandraandassociates@gmail.com  
bchandracosecy@gmail.com  
H/P: 9840276313, 9840375053

#### Form No. MR-3

### Secretarial Audit Report for the financial year ended 31.03.2024

[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]

The Members,

#### **Dreamorbit Softech Private Limited**

Global Infocity, Block-A, 2<sup>nd</sup> Floor, 40 MGR Salai,  
Kadanchavadi, Perungudi, Kanchipuram, Saidapet,  
Tamil Nadu, India, 600096

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dreamorbit Softech Private Limited bearing CIN U72100TN2010PTC166449 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 my opinion, the company has, during the audit period covering the financial year ended on 31.03.2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2024, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Company being an unlisted Public Company, the provisions of Securities Exchange Board of India are not applicable to the said Company.
- (iii) In addition to the compliance with the generally applicable laws such as labour laws, revenue laws and others Laws as are applicable to a company, based on the study of the systems and processes in place and a review of the report of the representation provided by the Group Company Secretary of the Company, I report that the Company has systems and process in place for complying with the provisions of the following statutes and the rules made there under to the extent it is applicable to them:
  - a. The Information Technology Act, 2000
  - b. Software Technology Parks of India Scheme
  - c. The Indian Copyright Act, 1957
  - d. The Trademarks Act, 1999
  - e. The Patents Act, 1970

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - a. During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above, except that an eform for regularisation of appointment of Director has been wrongly marked as Appointment resulting in two different designations appearing in the master data and the scanned image of the Board's report attached to e form Aoc 4 XBRL does not bear the signature in compliance with Rule 8(6) of the Companies ( Registration offices and Fees) Rules 2014.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors.
- 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, based on documents provided by the company 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.
- Based on the minutes made available to us, we report that the Majority decision was carried through and that there were no dissenting votes from any Board member which was required to be captured and recorded as part of the minutes.

I further report that the company is in the process of setting up adequate systems and processes in the company commensurate with the size and operations of the company to monitor, report deviations, if any, to the Board, take corrective actions and ensure compliance with applicable laws, rules, regulations and guidelines.

I further state that:

During the year, the company had shifted its registered office from State of Karnataka to State of Tamilnadu in accordance with provisions of section 12 of the Companies Act 2013.

Place Chennai  
Date : 25.05.2024

Signature:  
Name of partner signing : **B Chandra**  
ACS No:20879 C P No.: 7859  
UDIN: A020879F000448933  
Peer Review No 1711/2022

## Annexure 5

# Report on Corporate Governance

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

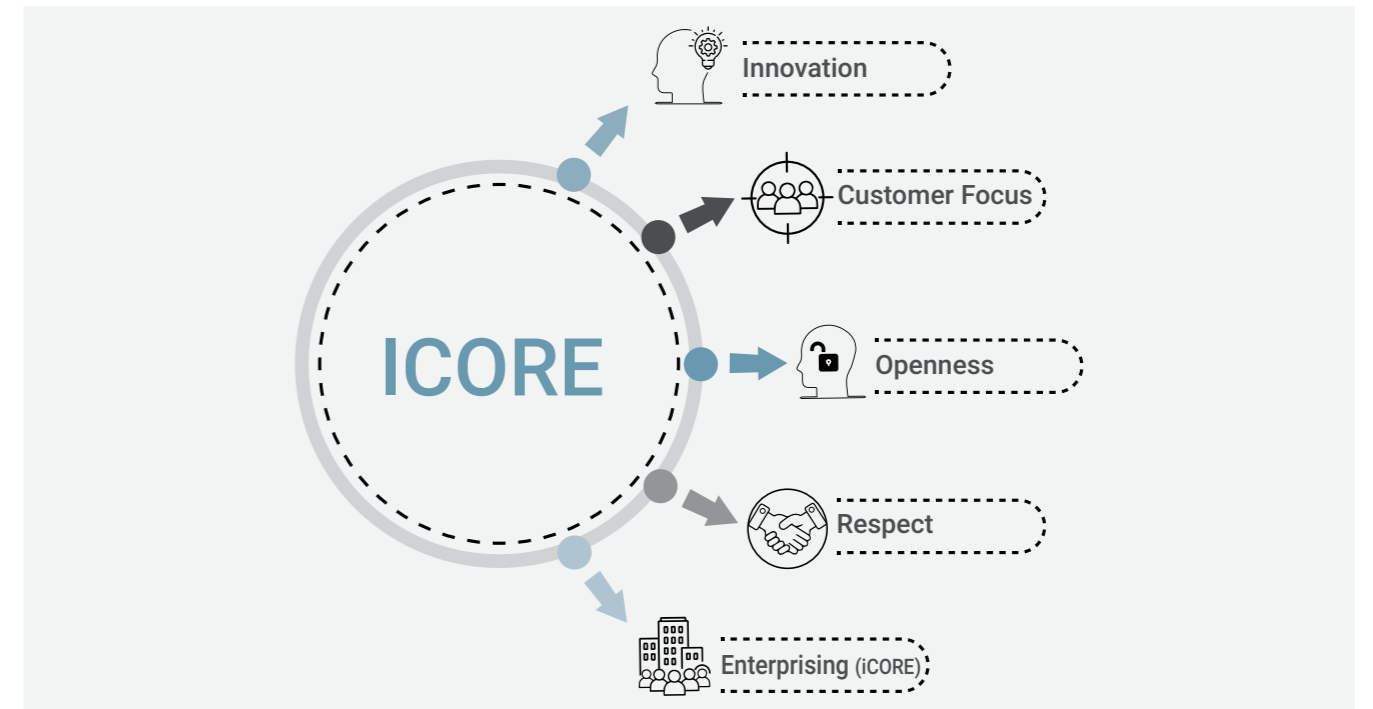
### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our company has embraced a Corporate Governance philosophy centered on fostering a culture of transparency, accountability, and ethical conduct. Upholding integrity and transparency serves as the cornerstone of our governance practices, ensuring the continual trust of our stakeholders. We prioritize innovation and adaptability within our governance approach, acknowledging the necessity to swiftly respond to changes in the competitive landscape and emerging technologies. Firmly believing in the importance of robust governance standards, which encompass fairness, transparency, accountability, and responsibility, we recognize their pivotal role not only in fostering corporate sector growth but also in driving inclusive economic development.

At Saksoft Limited ("Saksoft"), Corporate Governance transcends mere theory and is actively showcased in an efficient manner. This commitment is guaranteed and strengthened across all levels and phases of our operations by clearly outlining Corporate Governance principles through a variety of policies, codes, and guidelines implemented by Saksoft in India and extended globally to all its group companies, ensuring alignment for directors and senior management personnel.

Saksoft believes in its core values of **Innovation, Customer Focus, Openness, Respect and Enterprising (iCORE)** to conduct a fair and transparent business.

Efficient and effective Corporate Governance necessitates a thorough comprehension and fulfillment of the distinct roles and responsibilities held by Board Members and Key Personnel within the Organization, thereby ensuring the provision of equitable outcomes.



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

## BOARD OF DIRECTORS

The Board of Directors, together with its Committees, offers leadership and guidance to the Management of the Company, overseeing, supervising, and managing the Company's performance.

As on March 31, 2024, the Board comprised of seven Directors, out of which five Independent Directors comprise of majority of the total strength of the Board. The Independent Director's include a Women Independent Director as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman of the Board is an Executive and Promoter Director. The Board also comprises of a Non-Executive Non-Independent Woman Director.

Profile of the Directors of the Company is available at <https://www.saksoft.com/board-of-directors>

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors are Members of more than ten Committees and Chairman of more than five Committees across all the Companies excluding private companies, Foreign Companies and Section 8 Companies in which they are Directors.

None of the Directors on the Board:

- Holds Directorships in more than ten public Companies;
- Serves as Director or as Independent directors in more than seven listed entities; and
- Who are the Executive Directors serve as Independent directors in more than three listed entities.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the Management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

All the Directors have made necessary disclosures regarding their positions in Committees held by them in other Public companies as on March 31, 2024.

The required information as enumerated in Schedule II, Part A of Listing Regulations is made available to the Board of Directors for discussions and consideration at Board Meetings.

The Board reviews the report made by the Company Secretary regarding compliance with all applicable laws on a quarterly basis and steps taken to remediate instances of non-compliance, if any.

The Chairman & Managing Director and the Chief Operating Officer & Chief Financial Officer have furnished the Compliance Certificate to the Board in accordance with Schedule II - Part B of Listing Regulations for the Financial Year ended March 31, 2024.

The Board of Directors review at regular intervals with respect to the plans for orderly succession for appointment to the Board of Directors and Senior Management.

(a) Composition and category of Directors

Name of the Directors	Designation	Category
Aditya Krishna	Chairman & Managing Director	Executive and Promoter
Ajit Thomas	Director	Independent Non-Executive
VVR Babu	Director	Independent Non-Executive
Ganesh Chella	Director	Independent Non-Executive
Malini Thadani(1)	Director	Independent Non-Executive
Kavitha Vijay(2)	Director	Independent Non-Executive
Suresh Subramanian(3)	Director	Independent Non-Executive
Kanika Krishna	Director	Non-Executive Non-Independent

- (1) Resigned as Independent Director effective July 30, 2023  
 (2) Appointed as Independent Director effective August 14, 2023  
 (3) Appointed as Independent Director effective September 21, 2023

(b) The attendance of each Director at Board Meetings and last Annual General Meeting

Name of the Directors	Particulars of Attendance in	
	Board Meetings	Last AGM
Aditya Krishna	6/6	YES
Ajit Thomas	6/6	YES
VVR Babu	5/6	YES
Ganesh Chella	4/6	YES
Malini Thadani(1)	1/1	NA
Kavitha Vijay(2)	2/3	NA
Suresh Subramanian(3)	2/2	NA
Kanika Krishna	6/6	YES

- (1) Resigned as Independent Director effective July 30, 2023  
 (2) Appointed as Independent Director effective August 14, 2023  
 (3) Appointed as Independent Director effective September 21, 2023

(c) Number of other Chairmanships / Memberships of the Board / Committees of each Director in various Companies are as under. (audit committee and stakeholders relationship committee's membership and chairmanships)

Name of Director	Number of Directorships in other Indian Public Companies(excluding Private Ltd. & Foreign Companies)		Number of Committee positions held in other Indian Public Companies(excluding Private Ltd. & Foreign Companies)		Directorship in other listed entity (Category of Directorship)
	Chairman	Member	Chairman	Member	
Aditya Krishna	Nil	Nil	Nil	Nil	Nil
Ajit Thomas	6	8	7	10	Neelamalai Agro Industries Limited (Chairman) AVT Natural Products Limited (Chairman)
VVR Babu	Nil	Nil	Nil	Nil	Nil
Ganesh Chella	Nil	Nil	Nil	Nil	Nil
Malini Thadani(1)	Nil	2	Nil	1	AU Small Finance Bank Limited (Independent Non-Executive)
Kavitha Vijay(2)	Nil	4	Nil	7	Neelamalai Agro Industries Limited. (Director) AVT Natural Products Ltd. (Independent Director) MM Forgings Limited (Non-Executive Independent Director)
Suresh Subramanian(3)	Nil	3	Nil	Nil	COROMANDEL INTERNATIONAL LIMITED (Additional Director)
Kanika Krishna	Nil	Nil	Nil	Nil	Nil

- (1) Resigned as Independent Director effective July 30, 2023  
 (2) Appointed as Independent Director effective August 14, 2023  
 (3) Appointed as Independent Director effective September 21, 2023

(d) Board Meetings

The Board meets at least once in a quarter and the interval between two meetings is not more than 120 days. The Meetings of the Board deliberate among other things, key issues like periodic operating and financial results, capital/ operating budgets, findings/comments of the Statutory and Internal Auditors, risk management, internal controls, issue of capital and other resource mobilization efforts. The Board also deliberates on the Company's strategy for medium and long-term growth.

The annual calendar of Board Meetings is agreed upon at the beginning of the year to ensure that there is maximum attendance and participation in the Board Meetings. The Company conducts Board meetings in compliance with the requirements of the Companies Act, 2013 and SEBI Listing Regulations. During the Financial Year 2023-24, the Board met 6 times on

	Mr. Aditya Krishna	Mr. Ajit Thomas	Mr. Ganesh Chella	Mr. VVR Babu	Ms. Malini Thadani	Ms. Kavitha Vijay	Ms. Kanika Krishna	Mr. Suresh Subramanian
May 25, 2023	✓	✓	✓	✓	✓	NA	✓	NA
July 31, 2023,	✓	✓	✓	X	NA	NA	✓	NA
August 14, 2023,	✓	✓	✓	✓	NA	NA	✓	NA
September 21, 2023	✓	✓	X	✓	NA	X	✓	NA
November 07, 2023	✓	✓	X	✓	NA	✓	✓	✓
February 08, 2024	✓	✓	✓	✓	NA	✓	✓	✓

(e) Relationships between Directors inter-se

Ms. Kanika Krishna, Non-Executive Director is the daughter of Mr. Aditya Krishna, Chairman and Managing Director of the Company.

(f) Number of Shares and Convertible instruments held by Non-Executive Directors

Ms. Kanika Krishna, Non-Executive Director of the Company holds 1000 shares as on March 31, 2024.

(g) Independent Directors

All the Independent Directors have confirmed that they meet the 'Independence' criteria as required under Section 149(7) of the Companies Act, 2013. Independent Directors of the Company have met all the obligations as prescribed under Regulation 25 of SEBI Listing Regulations.

None of the Independent Directors are serving as Independent Director in more than seven listed entities. During the year, the Independent Directors had a separate meeting on February 08, 2024. All the Independent directors were present in that Meeting.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company and the web-link of the same is provided under the subheading "Website" in the report.

The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the Company and web-link of the same is provided under the subheading "Website" in the report.

The performance evaluation of Independent Directors was carried out by the Board of Directors.

The Board has identified the following core skills / expertise / competencies in the current context of the business and sectors for the effective functioning of the Company, which are currently available with the Board:

	Aditya Krishna	Ajit Thomas	VVR Babu	Ganesh Chella	Malini Thadani(1)	Kanika Krishna	Kavitha Vijay(2)	Suresh Subramanian(3)
Financial	✓	✓	✓	✓	✓	✓	✓	✓
Global Business	✓	✓	✓	✓	✓	✓	✓	✓
Board Service & Governance	✓	✓	✓	✓	✓	✓	✓	✓
Mergers & Acquisition	✓	✓	✓	✓	✓	✓	✓	✓

(1) Resigned as Independent Director effective July 30, 2023

(2) Appointed as Independent Director effective August 14, 2023

(3) Appointed as Independent Director effective September 21, 2023

COMMITTEES OF THE BOARD

(i) AUDIT COMMITTEE

(a) Terms of Reference:

The terms of reference stipulated by the Board to the Audit Committee cover the matters specified under Regulation 18 read with Part C-Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and its relevant rules notified thereunder.

FINANCIAL MATTERS:

1. Overview of the Company's financial reporting process and integrity/disclosure of its financial information
2. Reviewing and evaluating the Company's financial controls and risk management systems
3. Reviewing with the statutory auditors about internal financial control systems, the nature and scope of audit, including the observations of the auditors on their review of financial statements.
4. Reviewing with the management, the quarterly/ half yearly financial results and draft limited review report of the statutory auditors before submission to the Board for approval.
5. Reviewing with the management, the annual financial statements and Auditor's report thereon before submission to the Board for approval, including with reference to:
  - a) Matters required to be included in the Director's Responsibility Statement that form part of the Board's report in terms of clause (c) of subsection 3 of section 134 of the Act.
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) The going concern assumption
  - f) Review of contingent liabilities
  - g) Compliance with listing and other legal requirements relating to financial statements.
  - h) Disclosure of all related party transactions
  - i) Modified opinion, if any, in the draft audit report
6. Reviewing the Management discussion and analysis of financial condition and results of operations.
7. Reviewing the accounting policies and Accounting standards that are applicable to the Company and ensure compliance in accordance with requirements of the Act.
8. Scrutiny of inter-corporate loans and investments.
9. Review the utilisation of material loans and advances from/ investment in subsidiaries and those required as per SEBI Listing Regulations.
10. Looking into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

INTERNAL AUDIT:

1. Recommending to the Board, the appointment, remuneration and terms of appointment of External Internal auditors.
2. Reviewing the appointment, removal, and terms of remuneration of Chief In-house Internal Auditor of the Company.

3. Periodical interaction with External/In-house Internal auditors.
4. Reviewing the findings of External/In-house Internal auditors with reference to Management response on matters of material nature.
5. Discussion with both External and In-house internal auditors of any significant findings from their internal audit and follow up thereon.
6. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage, and frequency of internal audit.
7. Review by the committee members, individually or with the management, of the performance of the Internal auditors and adequacy of Internal control system and effectiveness of the Audit process.
8. Reviewing the reports issued by the internal auditors and action taken thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

**STATUTORY AUDIT:**

1. Recommending to the Board, the appointment, retention, termination, rotation, remuneration and terms of appointment of statutory auditors.
2. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain adequacy and any areas of concern.
3. Review and approval of all audit and permitted non-auditing services as prescribed under Companies Act, 2013 (as amended), that can be provided by the statutory auditors to the Company.
4. Approval of payment to statutory auditors for any other services rendered by them.
5. Review by the committee members, individually or with the management, the statutory auditor’s independence, performance, effectiveness of audit process and monitoring the same.
6. Reviewing the adequacy of the internal control systems.
7. Reviewing the management letters / letters of internal control weaknesses issued by the statutory auditors.
8. In case the auditors propose to resign before completion of their term, the committee shall obtain and examine all concerns raised by the auditor such as non-availability of information / non-cooperation by the management / any other apprehensions hampering the audit process, and deliberate on them in the immediate next meeting. Post deliberations, the Committee shall communicate its views to the management and the auditor.

**MISCELLANEOUS:**

1. Recommending the appointment of the Chief Financial Officer, after assessing the qualification, experience, and background etc., of the candidate.
2. Approval or any subsequent modification of transaction of the company with related parties.
3. Reviewing the statement of significant related party transactions (as defined by the audit committee), submitted by management.
4. Reviewing with the management, the statement of uses / application of funds raised through an issue, the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, if any, monitoring the utilisation of proceeds of the issue, and making appropriate recommendations to the Board to take up steps in this matter.

5. Review the Statement of deviations in the following cases: – Quarterly statement of deviation including report of monitoring agency, if applicable, submitted to stock exchanges in terms of SEBI Listing Regulations. – Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice in terms of SEBI Listing Regulations.
6. Review the functioning of the Whistle Blower mechanism.
7. Reviewing the effectiveness of the system of monitoring compliance with applicable laws and regulations.
8. Review of any significant claims against the Company or customer’s complaints.
9. Review of forward contracts taken to cover foreign exchange exposure.
10. Review the adequacy of Insurance cover.
11. Valuation of undertakings or assets of the Company, wherever it is necessary.
12. Review of compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
13. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
14. Carrying out any other function as may be referred by the Board.

**(b) Composition of Audit Committee:**

The Audit Committee of the Company consists only of the Independent Directors. The Composition of the Committee and the qualification prescribed for the Members are in compliance with the requirements of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and its relevant rules notified thereunder. All the Members of the Committee are financially literate and have sufficient accounting and financial management expertise.

**(c) Details of Meetings and attendance of Members during the year:**

During the Financial Year 2023-24, the Audit Committee met four times on May 25, 2023, August 14, 2023, November 07, 2023 and February 08, 2024.

The attendance details are as follows:

Name of the Member	Designation	No. of Meetings Attended
Ajit Thomas	Chairman	4/4
VVR Babu	Member	4/4
Ganesh Chella	Member	3/4
Malini Thadani(1)	Member	1/1
Kavitha Vijay(2)	Member	2/2
Suresh Subramanian(3)	Member	1/1

- (1) Resigned as Independent Director effective July 30, 2023
- (2) Appointed as Independent Director effective August 14, 2023 and a member to Audit Committee from November 07,2023
- (3) Appointed as Independent Director effective September 21, 2023 and a member to Audit Committee from February 08,2024

The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee is an Independent Director and was present at the Annual General Meeting held on August 14, 2023.

All the recommendations of Audit Committee were accepted by the Board of Directors.



**(ii) NOMINATION AND REMUNERATION COMMITTEE****(a) Terms of Reference:**

The terms of reference stipulated by the Board to the Nomination and Remuneration Committee cover the matters specified under Regulation 19 read with Part D of the Schedule II of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and its relevant rules notified thereunder.

The terms of reference of the Committee are as follows:

- 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;
- 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;
- Devise the manner of effective 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.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors
- Devising a policy on diversity of board of directors
- Recommend to the Board, whether to extend or continue the term of appointment of the independent director, on the basis of performance evaluation.
- Reviewing and approving the appropriate remuneration including commission of Directors and the Senior Management of the Company;
- Developing the policy for Succession planning of the Board of Directors and Senior Management and reviewing it periodically;
- Recommend to the Board, incentive compensation plans, in whatever form, that is viable to the Company and the employees.
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- To administer the Company's equity incentive plans, including the review and grant of awards to eligible employees under the plans and the terms and conditions applicable to such awards, subject to the provisions of each plan.

**(b) Composition of Nomination and Remuneration Committee:**

The Constitution of Nomination and Remuneration Committee is in accordance with Regulation 19 of SEBI Listing Regulations. The Committee consists only of Independent Directors.

During the year under review, the Committee met three times on May 25, 2023, August 14, 2023, and September 21, 2023.

**(c) Details of Meetings and attendance of Members during the year:**

The details of the members of the Nomination and Remuneration Committee and their attendance record are as follows:

Name of the Member	Designation	No. of Meetings attended
VVR Babu	Chairman	3/3
Ajit Thomas	Member	3/3
Ganesh Chella	Member	2/3
Malini Thadani(1)	Member	1/1
Kavitha Vijay(2)	Member	0/1

(1) Resigned as Independent Director effective July 30, 2023.

(2) Appointed as Independent Director effective August 14, 2023.

The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting held on August 14, 2023.

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. Annual increments are recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and Members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the Commission payable to the Non-Executive Directors out of the profits for the Financial Year and within the ceilings prescribed under the Act, based on the Board Evaluation process considering the criteria such as the performance of the Company as well as that of the Managing Director and each Executive Director.

Apart from the Sitting fees and Commission as mentioned in point (d) below, there was no pecuniary relationship or transactions with the Non-Executive Directors during the Financial Year 2023-2024.

**(d) Disclosures with respect to remuneration:****Executive Director:**

(Rs. in Mn)

Name	Fixed Component	Performance linked incentives	Total
Aditya Krishna, Chairman & Managing Director	Salary	Commission/Bonuses, stock options, pension	6.59

**Non-Executive Directors:**

The Company pays Sitting Fees of (a) Rs. 50,000/- per meeting to its Non-executive Non Independent and Independent Directors for attending meetings of the Board and (b) Rs. 10,000/- per meeting to its Non-Executive and Independent Directors for attending meetings of Committees of the Board.

The Company has obtained approval from its Shareholders at the 23<sup>rd</sup> Annual General Meeting of the Company towards payment of commission upto 1% of the Net Profits of the Company. The said Commission will be decided each year by the Board of Directors and distributed amongst the Non-Executive and Independent Directors based on the period of their association with the Company during the year.

Amount in INR

Sr. No	Name of the Director	Sitting Fees (Board Meetings)	Sitting Fees (Committee Meetings)	Managerial Commission	Total
1.	Ajit Thomas	3,00,000	70,000	2,50,000	6,20,000
2.	VVR Babu	2,50,000	1,00,000	2,50,000	6,00,000
3.	Ganesh Chella	2,00,000	60,000	2,50,000	5,10,000
4.	Kanika Krishna	3,00,000	30,000	2,50,000	5,80,000
5.	Malini Thadani(1)	50,000	20,000	83,333	1,53,333
6.	Kavitha Vijay(2)	1,00,000	20,000	1,66,666	2,86,666
7.	Suresh Subramanian(3)	1,00,000	10,000	1,45,833	2,55,833

(1) Resigned as Independent Director effective July 30, 2023

(2) Appointed as Independent Director effective August 14, 2023

(3) Appointed as Independent Director effective September 21, 2023

All the Directors are appointed through Shareholders' resolutions. There were no service contracts, notice period and severance fees applicable.

The Company has not issued any stock options to any of the Directors. None of the Directors receive any remuneration or commission from the Subsidiary Companies.

A brief profile and other particulars of the Director seeking re-appointment is given in the Notice convening the 25<sup>th</sup> Annual General Meeting of the Company which forms part of this Annual Report.

**(iii) CSR COMMITTEE**

**(a) Terms of Reference**

The Committee is constituted in line with the provisions of Section 135 of the Companies Act 2013. The terms of reference of the Committee are as follows:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating approach and direction including guiding principles for selection, implementation and monitoring of activities to be undertaken/funded by the Company as well as formulation of the annual action plan and make alterations, from time to time, in compliance with applicable provisions.
2. Identification of CSR activities to be undertaken/funded by the Company including the one-time projects, ongoing projects etc. along with duration, period-wise fund allocation etc. and any subsequent modifications to it, as and when required.
3. Ensure that CSR contributions are made only to eligible implementing agencies to carry out projects approved and are in compliance with CSR Policy of the Company and applicable provisions
4. Review the Budget allocation, Expenditure incurred, fund disbursed, implementation of projects as per approved timelines, utilisation statement for one-time and ongoing projects from time to time.
5. Review the details of unspent CSR expenditure, if any and recommend modalities of spending it as per the applicable provisions.
6. Monitor and ensure that CSR activities are not restricted and CSR expenditure conform to applicable provisions.
7. Recommend to Board, annual action plan in line with CSR Policy of the Company which includes list of projects, manner of execution of projects, modalities of utilisation and implementation schedules for projects, Monitoring and reporting mechanism etc. and also recommend for making any alterations thereof, as required from time to time.
8. Identify the projects for which Impact assessment needs to be carried out, as and when required and review the impact assessment report and expenditure, if incurred, in compliance with applicable provisions.
9. Approve the Annual CSR Report and recommend to Board for their approval.
10. Carry out such other functions as may be referred by the Board.

**(b) Composition of CSR Committee:**

- Mr. Aditya Krishna, Chairman & Managing Director
- Mr. VVR Babu, Independent Director
- Ms. Kanika Krishna, Non-Executive Director

**(c) Details of Meetings and attendance of Members during the year:**

CSR Committee met two times on May 25, 2023 and September 21, 2023.

The Committee has recommended to the Board of Directors to contribute not less than 2% of the average net profit of the last three financial years toward CSR fund for the Financial Year 2023 – 24 to aid NGO's undertaking projects in the field of "Promoting education including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancing projects and supporting the upliftment of women in their livelihood."

The details of the Members of the CSR Committee and their attendance record are as follows:

Name of the Member	Position held	No. of meetings attendance
Aditya Krishna	Chairman	2/2
Kanika Krishna	Member	2/2
VVR Babu	Member	2/2

The report on CSR activities is annexed to and forms part of the Directors Report as Annexure I.

**(iv) STAKEHOLDER'S RELATIONSHIP COMMITTEE**

**(a) Terms of Reference**

Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

The terms of reference of the Committee, inter alia, includes:

1. Resolving the grievances of the shareholders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meetings.
2. Reviewing of measures taken for effective exercise of voting rights by shareholders.
3. Reviewing adherence to the service standards adopted in respect of various services rendered by Registrar & Share Transfer Agent. Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders.
4. Review investor engagement plans/initiatives and movement in shareholdings and ownership structure.
5. Engage with investor relation consultants and other stakeholders, if necessary.
6. Approve, oversee and get update, as applicable, about requests for transfer and transmission of shares / debentures, splitting and consolidation of shares / debentures / warrants certificates, transposition of names of holders and issue of renewed and duplicate share / debenture / warrant certificates.
7. Determine the persons authorised to issue certified transfer deeds and authenticate transfers / transmissions and the entries in the Register of Members and Register of Renewed and Duplicate Certificates.

The role of the Committee is as specified in Part D of the Schedule II of SEBI Listing Regulations which inter-alia includes redressing Stakeholders' grievances like share transfers, non-receipt of Annual Report and non-receipt of dividend.

**(b) Composition of Committee**

The Committee consists of one Non-Executive Non-Independent Director and two Independent Directors. The Company Secretary acts as the Secretary to the Committee.

**(c) Details of Meetings and attendance during the year**

During the year, the Committee met once on May 25, 2023. The Members of the Stakeholders Relationship Committee and attendance record are as follows:

The details of the Members of the SRC Committee and their attendance record are as follows:

Name of the Member	Designation	No. of Meetings attended
VVR Babu	Chairman	1/1
Kanika Krishna	Member	1/1
Ganesh Chella	Member	1/1

**(d) Other Details**

Name, designation and address of Compliance Officer:

Ms. Meera Venkatramanan, Company Secretary  
Global Infocity Park, 40 MGR Salai, Kandanchavadi,  
Perungudi, Chennai. Telephone: 044 2454 3500

Number of shareholders' complaints received

There were no investor complaints received through SCORES portal, or any other means for the year ended March 31, 2024.

## V. RISK MANAGEMENT COMMITTEE

### (a) Terms of Reference:

The terms of reference stipulated by the Board to the Risk Management Committee cover the matters specified under Regulation 21 read with Part D-Schedule II of SEBI Listing Regulations.

The terms of reference of the Committee inter alia, include the following:

1. Review and approve the Risk Management Policy and associated frameworks, processes and practices.
2. Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
3. Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives and ongoing activities such as business continuity planning and disaster recovery planning & testing).
4. Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g., internal or external audit issue relating to risk management policy or practice).
5. Assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks.

### (b) Composition of Risk Management Committee:

The Risk Management Committee of the Company consists of two Independent Directors, Managing Director, Non-Independent Non-Executive Director and two senior management personnel as Members of the Committee. The Composition of the Committee and the qualification prescribed for the Members are in compliance with the requirements of Regulation 21 of SEBI Listing Regulations.

### (c) Details of Meetings and attendance of Members during the year:

During the year 2023 - 2024, the Risk Management Committee met twice – August 09, 2023 and February 05, 2024.

The attendance details are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr Ganesh Chella	Chairperson	1/2
Mr Aditya Krishna	Member	2/2
Ms Kanika Krishna	Member	2/2
Mr Niraj Ganeriwala	Member	2/2
Ms Avantika Krishna	Member	2/2
Kavitha Vijay(1)	Member	1/1

(1) Appointed as Independent Director effective August 14, 2023

The Company Secretary acts as the Secretary to the Committee.

All the recommendations of Risk Management Committee were accepted by the Board of Directors.

The attendance details are as follows:

Name of the Senior Management Personnel	Category
Niraj Kumar Ganeriwala	COO & CFO
Meera Venkatramanan	Company Secretary
Dhiraj Mangla <sup>^</sup>	Chief Customer Officer & Business Head – Fintech
Saswat Swain <sup>^</sup>	Chief Delivery Officer & Business Head – Transportation and Logistics
Avantika Krishna <sup>^</sup>	Chief Sales Officer and Business Head – Hitech Media and Utilities
Venkatesh Agarwal <sup>*</sup>	Senior Vice President – Go To Market Strategy
Deepak Agarwal <sup>*</sup>	Business Head – Retail / Ecommerce
Nick Rosser <sup>*</sup>	Business Head – Retail / Ecommerce

<sup>\*</sup>Designated as Senior Management Personnel wef May 27, 2024.

<sup>^</sup>Redesignation wef May 27, 2024

## GENERAL BODY MEETINGS

(a) Location and Time, where last three Annual General Meetings were held:

Year	Location	Date	Time
2020-21	Annual General Meeting through Video Conferencing or other Audio Visual Means (Virtual AGM) pursuant to the MCA Circular	10.08.2021	10.30 AM
2021-22	Annual General Meeting through Video Conferencing or other Audio Visual Means (Virtual AGM) pursuant to the MCA Circular	09.08.2022	10.30 AM
2022-23	Annual General Meeting through Video Conferencing or other Audio Visual Means (Virtual AGM) pursuant to the MCA Circular	14.08.2023	10.30 AM

(b) Special Resolutions passed during the last three Annual General Meetings

Financial Year	General Meeting	No. of Special Resolutions	Special Resolution Passed
2020 – 21	22 <sup>nd</sup> Annual General Meeting	1	Re-appointment of Mr. VVR Babu as an Independent Director
2021 – 22	23 <sup>rd</sup> Annual General Meeting	0	-
2022 – 23	24 <sup>th</sup> Annual General Meeting	0	-

(c) Special Resolutions passed through Postal Ballot during the Financial Year 2023 - 2024: 9

S No.	Special Resolution Passed
1	Appointment of Ms. Kavitha Vijay (DIN: 01047261) as an Independent Director of the Company.
2	To Approve the Amendment of Articles of Association of the Company to be in line with the Companies Act, 2013.
3	To approve the Amendment to Saksoft Limited Employee Stock Option Plan 2009.
4	To approve the winding up of Saksoft Limited Employee Stock Option Plan 2006 and utilize the remaining shares under ESOP Plan 2006 for Saksoft Limited Employee Stock Option Plan 2009.
5	Approval for Grant of Stock Options to the Employees of Group Companies including Subsidiary Companies or its Associate Companies in India or Outside India under Saksoft Limited Employee Stock Option Plan 2009.
6	Approval for the acquisition of Equity Shares by way of secondary acquisition under Saksoft Limited Employee Stock Option Plan.
7	Provision of Funds by the Company for the Purchase of its own Shares by the Saksoft Employee Welfare Trust ("Trust") for the benefit of Employees under Saksoft Limited Employee Stock Option Plan.
8	Approval for Making of Loans/Investments/Providing Guarantees/Security in Connection with a Loan made under Section 186 of the Companies Act 2013.
9	Appointment of Mr. Suresh Subramanian(DIN: 02070440) as an Independent Director of the Company.

(d) Person who conducted the postal ballot exercise: V Suresh, Practicing Company Secretary

(e) Special resolution to be conducted by way of postal ballot:

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated September 22, 2023 for the above-mentioned resolutions which was duly passed and the results of which were announced on October 24, 2023.

**V. Suresh, Practicing Company Secretaries (CP No. 6032), was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. Details of the voting pattern are provided below:**

**SPECIAL BUSINESS**

**Item No 1: Special Resolution**

Appointment of Ms. Kavita Vijay (DIN: 01047261) as an Independent Director of the Company.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,583	297	7,42,46,699	99.29	30	5,30,884	0.71	-	-

**Item No 2: Special Resolution**

To Approve the Amendment of Articles of Association of the Company to be in line with the Companies Act,2013.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,663	274	7,17,58,163	95.96	55	30,19,500	4.04	-	-

**Item No 3: Special Resolution**

To approve the Amendment to Saksoft Limited Employee Stock Option Plan 2009.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,622	295	7,46,74,858	99.86	32	1,02,764	0.14	-	-

**Item No 4: Special Resolution**

To approve the winding up of Saksoft Limited Employee Stock Option Plan 2006 and utilize the remaining shares under ESOP Plan 2006 for Saksoft Limited Employee Stock Option Plan 2009.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,582	292	7,46,74,776	99.86	35	1,02,806	0.14	-	-

**Item No 5: Special Resolution**

Approval for Grant of Stock Options to the Employees of Group Companies including Subsidiary Companies or its Associate Companies in India or Outside India under Saksoft Limited Employee Stock Option Plan 2009.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,582	270	7,25,53,111	97.03	57	22,24,471	2.97	-	-

**Item No 6: Special Resolution**

Approval for the acquisition of Equity Shares by way of secondary acquisition under Saksoft Limited Employee Stock Option Plan.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,613	293	7,46,76,608	99.86	35	1,01,005	0.14	-	-

**Item No 7: Special Resolution**

Provision of Funds by the Company for the Purchase of its own Shares by the Saksoft Employee Welfare Trust ("Trust") for the benefit of Employees under Saksoft Limited Employee Stock Option Plan.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,582	296	7,47,70,732	99.99	31	6,850	0.01	-	-

**Item No 8: Special Resolution**

Approval for Making of Loans/Investments/Providing Guarantees/Security in Connection with a Loan made under Section 186 of the Companies Act 2013.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,663	264	7,17,51,727	95.95	65	30,25,936	4.05	-	-

**Item No 9: Special Resolution**

Appointment of Mr. Suresh Subramanian (DIN: 02070440) as an Independent Director of the Company.

Voting Method	Total valid dates	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folio	No. of shares	% of total number of valid votes cast	No. of folio	No. of shares	% of total number of valid votes cast		
Postal Ballot	7,47,77,623	302	7,47,76,990	99.99	25	633	0.01	-	-

Procedure for postal ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs.

**MEANS OF COMMUNICATION**

An essential part of a good Corporate Governance is timely and effective communication.

The Stakeholders are updated consistently with the Financial results, press releases, presentations to the Institutional Investors and other specific communications as required.

Given are the details of vital importance that are communicated to the Stakeholders.

**(a) Quarterly and Annual Results:**

The Company has the ultimate responsibility of keeping the investors informed of the Financial performance of the Company. The quarterly results of the Company are approved and adopted by the Board within 45 (forty-five) days of the end of the quarter and the last quarter and annual results are approved and adopted by the Board within 60 (Sixty) days from the closure of the last quarter. The results are disseminated immediately to the Stock Exchanges where the Company's shares are listed and on the website of the Company.

**(b) Newspapers wherein results are generally published:**

The Consolidated quarterly / annual financial results are published within 48 hours in the leading newspapers Viz., Business Standard, Financial Express, Trinity Mirror (English) and Makkal Kural (Tamil) with a note that the standalone quarterly/ annual financial results are posted on the Company's website for ease of reference to the stakeholders.

**(c) Any website, where displayed:**

Annual Standalone and Consolidated Financial results along with Limited Review Report for all quarters are displayed on the website of the Company viz., www.saksoft.com under a dedicated section for Investors and also in NSE- www.nseindia.com and BSE - www.bseindia.com.

**(d) Official news releases:**

The official news releases are displayed on the website of the Company. Web-link is provided under the subheading "Website" in the report.

**(e) Presentations made to Institutional Investors or to the Analysts:**

Pursuant to Regulation 30(6) of SEBI Listing Regulations, the details of schedule of Analyst/Institutional Investor meeting with the Company is communicated to the Stock exchanges and gist of discussions or presentations made are also placed on the website of the Company as a matter of compliance and convenience to the Stakeholders.

The web link is provided under the subheading "Website" in this report.

**GENERAL SHAREHOLDER INFORMATION**

Particulars	Details
(a) Annual General Meeting	Date: August 07, 2024 Time: 10.30 A.M Venue : Annual General Meeting through other Audio Visual Means
(b) Financial Year Periodical results	The Financial Year of the Company is 1 <sup>st</sup> April to 31 <sup>st</sup> March Tentative details of the financial calendar for the year are as under
Results for I Quarter ending 30 <sup>th</sup> June 2024	First week of August 2024
Results for II Quarter & 6 months ending 30 <sup>th</sup> September 2024	Second week on November 2024

Particulars	Details
Results for III Quarter & 9 months ending 31 <sup>st</sup> December 2024	First week of February 2025
Results for the IV Quarter and year ending 31 <sup>st</sup> March 2025	Last week of May 2025
Book Closure Date	As mentioned in the Notice to the AGM
Payment of Dividend	An Interim Dividend of Re. 0.40/- per share was declared on November 07, 2023.  The final dividend, if approved, shall be paid within 30 days from the date of declaration.
(c) Name and address of the each Stock Exchange(s) at which the listed entity's securities are listed and confirmation payment of annual listing fee to each of Stock Exchange(s)	The Equity shares of the Company are listed at:  National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 and Shares are permitted to be traded under the permitted trading category in:  BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.  The annual listing fee as prescribed by the NSE has been paid within the prescribed time limit and listing fee is not applicable in BSE Ltd, as the Company is under permitted trading category in BSE Limited.
d) Stock Code	NSE Stock code : SAKSOFT EQ BSE (under permitted trading category) - Stock code : 590051, ISIN : INE667G01023

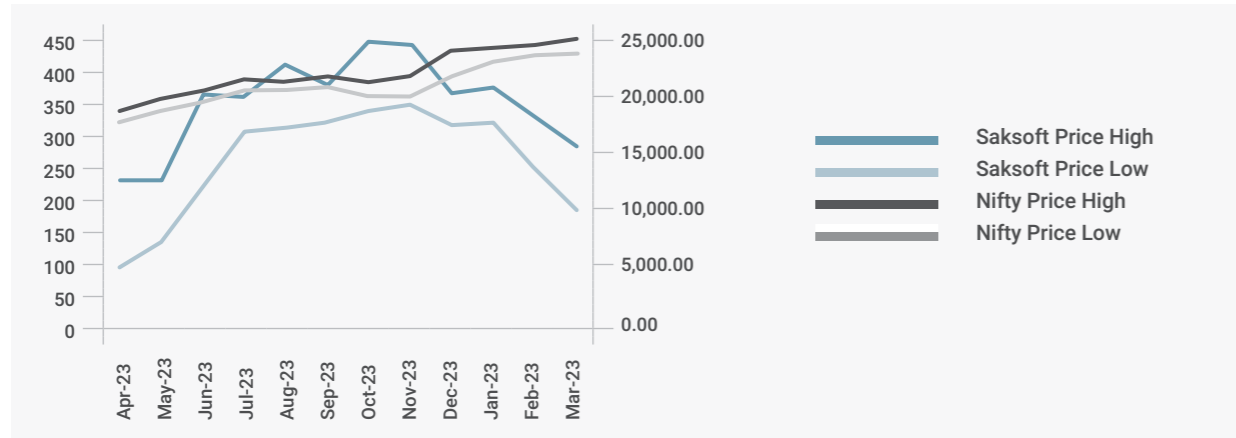
e Market Price data high, low during each month in the last financial year:

Name	National Stock Exchange		NIFTY		Bombay Stock Exchange		SENSEX	
	Saksoft		Nifty Price		Saksoft		Sensex	
Month	Price High (Rs. Per share)	Price Low (Rs. Per share)	High	Low	Price High (Rs. Per share)	Price Low (Rs. Per share)	Price High	Price Low
Apr-23	245.00	145.20	18,089.15	17,312.75	244.70	145.10	61,209.46	58,793.08
May-23	245.00	175.60	18,662.45	18,042.40	245.05	174.25	63,036.12	61,002.17
Jun-23	342.85	238.25	19,201.70	18,464.55	342.30	238.50	64,768.58	62,359.14
Jul-23	339.95	301.00	19,991.85	19,234.40	339.75	301.40	67,619.17	64,836.16
Aug-23	377.00	303.00	19,795.60	19,223.65	376.80	293.05	66,658.12	64,723.63
Sep-23	354.45	312.15	20,222.45	19,432.85	354.80	312.10	67,927.23	64,818.37
Oct-23	402.20	324.60	19,849.75	18,837.85	399.40	324.75	66,592.16	63,092.98
Nov-23	400.00	332.00	20,158.70	18,973.70	398.00	334.00	67,069.89	63,550.46
Dec-23	343.85	306.80	21,801.45	20,183.70	343.00	305.60	72,484.34	67,149.07
Jan-24	351.40	310.00	22,124.15	21,137.2	350.00	309.55	73,427.59	70,001.60
Feb-24	318.50	257.30	22,297.5	21,530.2	317.90	258.30	73,413.93	70,809.84
Mar-24	285.00	209.95	22,526.6	21,710.2	287.00	210.00	74,245.17	71,674.42

(f) Performance in comparison to broad-based indices such as NIFTY IT and BSE Sensex;

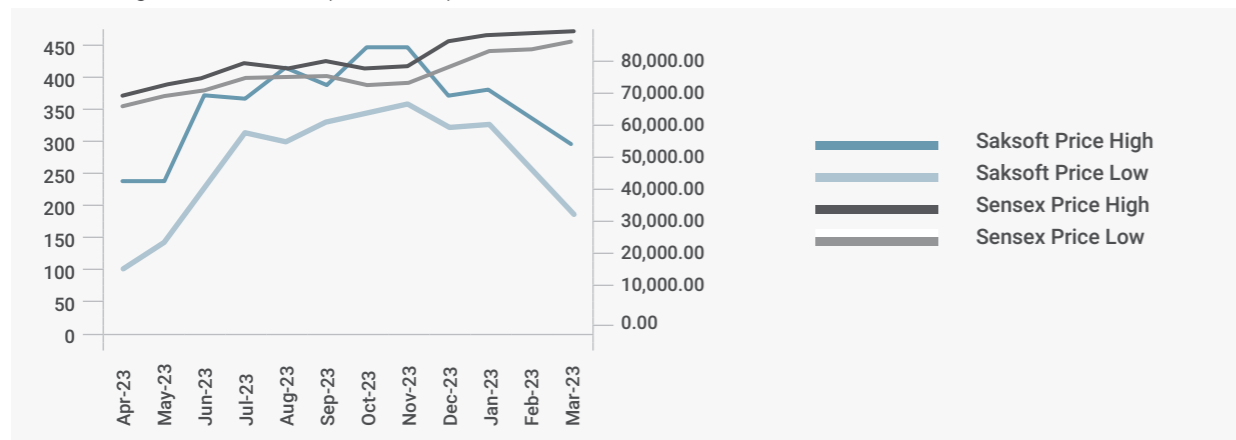
Saksoft Share Price Vs NSE Nifty movement

Saksoft's High and Low of the period 1<sup>st</sup> Apr 23 to 31<sup>st</sup> Mar 24



Saksoft Share Price Vs BSE Sensex movement

Saksoft's High and Low of the period 1<sup>st</sup> Apr 23 to 31<sup>st</sup> Mar 24



(g) Registrar and Transfer Agents (RTA)

Cameo Corporate Services Limited  
 Subramanian Building, No.1, Club House Road, Chennai - 600 002.  
 Tel: +91-44-28460390, Fax: +91 - 44 - 2846 0129  
 Email: investor@cameoindia.com; Web-site: www.cameoindia.com

(h) Share Transfer System:

The Company's shares are traded in the Stock Exchange(s) compulsorily in DEMAT mode. Pursuant to the directives issued by the Securities and Exchange Board of India, the share transfers, both physical and demat are handled by our share transfer agents, M/s Cameo Corporate Services Limited, Chennai. Shares in physical mode which are lodged for transfer either with the Company or with the share transfer agents are processed subject to the exercise of option under compulsory transfer cum demat procedure.

(i) Distribution of shareholding as on March 31, 2024:

	Shareholders		Shares Amount	
	Number	%	Rs.	%
Upto- 5000	94686	99.49	14146062	13.34
5001 - 10000	265	0.27	14146062	1.87
10001 - 20000	93	0.09	1286630	1.21
20001 - 30000	43	0.04	1067103	1.00
30001 - 40000	21	0.02	750016	0.70
40001 - 50000	4	0.0042	187992	0.17
50001 - 100000	18	0.189	1328071	1.25
100001 and above	33	0.34	85290053	80.43
<b>Total</b>	<b>95163</b>	<b>100</b>	<b>106041000</b>	<b>100</b>

(j) Dematerialization of Shares and Liquidity

As at March 31, 2024, 99.95 % of equity shares have been dematerialized. These shares are traded in the National Stock Exchange of India Limited and BSE Limited under permitted trading category.

(k) Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity: Not applicable.

(l) Commodity Price risk or foreign exchange risk and hedging activities:

(Amount in millions)

Eligible limit under past performance	Aggregate amount of contracts booked with all the ADs from April 2023 - March 2024	Amount of contracts cancelled with all ADs from April 2023 - March 2024	Amount utilized (by delivery of documents) from April 2023 - March 2024	Amount of contracts o/s with all ADs as on 31 <sup>st</sup> March 2024	Available limits under past performance as on 31 <sup>st</sup> March 2024
Export	551.74	Nil	469.21	339.54	191.24
Import	Nil	Nil	Nil	Nil	Nil

(m) Loans and advances

The Company has not given any loans and advances to firms / Companies in which Directors are interested.

(n) Plant Locations

In view of the nature of the Company's business viz. Information Technology (IT) Services and IT Enabled Services, the Company operates from various offices in India and abroad. The Company does not have any Manufacturing plants.

(o) Address for Correspondence:

Saksoft Limited  
 Global Infocity Park, Block A, 2<sup>nd</sup> Floor,  
 No. 40, Dr. MGR Salai,  
 Kandanchavadi,  
 Perungudi,  
 Chennai - 600 096.  
 Ph: +91-44-2454 3500, Fax: +91-44-2454 3510

(p) Credit Ratings

During the Financial Year 2023 - 2024, the rating agency CARE had reaffirmed the rating to CARE A Stable, for its long term banking facilities to a tune of Rs 12.00 crores and reaffirmed the rating to CARE A1, for its short term banking facilities to a tune of Rs 3.00 crores.

**OTHER DISCLOSURES:**

**(i) Disclosure on material significant related party transactions that may have potential conflict with the interests of listed entity at large:**

There were no material significant Related Party Transactions during the Financial Year 2023-2024 without the consent of the Shareholders.

**Related Party Transactions**

The Company in compliance with Regulation 23 of SEBI Listing Regulations has formulated a policy on materiality of related party transactions and on dealing with related party transactions. All related party transactions were placed before the Audit Committee for its prior approval.

Audit Committee considers the criteria such as ordinary course of business and arms' length pricing before granting the omnibus approval in respect of transactions, which are repetitive in nature. The Audit Committee reviews on a quarterly basis, the details of related party transactions entered by the Company pursuant to the omnibus approval given. The Related Party Transactions of the Company can be accessed at - <https://www.saksoft.com/investor/corporate-governance/>

**(ii) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three financial years:**

There are no material penalties, strictures imposed by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the Capital Markets during the last three financial years on the Company.

**(iii) Whistle Blower Policy and Vigil Mechanism**

The Company has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee.

The web link for the whistleblower policy is listed under the subheading "Website" in this report.

**(iv) Discretionary requirements**

The Company has disclosed and complied with all the mandatory requirements under Schedule II Part E of the SEBI Listing Regulations. The details of these compliances have been given in the relevant sections of this report.

**(v) Details of Corporate Governance Policies**

The Corporate Governance policies are available on the Company's website at <https://www.saksoft.com/investor-relations/code-conduct-policies/>. The policies are reviewed periodically by the Board and updated regularly.

**(vi) Weblink where policy for determining material subsidiaries is disclosed:**

The Company had identified Unlisted Material Subsidiaries of the Company, incorporated in India and outside India. The Company has formulated a policy for determining material subsidiary and the web link of the same is provided under the subheading "Website" in this report.

**(vii) Disclosure for commodity price risks and commodity hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be furnished.

**(viii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- Not Applicable

**(ix) Directors disqualification**

The Company has obtained a certificate from Mr. V Suresh, Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**(x) Recommendation of Committees**

The Board has accepted recommendation of all Committees of the Board during the Financial Year which were mandatorily required.

**(xi) Details of total fees paid to statutory auditors**

Total fees of Rs 14.70 Million was paid by the Company and its subsidiaries, on a consolidated basis to the statutory auditor of Saksoft and all entities in the network firm/ network entity of which the statutory auditor is a part.

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

- a) Number of complaints received during the financial year : Nil
- b) Number of complaints disposed of during the financial year : Nil
- c) Number of complaints pending as on end of financial year: Nil

**(xiii) Details of material subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries are as under**

Entity Name	Date of Incorporation	Place of incorporation	Statutory Auditors	Date of Appointment of Statutory Auditor
Dreamorbit Softech Private Limited	March 25, 2010	Bangalore	Suri & Co.	August 04, 2017
ThreeSixty Logica Private Limited	October 12, 2009	Delhi	Suri & Co.	August 09, 2018
Saksoft Solutions Limited	September 14, 2006	England	Menzies LLP London	March 08, 2024
Acuma Solutions Limited	November 24, 2000	Whales	Menzies LLP London	March 08, 2024
Saksoft Inc	September 22, 2000	Colorado	Balachandar Jayaraman CPA LLC	(Refer Note)

Note:

There is no requirement of Statutory audit to be carried out on the Financial Statements of Saksoft Inc. However, for the purposes of inclusion of the financial information of the entity into the consolidated financial statements of the Saksoft group for the year ended March 31, 2024, Balachandar Jayaraman CPA LLC have carried out audit procedures that they deem necessary for the purpose.

The Minutes of the meetings of the Board of Directors of the unlisted Indian subsidiaries are placed at the Meeting of the Board of Directors of the Company.

During the Financial Year 2023-2024, the Indian Subsidiary 360 Logica Testing Services Private Limited had acquired a Company Solveda Software India Private Limited and Saksoft Inc has acquired Solveda LLC.

**DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSE (b) to (i) of SUB REGULATION (2) OF REGULATION 46 OF SEBI LISTING REGULATIONS.**

**(i) Secretarial Audit Report**

The Company has undertaken Secretarial Audit for the Financial Year 2023 - 2024 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

**(ii) Annual Secretarial Compliance Report**

The Company has undertaken an audit for the Financial Year 2023-2024 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder.

The Company has appointed M/s. Lakshmmi Subramanian & Associates, a firm of Company Secretaries as the Auditor for the audit of the practices and procedures followed by the Company under the SEBI Listing Regulations.

The Annual Secretarial Compliance Report shall be submitted to the stock exchanges within 60 days of the end of the financial year.

**(iii) Compliance Report by the Statutory Auditors**

The Company has received the Corporate Governance Audit Report from the Statutory Auditors for the Financial Year 2023-24 which forms part of the Annual Report.

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations- Not Applicable

**DISCLOSURES RELATING TO SHARES LYING IN THE DEMAT ACCOUNT**

There are 19330 shares lying in the Investor Education and Protection Fund as on March 31, 2024

**Unclaimed/ Unpaid Dividend Fund:**

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

Details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website <https://www.saksoft.com/investor/company-announcements/unclaimed-dividends>

The Members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at

<https://www.saksoft.com/investor-relations/details-nodal-officer-iepf-rules-2016/>

**WEBSITE**

The Company's hosts its corporate website in compliance with Regulation 46 of SEBI Listing Regulations, providing comprehensive information on the business.

The Company follows the principle of transparent communication to the investors through its website which includes a detailed business portfolio having diversified business verticals, Director's Profile, News Room where the key updates are posted and also other necessary information to be communicated to the Stakeholders.

An exclusive section on Investors provides the data right from the financial performance of the Company and its subsidiaries to the key details of the contact persons to solve investor grievances, if any.

The following information is disseminated on the website of the Company in accordance with the SEBI Listing Regulations.

Particulars	Weblink
Terms and conditions of appointment of Independent Directors;	<a href="https://www.saksoft.com/">https://www.saksoft.com/</a>
Composition of various committees of Board of Directors;	
Code of conduct of Board of Directors and Senior Management Personnel;	
Details of establishment of Vigil Mechanism/ Whistle Blower Policy;	
Policy on dealing with related party transactions;	
Policy for determining 'material' subsidiaries;	
Details of familiarization programmes imparted to Independent Directors;	
The email address for grievance redressal and other relevant details;	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;	
Financial information and Annual report;	
Shareholding pattern;	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock Exchange;	
Corporate Social Responsibility Policy;	
Board Diversity Policy;	
Risk Management Policy	
Dividend Distribution Policy	
Other Policies in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015	

The Company ensures that the contents of the website are correct and the Company updates any changes in the content within 2 working days or any other time limit as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.



## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Senior Management employees and the Directors. Code of Conduct is available on the Company's website.

The Managing Director hereby confirms that the Company has in respect of the year ended March 31, 2024, received from the Members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

**Aditya Krishna**  
*Chairman and Managing Director*

Chennai  
May 27,2024

## Annexure 6

# Auditor's Certificate on Corporate Governance

To the Members  
of **Saksoft Limited,**

We have examined the compliance of conditions of Corporate Governance by Saksoft Limited ('the Company') for the year ended 31<sup>st</sup> March 2024, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### Management responsibility

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

### Auditor's responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We conducted our examination in accordance with the Guidance Note on certification of Corporate Governance issues by the Institute of Chartered Accountants of India (the "ICAI"), the standards on Auditing specified under section 143(10) of the Companies Act 2013, and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Regulation.

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

Place: Chennai  
Date: 27<sup>th</sup> May 2024

**For R.G.N. Price & Co.,**  
*Chartered Accountants*  
Firm Registration No.002785S

**Mahesh Krishnan**  
*Partner*  
M.No.206520  
UDIN: 24206520BKARPV1847

## Annexure 7

# Management discussion and analysis

### Global economy

**Overview:** Global economic growth declined from 3.5% in 2022 to an estimated 3.1% in 2023. A disproportionate share of global growth in 2023-24 is expected to come from Asia, despite the weaker-than-expected recovery in China, sustained weakness in USA, higher energy costs in Europe, weak global consumer sentiment on account of the Ukraine-Russia war, and the Red Sea crisis resulting in higher logistics costs. A tightening monetary policy translated into increased policy rates and interest rates for new loans.

Growth in advanced economies is expected to slow from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024 as policy tightening takes effect. Emerging market and developing economies are projected to report a modest growth decline from 4.1 percent in 2022 to 4.0 percent in 2023 and 2024. Global inflation is expected to decline steadily from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024, due to a tighter monetary policy aided by relatively lower international commodity prices. Core inflation decline is expected to be more gradual; inflation is not expected to return to target until 2025 in most cases. The US Federal Reserve approved a much-anticipated interest rate hike that took the benchmark borrowing costs to their highest in more than 22 years.

Global trade in goods was expected to have declined nearly US\$2 trillion in 2023; trade in services was expected to have expanded US\$500 billion. The cost of Brent crude oil averaged \$83 per barrel in 2023, down from \$101 per barrel in 2022, with crude oil from Russia finding destinations outside the European Union and global crude oil demand falling short of expectations.

Global equity markets ended 2023 on a high note, with major global equity benchmarks delivering double-digit returns. This outperformance was led by a decline in global inflation, slide in the dollar index, declining crude and higher expectations of rate cuts by the US Fed and other Central banks.

Regional growth (%)	2023	2022
World output	3.1	3.5
Advanced economies	1.69	2.5
Emerging and developing economies	4.1	3.8

(Source: UNCTAD, IMF)

### Performance of major economies, 2023

United States: Reported GDP growth of 2.5% in 2023 compared to 1.9% in 2022

China: GDP growth was 5.2% in 2023 compared to 3% in 2022

United Kingdom: GDP grew by 0.4% in 2023 compared to 4.3% in 2022

Japan: GDP grew 1.9% in 2023 unchanged from a preliminary 1.9% in 2022

Germany: GDP contracted by 0.3% in 2023 compared to 1.8% in 2022

(Source: PWC report, EY report, IMF data, OECD data, Livemint)

**Outlook:** Asia is expected to continue to account for the bulk of global growth in 2024-25. Inflation is expected to ease gradually as cost pressures moderate; headline inflation in G20 countries is expected to decline. The global economy has demonstrated resilience amid high inflation and monetary tightening, growth around previous levels for the next two years (Source: World Bank).

### Indian economy

**Overview:** The Indian economy was estimated to grow 7.8 per cent in the 2023-24 fiscal against 7.2 per cent in 2022-23 mainly on account of the improved performance in the mining and quarrying, manufacturing and certain segments of the services sector. India retained its position as the fifth largest economy. The Indian rupee displayed relative resilience compared to the previous year; the rupee opened at Rs 82.66 against the US dollar on the first trading day of 2023 and on 27 December was Rs 83.35 versus the greenback, a depreciation of 0.8%.

In the 11 months of FY 2023-24, the CPI inflation averaged 5.4 percent with rural inflation exceeding urban inflation. Lower production and erratic weather led to a spike in food inflation. In contrast, core inflation averaged at 4.5 percent, a sharp decline from 6.2 percent in FY 23. The softening of global commodity prices led to a moderation in core inflation. The nation's foreign exchange reserves achieved a historic milestone, reaching \$645.6 billion. The credit quality of Indian companies remained strong between October 2023 and March 2024 following deleveraged Balance Sheets, sustained domestic demand and government-led capital expenditure.

Rating upgrades continued to surpass rating downgrades in H2 FY24. UPI transactions in India posted a record 56 per cent rise in volume and 43 per cent rise in value in FY24.

Growth of the Indian economy	FY 21	FY 22	FY23	FY24
	Real GDP growth (%)	-6.6%	8.7	7.2

E: Estimated

### Growth of the Indian economy quarter by quarter, 2023-24

	Q1FY24	Q2FY24	Q3FY24	Q4FY24E
Real GDP growth (%)	-6.6%	8.7	7.2	7.8 E

(Source: Budget FY24; Economy Projections, RBI projections, Deccan Herald)

India's monsoon for 2023 hit a five-year low. August was the driest month in a century. From June to September, the country received only 94 per cent of its long-term average rainfall. Despite this reality, wheat production was expected to touch a record 114 million tonnes in the 2023-24 crop year on account of higher coverage. Rice production was expected to decline to reach 106 million metric tons (MMT) compared with 132 million metric tonnes in the previous year. Total kharif pulses production for 2023-24 was estimated at 71.18 lakh metric tonnes, lower than the previous year due to climatic conditions.

As per the first advance estimates of national income released by the National Statistical Office (NSO), the manufacturing sector output was estimated to grow 6.5 per cent in 2023-24 compared to 1.3 per cent in 2022-23. The Indian mining sector growth was estimated at 8.1 per cent in 2023-24 compared to 4.1 per cent in 2022-23. Financial services, real estate and professional services were estimated to record a growth of 8.9 per cent in 2023-24 compared to 7.1 per cent in FY 2022-23.

Real GDP or GDP at constant prices in 2023-24 was estimated at Rs 171.79 lakh crore as against the provisional GDP estimate of 2022-23 of Rs 160.06 lakh crore (released on 31<sup>st</sup> May 2023). Growth in real GDP during 2023-24 was estimated at 7.3 per cent compared to 7.2 per cent in 2022-23. Nominal GDP or GDP at current prices in 2023-24 was estimated at Rs 296.58 lakh crore against the provisional 2022-23 GDP estimate of Rs 272.41 lakh crore. The gross non-performing asset ratio for scheduled commercial banks dropped to 3.2 per cent as of September 2023, following a decline from 3.9 per cent at the end of March 2023.

India's exports of goods and services were expected touch \$900 billion in 2023-24 compared to \$770 billion in the previous year despite global headwinds. Merchandise exports

were expected to expand between \$495 billion and \$500 billion, while services exports were expected to touch \$400 billion during the year. India's net direct tax collection increased 19 per cent to ₹14.71 lakh crore by January 2024. The gross collection was 24.58 per cent higher than the gross collection for the corresponding period of the previous year. Gross GST collection of Rs 20.2 lakh crore represented an 11.7% increase; average monthly collection was Rs 1,68,000 crore, surpassing the previous year's average of Rs 1,50,000 crore.

The agriculture sector was expected to see a growth of 1.8 per cent in 2023-24, lower than the 4 per cent expansion recorded in 2022-23. Trade, hotel, transport, communication and services related to broadcasting segment are estimated to grow at 6.3 per cent in 2023-24, a contraction from 14 per cent in 2022-23. The Indian automobile segment was expected to close FY 2023-24 with a growth of 6-9 per cent, despite global supply chain disruptions and rising ownership costs.

The construction sector was expected to grow 10.7 per cent year-on-year from 10 per cent in 2023-23. Public administration, defence and other services were estimated to grow by 7.7 per cent in 2023-24 compared to 7.2 per cent in FY2022-23. The growth in gross value added (GVA) at basic prices was pegged at 6.9 per cent, down from 7 per cent in 2022-23.

India reached a pivotal phase in its S-curve, characterized by acceleration in urbanization, industrialization, household incomes and energy consumption. India emerged as the fifth largest economy with a GDP of US\$3.6 trillion and nominal per capita income of INR 123,945 in 2023-24.

India's Nifty 50 index grew 30 percent in FY2023-24 and India's stock market emerged as the world's fourth largest with a market capitalization of US\$4 trillion. Foreign investment in Indian government bonds jumped in the last three months of 2023. India was ranked 63 among 190 economies in the ease of doing business, according to the latest World Bank annual ratings. India's unemployment declined to a low of 3.2% in 2023 from 6.1% in 2018.

**Outlook:** India withstood global headwinds in 2023 and is likely to remain the world's fastest-growing major economy on the back of growing demand, moderate inflation, stable interest rates and robust foreign exchange reserves. The Indian economy is anticipated to surpass USD 4 trillion in 2024-25.

**Union Budget FY 2024-25:** The Interim Union Budget 2024-25 retained its focus on capital expenditure spending, comprising investments in infrastructure, solar energy, tourism, medical ecosystem and technology. In 2024-25, the top 13 ministries in terms of allocations accounted for 54%

of the estimated total expenditure. Of these, the Ministry of Defence reported the highest allocation at Rs 6,21,541 crore, accounting for 13% of the total budgeted expenditure of the central government. Other ministries with high allocation included Road transport and highways (5.8%), Railways (5.4%) and Consumer Affairs, food and public distribution (4.5%). (Source: Times News Network, Economic Times, Business Standard, Times of India)

### Global IT industry

The global information technology (IT) market size grew from \$8179.48 billion in 2022 to \$8852.41 billion in 2023 at a compound annual growth rate (CAGR) of 8.2%. The Russia-Ukraine war disrupted the chances of global economic recovery from the COVID-19 pandemic, at least in the short term.

The information technology (IT) market is expected to grow to \$11,995.97 billion in 2027 at a CAGR of 7.9%. The demand for cloud computing services is expected to drive the demand for IT services during this period. In the cloud computing model, data is stored on the internet by a cloud computing provider, who manages and operates data storage as a service. Many companies are now choosing applications hosted in the cloud for their day-to-day operations. In 2023, the U.S. accounted for

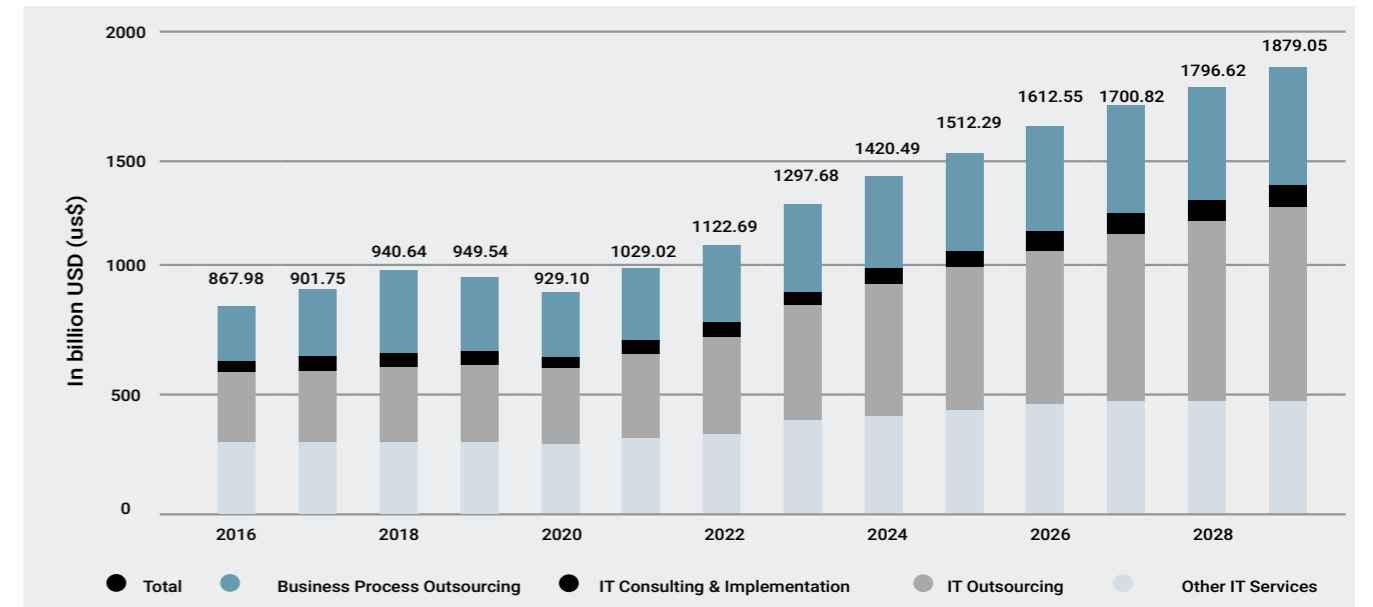
36% of the global Information and Communication Technology (ICT) market, followed by the EU and China with market shares exceeding 11% each.

Global IT spending is anticipated to reach \$5 trillion in 2024. The overall IT spending growth rate for 2023 was 3.3%, modestly increasing from 0.3% from 2022. This limited growth was primarily attributed to change fatigue among CIOs. However, momentum is expected to pick up in 2024, with overall IT spending expected to rise by 6.8%.

IT services will continue to see an increase in growth in 2024, becoming the largest segment of IT spending for the first time. Spending on IT services is expected to grow 8.7% in 2024, reaching \$1.5 trillion. This is largely due to enterprises investing in organizational efficiency and optimization projects. Enterprises are increasingly leveraging technology in diverse and innovative ways, expanding beyond traditional back-office operations. Initially, IT systems were primarily focused on supporting internal functions such as accounting, payroll, and administrative tasks. Over time, however, IT has evolved to play a crucial role in front-office activities, including customer service, sales, and marketing. This shift has enabled businesses to enhance customer interactions, streamline sales processes and improve marketing strategies.

This robust infrastructure, coupled with a high level of technological adoption among businesses, is propelling market growth in North America. The continuous investment in cutting-edge technologies and the presence of major IT service providers further reinforce the region's leading position in the global market.

In 2024, the IT service revenue is expected to reach US\$1,420.00bn with IT outsourcing expected to account for a market volume of US\$541.10bn. The average spend per employee is expected to reach US\$399.00 in 2024 and the USA is estimated to account for the highest revenue.



(Source: Statista, Gartner)

### Worldwide IT spending forecast (Millions of U.S. Dollars)

	2023 Spending	2023 Growth (%)	2024 Spending	2024 Growth (%)
Data Center Systems	243,063	7.1	261,332	7.5
Software	699,791	-8.7	732,287	4.6
Devices	913,334	12.4	1,029,421	12.7
IT Services	1,381,832	5.8	1,501,365	8.7
Communications Services	1,440,827	1.5	1,473,314	2.3
<b>Overall IT</b>	<b>4,678,847</b>	<b>4,678,847</b>	<b>4,678,847</b>	<b>4,678,847</b>

(Source: The Business Research Company, Statista, Gartner)

### IT service industry

In 2023, the global IT services market reached a size of \$1,132.9 billion and is expected to expand to \$2,183.1 billion by 2032, exhibiting a compound annual growth rate (CAGR) of 7.56% from 2024 to 2032. Several key factors are driving this substantial growth.

One, there is an increasing emphasis on cloud computing, as businesses and organizations seek scalable, flexible, and cost-effective IT solutions. The shift towards cloud-based services is enabling companies to enhance their operational efficiency and innovate more rapidly. Two, the rising demand for robust IT security services is a critical growth driver. With the escalation

of cybersecurity threats and data breaches, organizations are investing heavily in advanced security measures to protect their sensitive information and maintain customer trust. Additionally, rapid technological advancements are continually transforming the IT landscape. Emerging technologies such as artificial intelligence (AI), machine learning, the Internet of Things (IoT), and blockchain are creating new opportunities for IT service providers and driving market expansion.

North America accounted for the largest share of the global IT services market. The region's strong digital infrastructure supports a high demand for advanced IT solutions, including cloud services and comprehensive cybersecurity measures.

### The digital transformation

Digital transformation refers to the integration of digital technology into all areas of a company or organization, fundamentally changing how they operate and deliver value to clients. The market for digital transformation includes all products, services, and solutions that help businesses implement their digital transformation strategies. This encompasses cloud computing, artificial intelligence (AI), machine learning, big data analytics and the Internet of Things (IoT). The market is rapidly expanding due to the increasing demand for automation and digitization across various sectors, such as healthcare, Fintech, Retail e-commerce, manufacturing, transportation & logistics and more.

The global digital transformation market was valued at USD 937.20 billion in 2023 and is expected to reach USD 7.03 trillion by 2032, growing at a CAGR of 25.1% between 2023 and 2032. The USA dominates the market, accounting for 45.2% of the market in 2023, owing to increased internet usage and widespread acceptance of various forms of online payment methods. The analytics sector held the biggest market share of 35.3% in 2022, owing to the rising need to integrate massive amounts of company data to provide significant insights.

Asia Pacific is projected to be the fastest-growing regional market, with a CAGR of 29.4% from 2023 to 2032, driven by the substantial increase in the number of SMEs and the expanding service sector. The manufacturing industry's demand for automated and digital technologies has surged rapidly over the past few decades. Additionally, the rising demand for advanced technologies such as big data analytics, artificial intelligence, the Internet of Things and cloud computing across various business enterprises is significantly propelling the growth of the global digital transformation market. The rising adoption of industrial robots is expected to play a crucial role in these systems, as robots perform several essential functions in industries. Manufacturers are deploying various robots to carry out repetitive tasks, thereby driving the expansion of the market.

The global digital transformation in the BFSI market is projected to reach USD 215 billion by 2030, growing at a CAGR of 15.8% from FY 2019 to FY 2030. The increasing use of AI and ML in banking and fintech institutions presents a significant opportunity for digital transformation within the BFSI sector. This sector has seen the rise of innovative payment solutions, including blockchain-based platforms and

decentralized finance (DeFi) initiatives, aimed at providing faster, more secure, and transparent payment processes.

In 2023, the Artificial Intelligence in BFSI market was valued at USD 19.5 billion. AI has become a key driver of increased efficiency in the banking, financial services, and insurance sectors. AI technologies, such as chatbots and virtual assistants, provide personalized, round-the-clock customer support, handling queries and resolving issues in real-time. Additionally, the BFSI sector faces ongoing challenges with fraud, and AI has proven to be a powerful tool in addressing this issue. AI algorithms based on machine learning are highly effective at detecting unusual patterns and anomalies in large datasets, which can indicate fraudulent activities.

Saksoft, with over two decades of experience in providing customized IT solutions—from consulting to support—across various industries, has become a globally preferred partner. The company’s digital transformation solutions help businesses automate, modernize, and manage IT systems, enhancing efficiency and focus. As the IT industry undergoes dynamic changes, Saksoft anticipates significant opportunities and is well-positioned to capitalize on them.

(Sources: Precedenceresearch, Fortunebusinessinsights, Industryarc, Futuremarketinsights, grandviewresearch.com, KBV research, Economic Times)

### Sectoral strengths

- Significant number of skilled IT professionals with technical expertise and problem-solving capabilities are present in India.
- The Indian IT services industry offers cost-effective solutions in comparison to other geographies.
- Strong presence of Indian IT service companies in global markets.
- A diverse domain knowledge helps provide specialized IT services tailored to specific industry requirements

### Sectoral weaknesses

- Infrastructural challenges in India like insufficient internet connectivity, power supply issues and transportation limitations.
- Language and cultural differences may hinder global client interactions.

### Sectoral opportunities

- Growing demand for cloud computing and big data analytics.
- Increasing trend towards digital transformation across different industries.

- Emerging markets and untapped potential for IT products and services.
- Partnership and collaboration opportunities with other businesses.

### Sectoral threats

- Increasing market competition from other IT companies and emerging startups.
- Sudden technology change and uncertain trends.
- Adverse government regulations and policies that could affect the IT sector.
- Cybersecurity threats and data breaches that could result in reputational damage in IT companies.

### Company overview

Incorporated in 1999, Saksoft Limited is a trusted global partner for digital transformation solutions, serving mid-tier companies mainly in the USA and Europe.

The company provides services like digital engineering services, testing & quality assurance and solutions based on cloud, mobility and Internet of Things (IoT) along with Data and Business Intelligence (BI) solutions. At Saksoft, we have adapted our business model to cater to our clients’ evolving needs and emphasize our ‘Inch wide, mile deep’ approach in creating mission-critical, vertical-specific solutions.

Saksoft has five wholly-owned subsidiaries and seven step-down subsidiaries across various geographies, including the US, Europe and Singapore.

### Revenue break-up (FY24)

**Vertical-wise**

Fintech – 34%

Hi Tech, Media and Utilities – 30%

Transportation & Logistics – 13%

Digital Commerce –7%

Health Tech – 3%

Others – 13%

### Offshore vs onsite

Offshore- 55%

Onsite- 45%

### Strengths

**Promoter and team pedigree:** Your organization is led by a seasoned founder with more than three decades of expertise

in the banking and financial services sector. Supported by a team of adept IT professionals, the company effectively oversee technologies and geographies within a well-defined organizational framework. This robust leadership guarantees the company’s capability to provide top-notch services and solutions.

**Digital transformation partner:** Your organisation drives digital transformation through the revitalization of legacy systems and the integration of intelligent automation, placing a significant focus on applications development. Over the past three years, the company has achieved an impressive Compound Annual Growth Rate (CAGR) of 18% in this field. This success is attributed to prioritizing the delivery of outstanding service, fostering lasting customer partnerships, despite the conventional contract duration being limited to one year.

**Niche focus:** Specializing in niche verticals such as Fintech, Transportation and Logistics, Digital Commerce Hitech Media and Utilities , your company caters to clients with annual revenues ranging from USD 200 million to USD 3 billion. Growth has been evident across all sectors, particularly in logistics, fintech, and Hitech Media and Utilities , where substantial expansion has been observed. The company strategically cross-sells products and services to clients in interconnected verticals, enhancing its overall market presence and impact.

**Human resource:** The growth of your company is propelled by a committed and enthusiastic workforce, each possessing expertise in diverse fields. The advanced skill set and diversity within the team contribute to superior customer service and elevate the company’s competitiveness in the market.

### Challenges

**Client and geographic concentration:** Saksoft’s revenue is focussed on certain geographies, with a majority of its income (around 66%) generated from clients located in the USA and Europe during FY24. The company’s top 20 clients accounted for a significant portion of its total operating income, with the top ten customers contributing around 59% during the same period. Saksoft has built a strong client base and maintains ongoing relationships with repeat customers. The acquisition of Solveda (India and LLC) is anticipated to boost revenue in the Retail e-commerce sector, improving the overall profitability of the company.

### Company verticals

#### Fintech

##### Key growth drivers

- Emergence of new technologies such as blockchain and decentralized finance
- Fintech as a service makes it easier to launch new fintech products or start-ups
- Growing need for digital data protection
- Rise of big data and artificial intelligence, enabling sophisticated financial analytics and personalized service
- Promotion of open banking and financial inclusion
- Growing interest from investors and venture capitalists in fintech start-ups and innovations

##### Operational matrix

- Contributes 34% to total revenues
- Revenue mix is USA 46% and Asia-Pacific and others 54%
- 5 clients in the USD 1Million-plus and 1 clients in the USD 0.5 Million-plus account

#### Digital commerce

##### Key growth drivers

- Introduction of cross-border and consumer protection policies
- Increased consumers shift toward online platforms for shopping
- Emergence of super apps are gaining popularity as they allow users to purchase at different retailers from a single app
- Proliferation of novel payment mechanisms like QR codes and biometric authentication systems boost customer comfort and convenience
- Emerging trends like live shopping and metaverse commerce provide more personalized experience for customers.

##### Operational matrix

- Contributes 7% to total revenues
- Revenue mix is USA 75% and Asia-Pacific and others 25%
- 1 clients in the USD 1Million-plus and 3 clients in the USD 0.5 Million-plus account

### Hi Tech, Media and Utilities

#### Key growth drivers

- The availability of low-cost high-tech gadgets like computers and smartphones
- Low cost of data
- Increased deployment of 5G
- Rising mobile subscribers
- Soaring demand for high-speed data connectivity
- Cutting-edge technology adoption

- Demand for cost-effective logistics and supply chain solutions,
- ‘Green’ logistics
- Emergence of interconnected ecosystems.

#### Operational matrix

- Contributes 13% to total revenues
- Revenue mix is USA is 75% and Asia-Pacific and others 19%
- 3 clients in the USD 1Million-plus and 2 clients in the USD 0.5 Million-plus account

#### Operational matrix

- Contributes 30% to total revenues
- Revenue mix is Europe is 51% and Asia-Pacific and others 27%
- 5 clients in the USD 1Million-plus

### Transportation and logistics

#### Key growth drivers

- Increasing adoption of cloud-based services

### Key financial ratios

Regional growth (%)	FY 23-24	FY 22-23
Operating profit margin (%)	18	16
PAT margin (%)	13	12
Debt-equity ratio	0.02	0.00
Interest cover (x)	37.32	49.37
Return on capital employed (%)	26	27
Return on net worth (%)	19	20
Debtor’s turnover ratio (days)	67	61
Earnings per share (Rs.)	9.59	8.18
Current Ratio (x)	2.01	2.46
Inventory Turnover Ratio	NA	NA

## Annexure 8

### Risk management

Saksoft acknowledges the importance of risk management in today’s business landscape. As an innovative IT services company, we comprehend the diverse spectrum of risks that can influence our operations and objectives. These risks encompass challenges in talent retention, geopolitical uncertainties, intense competition, currency fluctuations, vulnerabilities in information and cybersecurity, regulatory compliance complexities and risks associated with cloud computing.

At Saksoft, we adopt a proactive approach to risk management, meticulously assessing and mitigating potential threats. Through the identification and resolution of these risks, we aim to strengthen our resilience, safeguard our assets, and confidently seize opportunities. Our steadfast commitment to effective risk management forms the foundation of our long-term success and sustainability in the dynamic realm of IT services.

Some of the key risks we address and corresponding mitigation measures we implement include:

**Talent retention risk:** Increasing competition for IT talent leading to higher attrition rates,

**Mitigation:** Saksoft provides employee benefits, engagement, training and development programmes.

**Geo-political risk:** Adverse political and geographical risks that could cause service disruption.

**Mitigation:** Saksoft evaluates entry into new regions, verticals, or customers through a rigorous risk assessment framework.

**Competition risk:** The IT industry is highly competitive subject to regular changes.

**Mitigation:** Saksoft promptly addresses industry changes by adopting new digital tools to enhance competitiveness.

**Currency risk:** The risk of currency fluctuations is an ongoing challenge depending on global and economic dynamics.

**Mitigation:** Saksoft mitigates this risk through hedging strategies, protecting against sudden forex fluctuations.

**Information and cybersecurity risk:** Cybersecurity breaches may lead to loss of critical assets and sensitive information.

**Mitigation:** Strengthening cybersecurity systems through regular security audits, penetration testing, vulnerability assessments, employee training and implementing advanced security technologies.

**Regulatory risk:** Failure to comply with the local rules and regulations of countries where Saksoft operates can lead to business closure and/or penalties.

**Mitigation:** Monitoring policy changes and keeping real-time updates on all regulatory developments to ensure compliance with local rules and regulations.

**Cloud computing risks:** Prioritizing robust data backup and recovery procedures to prevent loss in case of an outage or other issue.

**Mitigation:** Saksoft established clear protocols for data access and control to ensure sensitive data is not compromised, and regularly testing and updating disaster recovery and business continuity plans to stay prepared for any unforeseen situation.

### Internal Financial Controls Systems and their adequacy

Saksoft’s current system of controls are aligned with the requirements of Companies Act,2013 and is based on the lines globally accepted risk framework. The internal controls available in Saksoft are in commensurate with the size of our business and nature of our operations. All systems, process, operations, functions and activities are subject to evaluations of internal control systems. The overall results of such evaluations provide information on the efficiency and efficacy of Saksoft’s overall system of control. The controls thereby are designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations

Annexure 9

# Business Responsibility and Sustainability Report

A: General Disclosures

A.1: Details of the listed entity

1.	Corporate identity number (CIN) of the listed entity	:	L72200TN1999PLC054429
2.	Name of the listed entity	:	SAKSOFT LIMITED
3.	Year of incorporation	:	24-11-1999
4.	Registered office address	:	GLOBAL INFOCITY PARK, BLOCK A, 2ND FLOOR, #40 Dr MGR SALAI, KANDANCHAVADI, PERUNGUDI, CHENNAI - 600096
5.	Corporate address	:	GLOBAL INFOCITY PARK, BLOCK A, 2ND FLOOR, #40 Dr MGR SALAI, KANDANCHAVADI, PERUNGUDI, CHENNAI - 600096
6.	E-mail	:	complianceofficer@saksoft.com
7.	Telephone	:	+91 44 24543500
8.	Website	:	www.saksoft.com
9.	Financial year for which reporting is being done	:	2023 - 2024
10.	Name of the stock exchange(s) where shares are listed	:	NSE, BSE (Permitted to trade)
11.	Paid-up Capital (in Rs.)	:	10,60,41,000 (As on March 31 2024)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	:	Ms. Meera Venkatramanan, Group Company Secretary, +91 44 24543500, complianceofficer@saksoft.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	:	Disclosures made in this report are on a Standalone Basis
14.	Name of assurance provider	:	Not Applicable
15.	Type of assurance obtained	:	Not Applicable

A.2: Products/services

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

S. No.	Description of main activity	Description of business activity	% of turnover of the entity
	Saksoft is a leading player in providing digital transformation solutions to help businesses stay relevant in a highly connected, rapidly evolving world. Saksoft is a niche technology specialist that provides a comprehensive suite of business transformation, information management, application development and testing services.	Computer Programming, Consultancy and Related Activities	100

17. Products/services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC code	% of total turnover contributed
	Saksoft is a niche technology specialist that provides a comprehensive suite of business transformation, information management, application development and testing services. Saksoft helps their clients level the playing field by helping them transform their business spaces. Saksoft is headquartered in Chennai (India), and has 14 offices across the USA, Europe and Asia employing over 1,500+ people	62099	100

A.3: Operations

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

Location	Number of plants	Number of offices	Total
National	0	4	4
International	0	0	0

19. Markets served by the entity:

a. Number of locations:

Location	Total
National	4
International	0

b. What is the contribution of exports as a percentage of the total turnover of the entity? : 57.69

c. A brief on types of customers:

The Company caters to critical verticals, including FinTech, Healthcare, Retail e-commerce, Telecom, Transportation and Logistics, and the Public Sector, with its clientele extending across these sectors.

- 1) FinTech: Services include Mobile Cash Disbursement Solutions, API Integration, Mobile/Web Development, Big Data Analytics, Credit Scoring, Fraud Prevention & Risk Assessment, as well as strategies to anticipate and handle disruptions.
- 2) Healthcare: Offerings encompass Telehealth, EHR Integration, Imaging Analytics, Integrated Health Monitoring through wearables, and HL7/FHIR-enabled provider applications.
- 3) Retail E-commerce: Solutions provided are Social Listening (Micro Influencer), Customer 360 views, Customer Journey Tracking, and eCommerce Portal Development.
- 4) Telecom: The company delivers SharePoint Development, Advanced Analytics to mitigate customer churn, Oracle Support, and Testing Centers of Excellence.
- 5) Transportation and Logistics: This sector benefits from IoT Solutions, Freight Management Software, Warehouse Management, Supply Chain Management, EDI Integration, and Logistics Dashboards.
- 6) Public Sector: Initiatives include Smart Cities with Machine Learning and Facial Recognition from IoT data feeds, Predictive Analytics & Business Intelligence aimed at enhancing healthcare, reducing crime rates, and improving the quality of life for citizens, as well as People Identity Management systems.

**A.4: Employees**

**20. Details as at the end of financial year:**

Employees and workers (including differently abled): S.No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
EMPLOYEES								
1.	Permanent (D)	1090	835	76.61	255	23.39	0	0
2.	Other than Permanent (E)	107	73	68.22	34	31.78	0	0
3.	Total employees (D + E)	1197	908	75.86	289	24.14	0	0
WORKERS								
4.	Permanent (F)							
5.	Other than Permanent (G)							
6.	Total workers (F + G)							

**a. Differently abled employees and workers:**

S. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
DIFFERENTLY ABLED EMPLOYEES								
1.	Permanent (D)							
2.	Other than Permanent (E)							
3.	Total differently abled employees (D + E)							
DIFFERENTLY ABLED WORKERS								
4.	Permanent (F)							
5.	Other than Permanent (G)							
6.	Total differently- abled workers (F + G)							

**21. Participation/inclusion/representation of women:**

Leadership team	Total (A)	Number and percentage of females	
		No. (B)	% (B / A)
Board of Directors	7	2	28.57
Key Management Personnel	3	1	33.33

Notes: KMP includes Chairman & Managing Director, COO, CFO and Company Secretary

**22. Turnover rate for permanent employees and workers. (Disclose trends for the past 3 years):**

Particulars	FY 2023 - 2024 (Turnover rate in current FY)				FY 2022-2023 (Turnover rate in previous FY)				FY 2021-2022 (Turnover rate in the year prior to the previous FY)			
	Male	Female	Other	Total	Male	Female	Other	Total	Male	Female	Other	Total
Permanent Employees	15%	14%	0	14.43%	Not Tracked			24.19	Not Tracked			37.72
Permanent Workers	NIL				NIL				NIL			

Notes: The total turnover rate has been calculated for FY 22-23 and FY 21-22. However, turnover rates for males and females were not tracked separately during these periods. Starting from FY 23-24, the company has begun tracking turnover rates by gender.

**A.5: Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. Details of holding/subsidiary/associate companies/joint ventures.:**

S. No.	Entity name (A)	Entity type	% of shares held	Entity (A) participate in the BRSR initiatives of the parent entity?
1	Saksoft Inc.,	Subsidiary	100	The subsidiary/associate/joint venture have their own Business Responsibility Initiatives which are predominantly in line with the Business Responsibility initiatives of the Company.
2	Nanda Infotech Services Inc. (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
3	Faichi Solutions Inc., (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
4	Saksoft Solutions Limited	Subsidiary	100	
5	Acuma Solutions Limited (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
6	Saksoft Ireland Limited (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
7	Saksoft Pte Limited	Subsidiary	100	
8	MC Consulting Pte Ltd (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
9	MC Consulting Malaysia (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
10	Three sixty Logica Testing Services Private Limited	Subsidiary	100	
11	Terafast Networks Private Limited (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
12	DreamOrbit Softech Private Limited	Subsidiary	100	
13	DreamOrbit Inc., (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
14	Solveda Software India Private Limited (Stepdown Subsidiary of Saksoft Limited)	Subsidiary	100	
15	Solveda LLC (Stepdown subsidiary of Saksoft Limited)	Subsidiary	100	

**A.6: CSR Details**

**24. CSR details of the company:**

- a. Whether CSR is applicable as per section 135 of Companies Act, 2013:**  
Yes
- b. Turnover (in Lakh Rs.)**  
: 22,506.08
- c. Net worth (in Lakh Rs.)**  
: 20,188.00

Notes: Amount spent on CSR for FY 23-24 : INR 54 Lakhs.

**A. 7: Transparency and Disclosures Compliances**

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place?	If yes, then provide web-link for policy	FY 2023 - 2024 Current Financial Year			FY 2022-2023 Previous Financial Year			If NA, then provide the reason
			No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	
Communities	Yes	https://www.saksoft.com/investor/corporate-governance//	NIL			NIL			
Investors (other than shareholders)	Yes								
Shareholders	Yes								
Employees and workers	Yes								
Customers	Yes								
Value chain partners	No								

**26. Overview of the entity's material responsible business conduct issues. (Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.):**

S. No.	Material issue identified	Indicate whether risk(R) or opportunity (O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1	Employee Health and Well Being	O	It is our Company's overarching responsibility to effectively manage the well-being of all employees and workers by providing a secure working environment, which is supplemented by formal occupational health and safety training programs. - We ensure required compliance with ISO 14001:2015, ISO 45001:2018 and National Safety Council (NSC) and address other health and safety related matters		Positive Implications
2	Use of Energy Efficient Equipment's	O	The company has undertaken initiatives to replace conventional lights with LED lights. Other initiatives including non-usage of plastics, usage of rented laptops reduces operational costs and environmental impact, positioning the company as a leader in sustainability.		Positive Implications
3	Transparency in Governance	O	We have in place a robust Governance system to address protected issues concerning bribery, corruption, and other unethical behaviors. Our Code of Conduct is very comprehensive in nature and covers various aspects of governance and ethical conduct. We also have a Whistle Blower Policy and Vigil Mechanism in place that governs all our stakeholders to report any kind of protected disclosures.		Positive Implications
4	Corporate Social Responsibility	O	Corporate social responsibility ensures a company operates in an ethical and sustainable way. There are multiple benefits to undertaking initiatives focused on community development such as increased stakeholder engagement, brand awareness and recognition etc.		Positive Implications

**B: Management and Process Disclosures**

**B. 1: Policy and management processes**

**1-6. Policy and management processes:**

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>1 a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs.</b>	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
<b>b. Has the policy been approved by the Board?</b>	Yes, the Business Responsibility Policy covering the above-mentioned principles has been approved by the Board.								
<b>c. Web Link of the Policies, if available</b>	https://www.saksoft.com/investor/corporate-governance/								
<b>2. Whether the entity has translated the policy into procedures.</b>	Yes, the Company has translated the policies as applicable and imbibed the same into procedures and practices in all spheres of activities that the Company undertakes.								
<b>3. Do the enlisted policies extend to your value chain partners?</b>	No. Currently the policies are not extended to value chain partners. The company would be taking initiatives to ensure that the policies are extended even to our value chain partners								
<b>4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.</b>	a. ISO 27001:2018- Information Security Management System b. ISO 9001:2015-Quality Management System c. ISO 45001:2018-Occupational Health & Safety Management System								
<b>5. Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>	The Company is dedicated to fostering a greener workspace by minimizing travel requirements, leveraging digital communication, and pursuing paperless operations whenever feasible. The Company has also set a target of being Carbon Neutral by 2030.  Additionally, the Company is committed to - ensuring equal employment opportunities for all groups and - upholding a gender-inclusive workplace environment.								
<b>6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.</b>	Not Applicable.								

**7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements. (Listed entity has flexibility regarding the placement of this disclosure.):**

Saksoft Limited is committed to conducting business with sensitivity to people, transparency in governance, and environmental responsibility. Consequently, Saksoft adopted BRSR reporting even voluntarily for March 31, 2022. As regulatory requirements evolve, Saksoft will ensure compliance and enhanced disclosure. Saksoft's greatest asset is its human resources. The company invests in training and skill development to optimize employee performance while maintaining a compliant and supportive work environment. Saksoft encourages staff referrals to foster a positive workplace and ensure future growth. Consultants and support staff are treated equally, and the company's insurance policy provides comprehensive coverage for employees and their families. Governance has always been a cornerstone of Saksoft's success, characterized by transparency, ethics, and integrity. The low attrition rate among top management underscores the quality of corporate governance.



Understanding the environmental impact of energy use, Saksoft, though not energy-intensive, strives to minimize its carbon footprint. The company employs energy-efficient resources, reduces electronic waste, and implements both manual and automated measures to conserve energy, lowering costs and promoting sustainability.

**8. Details of the highest authority responsible for implementation and oversight of the business responsibility policy(ies):**

The Board of Directors are responsible for implementation and oversight of the Business Responsibility and Sustainability Policy.

**9. Details about the entity’s committee of the board/director responsible for decision making on sustainability related issues?**

- a. Does the entity have a specified committee of the board/director responsible for decision making on sustainability related issues?  
: Yes
- b. If yes, provide details:  
Yes, the Company Secretary and COO & CFO of the Company monitor various aspects of Environmental, Social and Governance aspects on a continuous basis. This activity is also assessed by Risk Management Committee to the extent of Environmental/Social/governance Risks.

**B.2: Governance, Leadership and Oversight**

**10. Details of review of NGRBCs by the company:**

- a. Details about reviewing authority

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Each of the Policies and performance against the same are being reviewed by the Board as required under the relevant regulations.								
Description of any other committee									
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Each of the Policies and performance against the same are being reviewed by the Board as required under the relevant regulations.								
Description of any other committee									

- b. Details about frequency:

Subject for Review	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Annually								
Description of any other frequency									
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Annually								
Description of any other frequency									

**11. Information about the independent assessment /evaluation of the working of its policies carried out by the entity by an external agency.:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency?	The Company’s policies and procedures are subject to internal scrutiny by the Management, Internal Auditors for the purposes of ensuring operating effectiveness of the policies and critical evaluation of the same. The Statutory Auditors would also refer to these policies, to the extent, relevant and applicable to assess the Entity Level Controls and Governance aspects								
If yes, provide name of the agency									

**B.3: Details of Review**

**12. If answer to Q1 of section B.1 - Policy and management processes is “No” i.e. not all principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles									
The entity does not have the financial or/ human and technical resources available for the task									
It is planned to be done in the next financial year									
Any other reason (please specify)									

**C: Principle Wise Performance Disclosures**

**C.1: Principle 1**

**Essential indicators**

**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors		The Board of Directors and Key Managerial Personnel (KMP) at Saksoft Limited possesses extensive experience in key areas such as Financial Management, Global Business, Board Service & Governance, and Mergers & Acquisitions. These skills are essential for the effective functioning of the company. During Board Meetings, there are regular discussions on Risk Mitigation Factors, Business Responsibility, and Conduct, ensuring that these principles are continuously addressed.	
Key Managerial Personnel		The Board of Directors and Key Managerial Personnel (KMP) at Saksoft Limited possesses extensive experience in key areas such as Financial Management, Global Business, Board Service & Governance, and Mergers & Acquisitions. These skills are essential for the effective functioning of the company. During Board Meetings, there are regular discussions on Risk Mitigation Factors, Business Responsibility, and Conduct, ensuring that these principles are continuously addressed.	
Employees other than BoD and KMPs	6	1. Training on Prevention of Sexual Harassment 2. Awareness Programme on Mental Health 3. Data Privacy and Cyber Security 4. Corporate Social Responsibility 5. Awareness on Environment Social Governance	100
Workers			

**2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity’s website):**

**a. Monetary:**

Penalties and Fees	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred?
Penalty/Fine					
Settlement					
Compounding fee					

**b. Non-monetary::**

Legal sanctions	NGRBC principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred?
Imprisonment				
Punishment				

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.:**

Case details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

**4. Details about anti-corruption or anti-bribery policy**

- a. Does the entity have an anti-corruption or anti-bribery policy? :  
Yes
- b. If yes, provide details in brief.:  
The Company’s Whistle Blower policy (<https://www.saksoft.com/wp-content/uploads/2024/06/Whistle-Blower-Policy.pdf>) takes care of ensuring discipline in terms of reporting of corruption and related cases.
- c. If available, provide a web-link to the policy.:  
<https://www.saksoft.com/wp-content/uploads/2022/10/Whistle-Blower-Policy.pdf>

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

Organizational roles	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Directors		
KMPs		
Employees	NIL	NIL
Workers		

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

Organizational roles	FY 2023 - 2024 (Current Financial Year)		FY 2022-2023 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors				
Number of complaints received in relation to issues of Conflict of Interest of the KMPs		NIL		NIL

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.:**

There have been no cases of fines/penalties/actions by regulators/law enforcement agencies/judicial institutions during the Financial year.

**8. Number of days of accounts payables ((accounts payable\*365)/Cost of goods or services procured) in the following format:**

Organizational roles	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Number of days of Accounts Payable	58	40

Notes: This is excluding MSMEs.

**9. Open-ness of business: Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:**

Parameter	Metrics	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Not Applicable	Not Applicable
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Not Applicable	Not Applicable
	b. Number of dealers / distributors to whom sales are made		
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors		
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	29.87%	24.22%
	b. Sales (Sales to related parties / Total Sales)	37.14%	46.19%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	1.05%	1.24%

**C.2: Principle 2**

**Essential indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.:**

Expenditure type	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	0	0	The Company as a part of Business as usual invests in R&D and Capex for Tech improvements and these are not tracked separately
Capex	0	0	The Company as a part of Business as usual invests in R&D and Capex for Tech improvements and these are not tracked separately

**2. Details about sustainable sourcing:**

**a. Does the entity have procedures in place for sustainable sourcing? :**

Yes

**b. If yes, what percentage of inputs were sourced sustainably? :**

100

Notes: Yes, Saksoft has a procedure in place for sustainable sourcing. We look at the following sustainability factors, while procuring IT assets from their suppliers: (i) Vendor diversity (ii) MSMED status (iii) Yearly revenue (iv) Quality certification (v) POSH policies (vi) ISO certification (vii) Environmental management While empanelment of our suppliers, we ensure that all the above-mentioned factors are thoroughly checked. This is done through a supplier registration form which the vendor must complete.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for the following waste categories.:**

Product type	Process description
a. Plastics (including packaging)	The company is in the core business of delivering software services. As a result, the reclamation of products is not applicable to the company's operations.
b. E-waste	
c. Hazardous waste	
d. Other waste	

**4. Details about Extended Producer Responsibility (EPR):**

Questions	Response
Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities.	No
If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?	No
If not, provide steps taken to address the same.	The business of the Company is such that there is no Extended Producer Responsibility for the entity's activities.

**C.3: Principle 3**

**Essential indicators**

**1. Details regarding well-being of employees and workers:**

**a. Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)	
Permanent employees											
Male	835	835	100	835	100	0	0	835	100	0	0
Female	255	255	100	255	100	255	100	0	0	0	0
Other	0	0	0	0	0	0	0	0	0	0	0
Total	1090	1090	100	1090	100	255	23.39	835	76.61	0	0
Other than permanent employees											
Male	Not Applicable										
Female	Not Applicable										
Other	Not Applicable										
Total	Not Applicable										

**b. Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)	
Permanent workers											
Male	Not Applicable										
Female	Not Applicable										
Other	Not Applicable										
Total	Not Applicable										
Other than permanent workers											
Male	Not Applicable										
Female	Not Applicable										
Other	Not Applicable										
Total	Not Applicable										

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**

Question	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the company	1.05%	1.24%

**2. Details of retirement benefits, for the current and previous financial year.:**

Benefits	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority
PF	100	0	Yes	100	0	Yes
Gratuity	100	0	Yes	100	0	NA
ESI	0.35	0	Yes	0.58	0	Yes

**3. Accessibility of workplaces:**

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

Notes: Our workplaces / offices are located in places which is fairly accessible to all people including differently abled employees and workers. Our facilities are leased out properties in reputed information technology parks which have extended similar facilities to other tenants as well.

**4. Details about equal opportunity policy as per the Rights of Persons with Disabilities Act,2016**

Questions	Response
Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.	Yes  Yes, there is an Equal Opportunity Policy that is part of the Employee Handbook and is available on the company's local intranet.

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	100	100
Female	100	100	100	100
Other	0	0	0	0
Total	100	100	100	100

**6. a. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?  
: Yes**

**b. If yes, give details of the mechanism in brief.:**

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent employees	Yes	Employees contact their respective HR departments either via email or in person to communicate grievances and seek resolution. Depending on the nature of the grievance, the HR point of contact will collaborate with the relevant party to address it promptly. Additionally, the Whistleblower Policy promotes employees to report concerns related to potential violations, such as unethical behavior, fraud, or breaches of the company's code of conduct, without encountering obstacles or fear of reprisal
Other than permanent employees		

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total permanent employees	No Trade Union and Worker Association					
Male						
Female						
Other						
Total permanent workers						
Male						
Female						
Other						

8. Details of training given to employees and workers:

Category	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Employees						
Male	The Company provides required training on Health and Safety and Skill upgradation. However, number of employees who have attended the training program has not been tracked during the year.					
Female						
Other						
Total						
Workers						
Male	Not Applicable					
Female						
Other						
Total						

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

Benefits	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total (A)	Number (B)	% (B/A)	Total (C)	Number (D)	% (D/C)
Employees						
Male	835	835	100	906	906	100
Female	255	255	100	274	274	100
Other	0	0	0	0	0	0
Total	1090	1090	100	1180	1180	100
Workers						
Male	Not Applicable					
Female						
Other						
Total						

10. Health and safety management system:

Questions	Response
a. Whether an occupational health and safety management system has been implemented by the entity? If yes, the coverage such system?	Yes  As part of ensuring that the Company gives safe and hygienic work environment, it always ensures that OHS has been followed widely. The Company operates through leased premises and as part of safety measures the building provides evacuation training and drills. Saksoft recognizes and accords highest priority to safety and well-being of its employees and other relevant interested parties. Our Head Office and Noida Office are certified to ISO 45001:2018 standard, and covers 50% of our India locations. At the remaining locations, we have implemented processes based on legal requirements / internal benchmarks. We have established numerous interventions to address occupational health-related topics including emotional well-being, mental health, ergonomics, safety, lifestyle diseases and more. During the year, we ran programs for the wellbeing and the Mental Health of Employees. We also had doctors and physios helping employees and their dependents through virtual consultations leveraging our telemedicine portal.
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Specific employees trained for first aid treatment and to attend to emergencies. Having first aid facilities at workplace Ensuring the furniture and equipment used are of best quality which do not endanger the employees.
c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.	Not Applicable
d. Do the employees/ worker of the entity have access to non- occupational medical and healthcare services?	Yes

**11. Details of safety related incidents, in the following format:**

Safety incident/number	Category*	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Lost time injury frequency rate (LTIFR) (per one million- person hours worked)	Employees	Not Applicable	Not Applicable
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

Including the contract workforce.

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

Company gives utmost importance to its employee's health and ensuring a safe work environment Saksoft recognizes that occupational, health & safety (OHS) and overall physical and mental wellbeing of its employees is integral to its success and growth aspirations as spelled out in its OHS Policy. Saksoft is committed to provide safe workplaces focusing on preventing injuries, illnesses, and continuously strives to eliminate hazards and reduce OHS risks. Key occupational health related risks are associated with the key generic H&S risks identified typical to Saksoft's nature of operations include workplace ergonomics risks arising due to computer usage, indoor air quality, workplace illumination and noise and fire risk typical to an office building and general office risks including slips, trips, falls, electrical shock, etc. Hazard identification and risk assessment process is conducted to help identify each such risk and ensure that proper mitigation measures are put in place to create a healthy and safe work environment. Some of the mitigation measures to prevent or mitigate significant occupational health & safety impacts include: 1. Provision and maintenance of fire detection, alarm and suppression systems 2. Regular site review, inspections and audits to assess safety preparedness 3. Regular mock drills for fire as well as medical emergencies organized by the IT Park 4. Provision of ergonomically designed chairs and workstations to prevent musculoskeletal disorders (MSD's) and low radiation computer monitors for better visual health 5. Digital monitoring of indoor air quality and periodic cleaning of the HVAC ducts to avoid sick building syndrome 6. Regular training on occupational health & safety training to sensitize employees on OHS aspects to inculcate a culture of safety 7. Employee engagement campaigns on health & safety topics such as fire safety, road safety, emergency evacuation, ergonomics among others There are no major H&S risks associated with Saksoft services as the company provides customized software solutions and IT services.

**13. Number of complaints on the following made by employees and workers:**

Category	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	NIL			NIL		
Health and safety	NIL			NIL		

**14. Assessments for the year:**

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	NIL
Working conditions	

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

No such incidents in the year under review

**C.4: Principle 4**

**Essential indicators**

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

The company has employed a systematic approach to identify its crucial stakeholder groups. This process involves examining several key parameters, comprising the potential impact of stakeholders, the heterogeneity of stakeholder groups, their power and sway, and the legitimacy of their connection to the company. The company has proficiently charted its stakeholders in accordance with their relevance to the execution of its business operations as well as in compliance with all relevant regulations. This mapping process ensures all essential stakeholders are identified, their interests are recognized, and their potential effects on the business are fully understood. This thorough identification procedure contributes to fostering mutually beneficial relationships, driving corporate performance and ensuring regulatory compliance.

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

Stakeholder group	Whether identified as vulnerable & marginalized group	Channels of communication	Details of other channels of communication	Frequency of engagement	Details of other frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	Other	Conference Calls/ Meetings	Quarterly	Quarterly / Half Yearly	Post Earnings Calls
employees	No	E-mail	In person, Town hall meetings	Others - please specify	Ongoing	Ongoing and as when required
Regulators	No	Other	Statutory reporting to the regulators, participation in seminar/webinar	Others - please specify	Ongoing	Timely disclosure of information

**C.5: Principle 5**

**Essential indicators**

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

Category	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Total (A)	No. of employees /workers covered (B)	% (B/A)	Total (C)	No. of employees /workers covered (D)	% (D/C)
Employees						
Permanent	1090	1090	100	1180	1180	100
Other than Permanent	107	107	100	95	95	100
Total Employees	1197	1197	100	1275	1275	100
Workers						
Permanent	Not Applicable					
Other than Permanent						
Total Workers						

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

Category	FY 2023 - 2024 (Current Financial Year)				FY 2022-2023 (Previous Financial Year)							
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage			
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)		
Employees												
Permanent	1090	Nil	1090	100	1180	Nil	1180	100				
Male	835		835	100	906		906	100				
Female	255		255	100	274		274	100				
Other	0		0	0	0		0	0				
Other than permanent	107		107	100	95		95	100				
Male	73		73	100	67		67	100				
Female	34		34	100	28		28	100				
Other	0		0	0	0		0	0				
Workers												
Permanent			Not Applicable									
Male												
Female												
Other												
Other than permanent												
Male												
Female												
Other												

3. Details of remuneration/salary/wages: Median remuneration/wages:

Category	Male		Female		Other	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	5	*80	2	*8		
Key Managerial Personnel	1	*123.73	1	*23.3	0	0
Employees other than BoD and KMP	833	# 13	254	# 10	0	0
Workers	Not Applicable					

a. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Question	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Gross wages paid to females as % of total wages	20	20

Notes: \*Actual remuneration details provided are in Rs Lakhs. #Average remuneration details provided are in Rs Lakhs.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

: Yes

Notes: All issues relating to the above are addressed/ handled by Human Resources department

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

The Company also has a Prevention of Sexual Harassment (POSH) Committee with an external consultant advising on POSH cases.

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

Category	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	NIL			NIL		
Discrimination at workplace						
Child labour						
Forced labour/involuntary labour						
Wages						
Other human rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Category	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers		
Complaints on POSH upheld		

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

The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has implemented multiple policies that cover various aspects of human rights to ensure non-discrimination and fair treatment of all employees, ethical conduct and prevention of sexual harassment at premises within its direct control as well as redressal mechanism. The policies also covers its subsidiaries. The Company has a committee handling Prevention of Sexual Harassment cases. There are no cases of child labor or forced labor other related issues at the workplace.

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

: Yes

10. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NIL
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

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

Not Applicable

**C.6: Principle 6**

**Essential indicators**

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

Parameter	Unit	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
From renewable sources			
Total electricity consumption (A)	GJ	0	0
Total fuel consumption (B)	GJ	0	0
Energy consumption through other sources (C)	GJ	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	0	0
From non-renewable sources			
Total electricity consumption (D)	GJ	2620.99	2960
Total fuel consumption (E)	GJ	446.31	106
Energy consumption through other sources (F)	GJ	0	0
Total energy consumed from non-renewable sources (D+E+F)	GJ	3067.30	3066
Total energy consumed (A+B+C+D+E+F)	GJ	3067.30	3066
Energy intensity per rupee of turnover (Total energy consumed/revenue from operations)	GJ/crore ₹ turnover	13.6	14.6
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/revenue from operations adjusted for PPP)	GJ/million USD	30.55	
Energy intensity in terms of physical output	GJ/unit production		
Energy intensity (optional) – the relevant metric may be selected by the entity			
Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?		No	No
If yes, name of the external agency.		Not Applicable	Not Applicable

**2. Details about Performance, Achieve and Trade (PAT) Scheme of the Government of India:**

Questions	Response
Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India?	No
If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.	Not Applicable

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

Parameter	Unit	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Water withdrawal by source			
(i) Surface water	kilolitres		
(ii) Groundwater	kilolitres		
(iii) Third party water	kilolitres	859.91	1156.45
(iv) Seawater/desalinated water	kilolitres		
(v) Others	kilolitres		
Total volume of water withdrawal (i + ii + iii + iv + v)	kilolitres	859.91	1156.45
Total volume of water consumption	kilolitres	859.91	1156.45
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	kilolitres/crore ₹ turnover	3.82	5.53
Water intensity per rupee of turnover adjusted for purchasing power parity (Total water consumption / Revenue from operations adjusted for PPP)	kilolitres/million USD	8.56	
Water intensity in terms of physical output	kilolitres/unit production		
Water intensity (optional) – the relevant metric may be selected by the entity			
Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?		No	No
If yes, name of the external agency.		Not Applicable	Not Applicable

**4. Provide the following details related to water discharged:**

Parameter	FY 2023 - 24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	Not applicable	Not applicable
- No treatment		
- With treatment - please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment - please specify level of treatment		
(iv) To Seawater		
- No treatment		
- With treatment - please specify level of treatment		
(iii) Sent to third-parties		
- No treatment		
- With treatment - please specify level of treatment		



Parameter	FY 2023 - 24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
(v) Others		
- No treatment		
- With treatment - please specify level of treatment		
Total water discharged (in kilolitres)		
Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?		
If yes, name of the external agency.		

Notes: Not Applicable. The entity operates out of leased offices across all locations. Water discharge is taken care of by the property directly.

**5. Details about zero liquid discharge (ZLD):**

Questions	Response
Has the entity implemented a mechanism for zero liquid discharge (ZLD)?	No
If yes, provide details of its coverage and implementation.	Not Applicable

Notes: Not Applicable. The entity operates out of leased offices across all locations. Water discharge is taken care of by the property directly.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Unit	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
NOx	Not Applicable	Not Applicable	Not Applicable
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?			
If yes, name of the external agency.			

Notes: Since the company is in the business of IT services, input to this section is not applicable.

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

Parameter	Unit	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Total scope 1 emissions(Break-up of the GHG into ~CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	22.84	31.4
Total scope 2 emissions(Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	617	716.9
Total scope 1 and scope 2 emission intensity per rupee of turnover (Total scope 1 and scope 2 GHG emissions / Revenue from operations)	tCO2e/crore ₹ turnover	2.84	3.43
Total scope 1 and scope 2 emission intensity per rupee of turnover adjusted for purchasing power parity (PPP)(Total scope 1 and scope 2 GHG emissions/Revenue from operations adjusted for PPP)	tCO2e/million USD	6.37	
Total scope 1 and scope 2 emission intensity in terms of physical output	tCO2e/unit production	0	0
Total scope 1 and scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			
Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?		No	No
If yes, name of the external agency.		Not Applicable	Not Applicable

**8. Does the entity have any project related to reducing GHG emission? If yes, then provide details.:**

The Company is committed to environmental protection and energy conservation, continually developing new technologies to enhance energy efficiency. The Chennai delivery center is situated in an LED pre-certified gold-rated green building, underscoring our dedication to sustainable practices. Additionally, the Company has made a conscious shift to LED lights across all its locations. This transition not only reduces electricity consumption but also decreases heat generation, resulting in faster cooling with lower energy use. Furthermore, we have minimized the use of plastic and adopted leased laptops, which helps reduce electronic waste and promotes the reuse of technology. These efforts reflect our ongoing commitment to minimizing our environmental impact and promoting sustainable operations.

9. Details related to waste management:

a. Different types of waste generated by the entity, in the following format:

Parameter	FY 2023 - 24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total waste generated (in metric tonnes)	Not Applicable	Not Applicable
Plastic waste (A)		
E-waste (B)		
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other Hazardous waste. Please specify, if any (G)		
Other Non-hazardous waste generated (H). Please specify, if any		
Total (A+B+C+D+E+F+G+H)		
Waste intensity per crore rupee of turnover (tonne/crore ₹ turnover)		
Waste intensity per crore rupee of turnover adjusted for Purchasing Power Parity (PPP) (tonne/crore ₹ turnover)		
Waste intensity in terms of physical output (tonne/unit production)		
Waste intensity (optional) – the relevant metric may be selected by the entity		

b. Different types of waste recovered or disposed by the entity, in the current financial year:

Category of waste (in metric tonnes)	Recycled	Re-used	Other recovery operations	Incineration	Landfilling	Other disposal operations
Plastic waste	Not Applicable					
E-waste						
Bio-medical waste						
Construction and demolition waste						
Battery waste						
Radioactive waste						
Other hazardous waste, if any						
Other non-hazardous waste generated, if any						
Total						

c. Different types of waste recovered or disposed by the entity, in the previous financial year:

Category of waste (in metric tonnes)	Recycled	Re-used	Other recovery operations	Incineration	Landfilling	Other disposal operations
Plastic waste	Not Applicable					
E-waste						
Bio-medical waste						
Construction and demolition waste						
Battery waste						
Radioactive waste						
Other hazardous waste, if any						
Other non-hazardous waste generated, if any						
Total						

Notes: The company specializes in delivering software services and operates from leased office spaces, ensuring that no hazardous waste is generated. We utilize leased electronic gadgets, which are returned to the supplier at the end of their lifecycle. Additionally, other types of waste, such as paper and bio-waste, are managed by the property and subsequently handled by designated vendors

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

As a non-manufacturing firm, our entity has minimal involvement with managing hazardous waste or utilizing toxic chemicals in our operations. Nevertheless, we hold a steadfast commitment to contributing towards a greener, low carbon economy. This commitment is reflected through our choice of operations location – a Leed Platinum certified establishment, awarded with such esteem by the U.S. Green Building Council for its exceptional Operations and Maintenance practices. Our chosen operational base adopts state-of-the-art practices that emphasize energy efficiency, water conservation, and waste recycling programs.

This approach aligns perfectly with our broader corporate intentions, allowing us to effectively utilize the building’s existing environmentally-friendly infrastructure as a conduit towards transitioning to a low carbon economy. Consequently, while our business’s specific waste management practices may be indirectly executed, our strategic choice of location represents a substantial commitment to environmental sustainability.

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

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with?	If no, the reasons thereof and corrective action taken, if any.
Not Applicable				

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

Name and brief details of project	EIA notification No.	Date	Whether conducted by independent external agency	Results communicated in public domain	Relevant web link
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There were no Environmental Impact Assessment of Projects undertaken by the entity as required by any regulatory agency or law.

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

S. No.	Specify the law/ regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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The Company does not own any Premises. It is operating out of a Grade A Leased Premises which are compliant with applicable laws

C.7: Principle 7

Essential indicators 1.

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

Sr No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers / associations
1	NASSCOM	National

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

Name of authority	Brief of the case	Corrective action taken
		Not Applicable

C.8: Principle 8

Essential indicators

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

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency	Results communicated in public domain	Relevant web link
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Not Applicable

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

S. No.	Name of project for which R&R is ongoing	State	District	No. of project affected families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
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Not Applicable

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

The Company has a whistle blower email ID whistleblower@saksoft.com. Any stakeholder or public who have any grievance can write an email to the whistleblower email ID and the same would be addressed by the Company immediately.

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

Category	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	Rs 54.41 Crs	Rs 49.61 Crs
Directly from within India	100%	100%

5. Job creation in smaller towns – disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost.:

Location	FY 2023 - 2024 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Rural	Not Applicable	Not Applicable
Semi-urban		
Urban		
Metropolitan		

**C.9: Principle 9**

**Essential indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.:**

In adherence to our company’s ethos and given the nature of our industry, consumer satisfaction and feedback are considered highly valuable. Thus, several mechanisms have been instituted to facilitate the receipt and prompt resolution of consumer complaints and feedback. The purpose of these mechanisms is to maintain accountability for service quality and product excellence. One of our core mechanisms is the Business Team, which is tasked with the responsibility of ensuring that the services provided align with our consumers’ expectations. This team acts as the first line of resolution for any consumer complaints or feedback. Additionally, we have an internal escalation procedure in place to address any execution issues effectively. Under this system, any delay or issue is promptly relayed to senior management to ensure a swift and adequate response. This process’s primary purpose is to ensure that problems are addressed at the earliest and disruptive impacts on the consumer experience are minimized. In essence, these mechanisms ensure that our consumers’ voices are heard and valued, and their concerns are addressed like a top priority. They also enable us to continually improve our service offerings based on the feedback and inputs received from our consumers.

Notes: To be reviewed

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about.:**

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

Notes: The company specializes in delivering software services. Hence, input to this question is not applicable.

**3. Number of consumer complaints in respect of the following.:**

Benefits	FY 2023 - 2024 (Current Financial Year)			FY 2022-2023 (Previous Financial Year)		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data privacy	NIL	NIL		NIL	NIL	
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive trade practices						
Unfair trade practices						
Other						

**4. Details of instances of product recalls on account of safety issues.:**

Category	Number	Reasons for recall
Voluntary recalls	NIL	
Forced recalls		

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?:**

Questions	Response
Does the entity have a framework/ policy on cyber security and risks related to data privacy?	Yes
If available, provide a web-link of the policy.	<a href="https://www.saksoft.com/investor/corporate-governance/">https://www.saksoft.com/investor/corporate-governance/</a>

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

The Company keeps strengthening and upgrading its infrastructure and implementing various monitoring tools in line with the cyber security and data privacy requirements of individuals and customers.

**7. Provide the following information relating to data breaches.:**

**a. Number of instances of data breaches.**

: NIL

**b. Percentage of data breaches involving personally identifiable information of customers.**

: NIL

# Independent Auditor's Report

To  
The Members of  
**Saksoft Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of **SAKSOFT LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year on that date, and notes to the financial statements, including a summary of Material 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its Profit, 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 statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance

with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In this regard we have identified impairment test analysis on Equity investments in subsidiaries as Key Audit Matter relating to the year, in view of the significance of the carrying value of investments and the assumptions underlying the ascertainment of the fair value of these.

The carrying amount of the Company's Investments in its subsidiaries, held at cost, amount to Rs.1205 million (representing 51% of the total assets) as at 31<sup>st</sup> March 2024.

### How the matter was disposed of:

The Management undertakes an annual impairment testing analysis in respect of its equity exposure in its subsidiaries, whereby the carrying value is compared with the fair value of these investments obtained from appropriate valuation methodology, and to the extent of shortfall in the fair value an impairment provision is considered in the books. Such provision is reviewed at every subsequent reporting date.

We have critically evaluated the management's approach in valuation methodology adopted in this regard, to conclude upon the need or otherwise of an impairment provision against the carrying value of Investments as at the date of Balance Sheet.

We tested the management's assumptions and other inputs with underlying data and assessed the reasonableness of

the assumptions used and performed sensitivity analysis on these key assumptions to assess the potential impact on the fair value derived to get comfort.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the standalone and consolidated financial statements and our respective auditor's reports thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the 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 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, the Board of Directors 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### Auditor's Responsibility

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 audit 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 Standards on Auditing will always detect a material misstatement where 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 Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in

- i. planning the scope of our audit work and in evaluating the results of our work; and
- ii. to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2020 ("Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.
2. (A) As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, except for the matters stated in paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including other comprehensive income, the Standalone Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is

disqualified as on 31<sup>st</sup> March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- (g) With respect to the adequacy of the internal financial controls with reference to financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial reporting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (B) 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:
  - (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 22 (a) to the standalone financial statements;
  - (b) The Company has long-term contracts and derivative contracts for which there were no material foreseeable losses;
  - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
  - (d) (i) The Management has represented that, to the best of its knowledge and belief, no

funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
    - provide any guarantee, security, or the like from or on behalf of the Ultimate Beneficiaries; and
  - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material misstatement.
  - (e) (i) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
  - (ii) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

(iii) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

(f) Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail(edit log) and the same has been operated throughout the year for all relevant transactions recorded in the respective software, except that, the feature of recording audit trail (edit log) was enabled at application level for a few tables and fields in customer ledger, vendor ledger and journal

modules from 25<sup>th</sup> October 2023. Further for the period where audit trail (edit log) was enabled and operated throughout the year in the accounting software, we did not come across any instance of audit trail feature being tampered with.

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm registration no. 002785S

**Mahesh Krishnan**  
Partner  
M.No.: 206520  
UDIN: 24206520BKARQK6126

Place: Chennai  
Date: 27<sup>th</sup> May 2024

## Annexure A to the Independent Auditors' Report

*(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SAKSOFT LIMITED of even date)*

- I (a) (A) The Company has maintained proper records for its property, plant and equipment showing full particulars including quantitative details and situation of those assets.
- (B) The Company has maintained proper records for its intangible assets.
- (b) The Company has a policy of physically verifying its property, plant and equipment once in two years which in our opinion is reasonable having regard to the size of the Company and its business. The Company had physically verified the assets during the year.
- (c) According to information and explanations given to us and on the basis of examination of records of the Company, there is no immovable property held in the name of the Company.
- (d) The Company has not revalued its Property, plant and equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- II (a) In our opinion and according to the information and explanations given to us, having regard to the nature of the Company's business / activities during the year, clause (ii) of paragraph 3 of the Order relating to inventories is not applicable to the Company.
- (b) During the year, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks or financial institutions is in accordance with the books of accounts.
- III In our opinion and according to the information and explanations given to us, during the year, the Company has not made any investments in or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, Clause 3(iii)(a) to Clause 3(iii)(f) of the Order is not applicable.
- IV In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of investments made and the Company has not granted any loans to Directors nor has granted any loan or given guarantee or security to any Company, body corporate or to any person.
- V The Company has not accepted any deposits and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable to the Company. Hence, reporting under clause 3(v) of the Order is not applicable.
- VI Having regard to the nature of the Company's business / activities, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act. Accordingly, clause 3(vi) of the Order is not applicable.
- VII (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. There are no arrears of undisputed statutory dues outstanding as at 31<sup>st</sup> March 2024 for a period of more than six months from the date they became payable.

(b) There are no dues of Goods and Services Tax, provident fund, employees' state insurance, Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues which have not been deposited on account of any dispute as at 31<sup>st</sup> March 2024, except for an amount of ₹15.26 millions as detailed below:

Name of the Statute	Nature of the dues	Amount involved (Rs in Million)	Amount unpaid (Rs in Million)	Period to which the amount relates to	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	29.56	8.61	A.Y. 2009-10	CIT (Appeals)
Income Tax Act, 1961	Income Tax	20.45	6.56	A.Y. 2010-11	DCIT
Income Tax Act, 1961	Income Tax	11.36	0.09	A.Y. 2011-12	DCIT

- VIII According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- IX (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company is not a declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanation given to us, and the records of the Company examined by us, no term loans were obtained by the Company during the year.
- (d) According to the information and explanation given to us, and the records of the Company examined by us, no funds on short term basis were raised by the Company during the year.
- (e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- X (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
- XI (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither observed any instance of fraud by the Company or any fraud on the Company by its officers or employees of the Company nor have we been informed of such case by the Management, during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) In our opinion and according to the information an explanation given to us, no whistle blower complaints have been received during the year by the Company.
- XII The Company is not a Nidhi Company and hence, Clause 3(xii) of the Order is not applicable.
- XIII In our opinion and according to the information and explanations given to us, transactions with related parties have been disclosed in the standalone financial statements with details as required by Ind AS 24 "Related Party Transactions". These transactions are in compliance with Section 177 and 188 of the Act.

- XIV (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- XV According to the information and explanation provided to us and based on our examination of records, the Company has not entered into any non-cash transactions with directors or persons connected with them.
- XVI (a) In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

- XVII The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- XVIII There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- XIX According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and

based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm registration no. 002785S

**Mahesh Krishnan**  
Partner  
M.No.: 206520  
UDIN: 24206520BKARQK6126

Place: Chennai  
Date: 27<sup>th</sup> May 2024



## Annexure B to the Independent Auditors' Report

### Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to financial reporting of **Saksoft Limited** ('the Company') as of 31<sup>st</sup> March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note' 34) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and 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 with reference to 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 with reference financial reporting and their operating effectiveness.

Our audit of internal financial controls with reference to financial reporting included obtaining an understanding of internal financial controls with reference to financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial reporting.

#### Meaning of Internal Financial Controls With reference to Financial Reporting

A Company's internal financial control with reference to 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 with reference to 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 with reference to Financial Reporting

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

#### Opinion

According to the information and explanations given to us and based on our audit, the Company has in all material respects, adequate internal financial controls with reference to financial reporting and such internal financial controls with

reference to financial reporting were operating effectively as at 31<sup>st</sup> March 2024 based on the internal control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm registration no. 002785S

**Mahesh Krishnan**  
Partner  
M.No.: 206520  
UDIN: 24206520BKARQK6126

Place: Chennai  
Date: 27<sup>th</sup> May 2024

## Balance Sheet as at 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Note No	As at 31-03-2024	As at 31-03-2023
<b>ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, plant and equipment	3	30.09	42.69
(b) Right of use assets	3	74.46	37.37
(c) Other Intangible assets	4	1.47	2.10
(d) Financial Assets			
(i) Investments	5.1	1,204.96	1,187.95
(ii) Others	5.2	17.00	15.46
(e) Deferred Tax Assets (net)	6	37.42	37.55
<b>2 Current Assets</b>			
(a) Financial Assets			
(i) Trade and other receivables	7.1	431.47	323.79
(ii) Cash and cash equivalents	7.2	255.37	143.76
(iii) Bank balances other than (ii) above	7.3	170.00	40.00
(iv) Loans	7.4	0.51	1.22
(v) Others	7.5	71.53	117.10
(b) Current Tax Assets (Net)		97.13	77.99
(c) Other Current Assets	8	18.42	22.19
<b>TOTAL ASSETS</b>		<b>2,409.83</b>	<b>2,049.17</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	9	106.04	105.69
(b) Other equity	10	1,914.71	1,639.04
<b>LIABILITIES</b>			
<b>1 Non-current liabilities</b>			
(a) Financial liabilities			
Lease liability	11	49.93	5.19
(b) Provisions	12	71.39	52.28
<b>2. Current liabilities</b>			
(a) Financial liabilities			
(i) Lease liability		28.80	35.79
(ii) Trade payables	13.1		
Dues to Micro and Small enterprises		3.32	5.64
Dues to creditors other than Micro and Small enterprises		57.09	36.09
(iii) Other financial liabilities	13.2	0.61	4.49
(b) Other current liabilities	14	115.13	101.98
(c) Provisions	15	62.81	62.98
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,409.83</b>	<b>2,049.17</b>

See accompanying Notes to Standalone financial statements

Vide our report of even date attached

**For R.G.N. Price & Co.,**

Chartered Accountants

Firm Registration No: 002785S

**Mahesh Krishnan**

Partner

Membership No: 206520

Date: May 27, 2024

Place: Chennai

For and on behalf of the Board of Directors

**Aditya Krishna**

Chairman & Managing Director

DIN.00031345

**Ajit Thomas**

Director

DIN.00018691

**Niraj Kumar Ganeriwal**

COO and CFO

**Meera Venkatramanan**

Company Secretary

## Statement of Profit and Loss for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Note No	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Revenue from operations</b>		2,250.61	2,093.93
Other Income	18	101.75	81.69
<b>Total income</b>		<b>2,352.36</b>	<b>2,175.62</b>
<b>Expenses:</b>			
Employee benefits expense	19	1,532.36	1,395.11
Finance costs	20	7.29	8.33
Depreciation and amortization expense	3	55.17	48.21
Support / Third party charges		262.08	253.36
Other expenses	21	107.30	125.34
<b>Total expenses</b>		<b>1,964.20</b>	<b>1,830.35</b>
<b>Profit before Tax</b>		<b>388.16</b>	<b>345.27</b>
<b>Tax expense:</b>			
Current Tax	16	82.15	78.45
Deferred Tax	17	0.11	(11.66)
<b>Profit / (Loss) for the period</b>		<b>305.90</b>	<b>278.48</b>
<b>Other Comprehensive Income, Net of Tax</b>			
A. (i) Items that will not be reclassified to Statement of Profit or Loss - Remeasurement of defined benefit plan (net of taxes)		3.35	6.03
B. (i) Items that will be reclassified to Statement of Profit & Loss - Changes in fair value of derivative instrument (net of taxes)		4.01	(5.63)
<b>Total Other comprehensive Income for the year</b>		<b>7.36</b>	<b>0.40</b>
<b>Total Comprehensive Income for the year</b>		<b>313.26</b>	<b>278.88</b>
<b>Total Profit attributable to Equity Shareholders</b>		<b>305.90</b>	<b>278.48</b>
Earnings per equity share of Rs 1.00 each	22		
(1) Basic		2.90	2.64
(2) Diluted		2.90	2.56

See accompanying Notes to Standalone financial statements

Vide our report of even date attached

**For R.G.N. Price & Co.,**

Chartered Accountants

Firm Registration No: 002785S

**Mahesh Krishnan**

Partner

Membership No: 206520

Date: May 27, 2024

Place: Chennai

For and on behalf of the Board of Directors

**Aditya Krishna**

Chairman & Managing Director

DIN.00031345

**Niraj Kumar Ganeriwal**

COO and CFO

**Ajit Thomas**

Director

DIN.00018691

**Meera Venkatramanan**

Company Secretary

## Statement of Cash Flow for the period April 2023 to March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Year Ended 31-Mar-2024	Year Ended 31-Mar-2023
<b>A. Cash Flow from Operating Activities:</b>		
Profit before tax:	388.16	345.27
<b>Adjustments for:</b>		
Depreciation & amortisation	55.17	48.21
Expenses on employee stock based compensation	11.20	3.36
(Profit)/Loss on sale of Investments	-	(0.30)
Profit on sale of fixed assets	(0.04)	-
Interest and other Income	(18.55)	(0.50)
Dividend Income	(79.24)	(68.51)
Interest and Finance charges	7.29	8.33
Net actuarial gain / loss on defined benefit plan	4.48	8.06
<b>Operating Profit before Working Capital / Other Changes</b>	<b>368.47</b>	<b>343.92</b>
(Increase) / Decrease in Trade receivables	(107.68)	(101.98)
(Increase) / Decrease in Other Assets	50.01	(31.12)
Increase / (Decrease) in Trade Payables	18.68	(6.52)
Increase / (Decrease) in Other liabilities	13.11	15.78
Increase / (Decrease) in Provisions	18.95	29.72
<b>Cash Generated From Operations</b>	<b>361.54</b>	<b>249.80</b>
Income tax paid	(104.15)	(113.28)
<b>Net Cash Flow from Operating Activities</b>	<b>257.39</b>	<b>136.52</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Property, Plant and Equipment	(7.43)	(22.84)
Proceeds from sale of Property, Plant and Equipment	0.12	0.30
Purchase of Intangible assets	-	(1.43)
Payment of Lease liabilities	(39.08)	(35.37)
Investment in Fixed Deposits	(130.00)	(40.00)
Interest and other Income	18.55	0.50
Dividend income Received	79.24	68.51
<b>Net Cash Used in Investing Activities</b>	<b>(78.60)</b>	<b>(30.33)</b>
<b>C. Cash Flow from Financing Activities:</b>		
Interest and Finance charges	(1.76)	(1.84)
Dividend paid (including Dividend Distribution Tax)	(79.42)	(68.61)
ESOP Exercised	14.00	4.26
<b>Net Cash Used in Financing Activities</b>	<b>(67.18)</b>	<b>(66.19)</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents [A+B+C]</b>	<b>111.61</b>	<b>39.99</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>143.76</b>	<b>103.77</b>
<b>Cash and Cash Equivalents as at End of the Year</b>	<b>255.37</b>	<b>143.76</b>

## Statement of Cash Flow for the period April 2023 to March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Note:

- The above Cash Flow Statement is prepared under Indirect Method as provided by Ind AS 7 "Statement of Cash Flow" notified under Companies (Indian Accounting Standards) Rules, 2015. Figures in brackets represents cash outflow.
- Cash and Cash Equivalents comprise of:

Balance with Schedule banks in current accounts	255.33
Cash and Cheques on Hand and in-transit	0.04
<b>Total</b>	<b>255.37</b>

The notes form an integral part of the Statement of Cash Flow

This is the Statement of Cash Flow referred to in our Report of even date. For and on behalf of the Board of Directors

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm Registration No: 002785S

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Ajit Thomas**  
Director  
DIN.00018691

**Mahesh Krishnan**  
Partner  
Membership No: 206520

**Niraj Kumar Ganeriwal**  
COO and CFO

**Meera Venkatramanan**  
Company Secretary

Date: May 27, 2024  
Place: Chennai

## Statement of Changes in Equity for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### (a) Equity Share Capital

<b>Balance as at 1<sup>st</sup> April 2022</b>	<b>105.39</b>
Add: Shares issued on exercise of employee stock options	0.30
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>105.69</b>
<b>Balance as at 1<sup>st</sup> April 2023</b>	<b>105.69</b>
Add: Shares issued on exercise of employee stock options	0.35
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>106.04</b>

### (b) Other Equity

Particulars	Reserves and Surplus					Items of Other Comprehensive Income		Total Other Equity
	Capital reserve	General reserve	Securities Premium Reserve	Share Options outstanding reserve	Retained earnings	Financial instruments through Other Comprehensive Income	Remeasurement of Defined benefit plans through Other Comprehensive Income	
<b>Balance as at 1<sup>st</sup> April 2022</b>	<b>0.21</b>	<b>46.44</b>	<b>103.45</b>	<b>19.95</b>	<b>1,230.01</b>	<b>2.61</b>	<b>5.55</b>	<b>1,408.21</b>
Profit for the year	-	-	-	-	278.48	-	-	278.49
Other Comprehensive Income (Net of taxes)	-	-	-	-	-	(5.63)	6.03	0.40
Cost related to employee share based payments	-	-	6.35	14.19	-	-	-	20.54
Cash Dividends	-	-	-	-	(68.61)	-	-	(68.61)
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>0.21</b>	<b>46.44</b>	<b>109.80</b>	<b>34.14</b>	<b>1,439.89</b>	<b>(3.02)</b>	<b>11.58</b>	<b>1,639.05</b>
<b>Balance as at 1<sup>st</sup> April 2023</b>	<b>0.21</b>	<b>46.44</b>	<b>109.80</b>	<b>34.14</b>	<b>1,439.89</b>	<b>(3.02)</b>	<b>11.58</b>	<b>1,639.05</b>
Profit for the year	-	-	-	-	305.90	-	-	305.90
Other Comprehensive Income (Net of taxes)	-	-	-	-	-	4.01	3.35	7.36
Cost related to employee share based payments	-	-	21.62	20.22	-	-	-	41.84
Cash Dividends	-	-	-	-	(79.43)	-	-	(79.43)
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>0.21</b>	<b>46.44</b>	<b>131.42</b>	<b>54.36</b>	<b>1,666.36</b>	<b>0.99</b>	<b>14.93</b>	<b>1,914.71</b>

See accompanying Notes to financial statements

Vide our report of even date attached

For and on behalf of the Board of Directors

#### For R.G.N. Price & Co.,

Chartered Accountants  
Firm Registration No: 002785S

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Ajit Thomas**  
Director  
DIN.00018691

#### Mahesh Krishnan

Partner  
Membership No: 206520

Date: May 27, 2024  
Place: Chennai

**Niraj Kumar Ganerwal**  
COO and CFO

**Meera Venkatramanan**  
Company Secretary

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Company Overview and Significant Accounting Policies

#### Note-1: Company Overview

Saksoft Limited('the Company') is a Public Limited Company incorporated and domiciled in India listed with National Stock Exchange of India Limited (NSE) and trading permission at Bombay Stock Exchange (BSE) and has its registered office at Chennai, Tami Nadu, India.

The Company is a leading player in providing digital transformation solutions to help businesses stay relevant in a highly connected, rapidly evolving world. Saksoft is a niche technology specialist that provides a comprehensive suite of business transformation, information management, application development and testing services. Saksoft helps their clients level the playing field by helping them transform their business spaces.

The financial statements were authorized for issue by the Company's Board of Directors on 27<sup>th</sup> May 2024.

#### Note-2: Significant accounting policies

##### a. Basis of preparation of financial statements

The financial statements in all material aspects have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

##### b. Basis of measurement

The financial statements have been prepared on 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:

- Derivative financial instruments;
- Certain financial assets and liabilities measured at fair value
- Share based payments; and
- Defined benefit plans and other long-term employee benefits

##### c. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the reported amounts of revenues and expenses, balances of assets and liabilities, and disclosure of contingent liabilities as at the date of the financial statements. Actual results could differ from those estimates. Accounting estimates could change from period to period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in notes to financial statements. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have most significant effects on the amounts recognized in the financial statements is included in the following notes:

#### Revenue Recognition

The Company uses the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the estimated total efforts or costs to be expended, as applicable. Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the estimates at the reporting date.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Income Taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

### Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and its residual value at the end of its life. Useful life and residual value of an asset is determined by the Management at the time an asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### Employee Benefits

The company's defined benefit obligation to its employees and net periodic defined benefit cost / income requires the use of certain assumptions, including, among others, estimates of discount rates and expected return on plan assets. Changes in these assumptions may affect the future funding requirements of the plans. Actuarial gains / losses are recognized in Other Comprehensive Income. The sensitivity analysis for changes in estimates is disclosed under relevant Notes.

### Other estimates

The Company estimates the probability of the collection of the accounts receivable by analysing historical payment of patterns and customer credit worthiness. Stock compensation expense is determined based on the company's estimate of exercise pattern of equity instruments that vests with the employees. Estimates with regard to deferred taxes and provisions are made based on the extent of uncertainty prevalent on the date of financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities.

## d. Revenue recognition

The Company derives revenue primarily from software development and related services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Revenue disclosed is net of discounts and Goods and service tax. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. The Company has to apply the principles of revenue recognition to each of the distinct performance obligation and transaction price is recognized for each of the performance obligation of the contract.

The Company recognizes revenue when the performance obligations as promised have been satisfied with a transaction price and when there is no uncertainty as to measurement or collectability of the consideration. Recognition criteria for various types of contracts are as follows:

#### Time and Material Contracts:

Revenue from time-and-material contracts is recognized based on the time / efforts spent and billed to clients.

#### Fixed-Price Contracts:

In case of fixed-price contracts, revenue is recognized based on percentage of completion basis. Where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

#### Annual Maintenance Contract:

Revenue from annual maintenance contracts are recognized proportionately over the period in which services are rendered.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Sale of products:

Revenue from sale of third party software products and hardware is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on physical or electronic dispatch of goods.

*Unbilled revenue* represents earnings in excess of efforts billed on software development and service contracts as at the end of the reporting period and is included as part of Other Financial Assets.

*Unearned revenues* represent billing in excess of revenue recognized on software development and service contracts and is included in Other Current Liabilities until the above revenue recognition criteria is met. Advance payments received from customers for whom no services have been rendered are presented as "Advance from customers".

### Other Income

Other income primarily comprises of interest, dividend, foreign exchange gain/loss on financial assets / financial liabilities and on translation of other assets and liabilities. Interest income is recognized in the Statement of Profit and Loss using effective interest method at the time of accrual. Dividend income is recognized in the Statement of Profit and Loss when the right to receive payment is established. Foreign currency gain or loss is reported on net basis and includes gain or loss in respect of concluded forward contracts.

## e. Property, Plant & Equipment

Property, Plant and Equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure directly attributable to acquisition until the property, plant and equipment are ready for the intended use.

Property, plant and equipment are depreciated / amortized over their estimated useful lives using straight-line method from the date the assets are ready for the intended use. Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life or primary lease term.

Depreciation on Computer and Office equipment is provided on straight line method over their respective useful lives as prescribed in Schedule II of the Companies Act 2013. In respect of assets other than these, depreciation is provided over the economic useful life determined by technical evaluation. The useful lives of those assets are as under:

Description	Useful Lives (in years)
Lease hold improvement	5
Office Equipment	5
Furniture and fixtures	5
Vehicles	5
Electrical installations	5
Computer equipment	3

Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which Management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Depreciation methods, useful life and residual value are reviewed at each reporting date.

Individual asset costing Rs.5,000/- or less are depreciated in full in the year of purchase.

Gains or losses on disposal are determined by comparing proceeds with the carrying amount. Cost and related accumulated depreciation are eliminated from the financial statements upon sale of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Capital work-in-progress includes cost of fixed assets that are not ready for their intended use.

Advances paid towards the acquisition of Property, plant and equipment outstanding at each Balance Sheet Date is classified as capital advances under other non-current assets.

### f. Impairment

#### Non-financial assets

The Company assesses at each balance sheet date whether there is any indication that a carrying amount of a non-financial asset or a group of non-financial assets may not be recoverable and hence require to be impaired. If any such indication exists, the Company estimates the recoverable amount of these assets. Recoverable amount is the higher of an asset's fair value adjusted for costs of disposal and the value in use. If such recoverable amount of these assets or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. This reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date, there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at such reassessed recoverable amount subject to a maximum of carrying value of the asset. Non-financial assets (other than Goodwill) that are already impaired are reviewed for possible reversal of impairment provision at the end of every reporting period.

#### Financial assets

**Receivables:** The Company follows 'simplified approach' for recognition of impairment loss on trade receivables, whereby, it recognizes impairment loss allowances based on life time expected credit loss at each reporting period from its initial recognition.

**Other financial assets:** For all other financial assets, expected credit losses (ECL) 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 the same is measured at lifetime ECL.

Impairment gain or loss recognized in the Statement of Profit and Loss is the difference between loss allowance reassessed on the reporting date and that determined on the immediately preceding reporting date.

### g. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current.

- » Non-current investments in subsidiaries, associates and joint ventures are stated at cost and any decline other than temporary in the value of these investments is recognized in the Statement of Profit and Loss.
- » Other non-current investments are stated at their fair value.
- » Current investments are stated at their fair value.

On disposal of investments, the difference between proceeds and the carrying amount is recognized in the Statement of Profit and Loss.

### h. Non-derivative financial instruments

#### INITIAL MEASUREMENT:

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables (that do not contain a significant financing component) which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognized on trade date.

#### SUBSEQUENT MEASUREMENT:

##### ***Financial assets at amortized cost***

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets are subsequently measured at amortized cost using effective interest method, less any impairment losses.

Amortized assets are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

They are presented as current assets except for those maturing later than 12 months after the reporting date, which are presented as non-current assets.

##### ***Financial assets at fair value through other comprehensive income: (FVTOCI)***

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Any financial asset not subsequently measured at amortized cost or at fair value through other comprehensive income, is subsequently measured at fair value through profit or loss. Financial assets falling in this category are measured at fair value and all changes are recognized in the Statement of Profit and Loss.

##### ***Financial liabilities***

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination that is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for De-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Fair value hierarchy:

The company's policy on Fair Valuation is stated below.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - The fair value of financial instruments traded in active markets (such as publicly traded securities) is based on quoted (unadjusted) market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Level 2 - The fair valuation of instruments not traded in active markets is determined using valuation techniques. These valuation techniques maximize the use of observable market data and minimize the use of entity specific estimates (All significant inputs to the fair value measurement is observable)

Level 3 – Valuation techniques for one or more significant inputs to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### i. Foreign Currency Translation

#### Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (i.e. the “functional currency”). The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupee.

#### Foreign currency Transactions and Balances

Foreign current Transactions are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of foreign – currency denominated monetary assets and liabilities into the relevant functional currency at exchange rates in effect at the reporting date are recognized in the Statement of Profit and Loss and reported within foreign exchange gains / (losses).

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

### j. Cash and Cash equivalents

Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage. For the purpose of presentation in the Statement of Cash flows, cash and cash equivalents include cash on hand, deposits held at call with Banks, other short-term, highly liquid investments with original maturities of three months or less and that are readily convertible to known amounts of cash which are subject to an insignificant change in value.

Statement of cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### k. Employee benefits

#### Defined Contribution Plans

The Company pays Provident Fund contributions payable to the recognized provident fund. The contributions are accounted for as defined contribution plans and recognized as employee benefit expense in the Statement of Profit and Loss.

#### Defined Benefit Plans

The company provides a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company as per the provisions of the Payment of Gratuity Act, 1972. The Company makes contributions to a fund administered and managed by the Saksoft Employees’ Gratuity Trust to fund the gratuity liability.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

The liability or asset recognized in the Balance Sheet in respect of a defined gratuity plan is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation using the projected unit credit method made at the end of the year.

The present value of defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels.

Remeasurement gains or losses arising from Experience Adjustments and changes in actuarial assumptions are recognized in the period they occur, directly in the Other Comprehensive Income. They are included in the statement of changes in equity and in the Balance Sheet. Remeasurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to Statement of Profit or Loss in subsequent periods.

Changes in present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss.

#### Other short term Employee Benefits

As per the employment policy of the Company, employees are required to avail their annual leave by the end of the respective calendar year. At the end of the financial year, the Company accounts for the remaining short term compensated absences. Liability towards leave encashment is recognized in the Statement of Profit and Loss.

Undiscounted liability of performance incentive is recognized during the period when the employee renders the services, based on management estimate.

#### Share-based payments

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of the grant arrived at by using the Black-Scholes Model valuation and recognizes the cost (net of estimated forfeitures) over the vesting period.

The equity instruments generally vest in a graded manner over the vesting period. The stock compensation expense is determined based on company's estimate of equity instruments that will eventually vest and be exercised. The expenses in respect of the above share based payment schemes is recognized over the vesting period in the Statement of Profit and Loss with a corresponding adjustment to the share based payment reserve, a component of equity.

### l. Taxation

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

#### Current tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Deferred Income Tax

Deferred income tax is recognized using the Balance Sheet Approach. The corresponding deferred income tax liabilities or assets are recognized for deductible and taxable temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognized only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax income liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the deferred income tax asset to be utilized.

Deferred income taxes are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on the tax laws enacted or substantively enacted at the reporting date.

### m. Provisions and Contingent liabilities

A provision is recognized when an enterprise has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the amount can be reliably estimated. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A disclosure for contingent liability is made when there is a possible obligation that arises from the past events and 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 and that may, but not probable that an outflow of resources would be required to settle the obligation. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Notes forming part of the Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 3. PROPERTY, PLANT and EQUIPMENT

Reconciliation of the gross carrying amounts and net carrying amounts at the beginning and at the end of the year

Particulars	Plant & Machinery	Leasehold improvements	Computers	Office equipments	Electrical Installations	Leased Vehicles	Furniture & Fittings	Motor Vehicles Owned	Right of Use Asset	Total
Gross carrying value										
At April 1, 2022	9.04	26.41	86.89	14.45	11.27	-	19.72	3.81	118.63	290.24
Additions	-	-	21.49	1.16	-	2.12	0.10	0.09	7.56	32.51
Disposals / adjustments	-	-	0.05	-	-	-	1.28	-	3.39	4.72
At March 31, 2023	9.04	26.41	108.33	15.61	11.27	2.12	18.54	3.90	122.79	318.01
At April 1, 2023	9.04	26.41	108.33	15.61	11.27	2.12	18.54	3.90	122.79	318.01
Additions	-	-	3.30	2.22	-	2.17	0.06	1.78	69.41	78.94
Disposals / adjustments	-	-	0.08	-	-	-	-	-	-	0.08
At March 31, 2024	9.04	26.41	111.55	17.83	11.27	4.29	18.60	5.68	192.23	396.91
Accumulated depreciation										
At April 1, 2022	9.04	24.91	61.07	11.46	10.18	-	17.78	0.76	59.75	194.94
Depreciation expense	-	0.53	15.09	1.13	0.50	0.06	0.62	0.73	28.84	47.84
Disposals / adjustments	-	-	0.05	-	0	0	1.28	0	3.37	4.90
At March 31, 2023	9.04	25.44	76.11	12.59	10.68	0.06	17.12	1.49	85.42	237.95
At April 1, 2023	9.04	25.44	76.11	12.59	10.68	0.06	17.12	1.49	85.42	237.95
Depreciation expense	-	0.53	17.18	1.28	0.46	1.30	0.49	0.91	32.34	54.49
Disposals / adjustments	-	-	0.08	-	-	-	-	-	-	0.08
At March 31, 2024	9.04	25.97	93.21	13.87	11.14	1.36	17.61	2.40	117.76	292.36
Net carrying value March 31, 2024	-	0.44	18.34	3.96	0.13	2.93	0.99	3.29	74.46	104.55
Net carrying value March 31, 2023	-	0.97	32.22	3.02	0.59	2.06	1.42	2.41	37.37	80.06



## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 4. OTHER INTANGIBLE ASSETS

Particulars	Intellectual property	Acquired Computer Software	Total
<b>Gross carrying value</b>			
<b>At April 1, 2022</b>	<b>4.50</b>	<b>26.41</b>	<b>30.91</b>
Additions	-	1.43	1.43
Disposals / adjustments	-	-	-
<b>At March 31, 2023</b>	<b>4.50</b>	<b>27.84</b>	<b>32.34</b>
<b>At April 1, 2023</b>	<b>4.50</b>	<b>27.84</b>	<b>32.34</b>
Additions	-	0.05	0.05
Disposals / adjustments	-	-	-
<b>At March 31, 2024</b>	<b>4.50</b>	<b>27.89</b>	<b>32.39</b>
<b>Accumulated amortization</b>			
<b>At April 1, 2022</b>	<b>4.50</b>	<b>25.04</b>	<b>29.54</b>
Amortisation expense	-	0.70	0.70
Disposals / adjustments	-	-	-
<b>At March 31, 2023</b>	<b>4.50</b>	<b>25.74</b>	<b>30.24</b>
<b>At April 1, 2023</b>	<b>4.50</b>	<b>25.74</b>	<b>30.24</b>
Amortisation expense	-	0.68	0.68
Disposals / adjustments	-	-	-
<b>At March 31, 2024</b>	<b>4.50</b>	<b>26.42</b>	<b>30.92</b>
<b>Net carrying value March 31, 2024</b>	<b>0.00</b>	<b>1.47</b>	<b>1.47</b>
<b>Net carrying value March 31, 2023</b>	<b>0.00</b>	<b>2.10</b>	<b>2.10</b>

### 5. NON-CURRENT ASSETS

#### 5.1. FINANCIAL ASSETS - NON-CURRENT INVESTMENTS

Particulars	Face value (fully paid up)	As at March 31, 2024		As at March 31, 2023	
		No. of shares / units	Cost	No. of shares / units	Cost
<b>Investment in equity instruments (unquoted)</b>					
<b>In subsidiary companies</b>					
Saksoft Inc, USA	USD 1	1,95,000	9.24	1,95,000	9.24
Saksoft Pte Limited, Singapore	SGD 1	5,55,002	19.17	5,55,002	19.17
Saksoft Solutions Limited, United Kingdom	GBP 1	50,01,000	434.45	50,01,000	434.45
ThreeSixty Logica Testing Services Private Limited	INR 10	10,000	389.68	10,000	389.68
DreamOrbit Softech Private Limited	INR 10	14,150	319.99	14,150	319.99
<b>Equity settled share based payments to employees of subsidiaries</b>					
DreamOrbit Softech Private Limited			13.56		5.62

## Notes forming part of the Standalone Financial Statements

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(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Face value (fully paid up)	As at March 31, 2024		As at March 31, 2023	
		No. of shares / units	Cost	No. of shares / units	Cost
Saksoft Inc, USA			6.99		4.68
Saksoft Pte Limited, Singapore			4.75		2.56
ThreeSixty Logica Testing Services Private Limited			7.13		2.56
<b>Total</b>			<b>1,204.96</b>		<b>1,187.95</b>
<b>Aggregate amount of impairment in value of investments</b>					

#### 5.2. FINANCIAL ASSETS - OTHERS

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Unsecured and considered good</b>		
Security Deposit	16.57	15.06
Bank deposits with more than 12 months maturity	0.43	0.40
	<b>17.00</b>	<b>15.46</b>

#### 6. DEFERRED TAX ASSETS (Net)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Arising from timing difference in respect of:</b>		
Property, Plant and Equipment	5.18	4.10
Retirement Benefits	18.80	18.28
Forward contracts outstanding	(0.38)	0.97
Long term Leases	0.01	0.39
Other tax disallowances	13.81	13.81
	<b>37.42</b>	<b>37.55</b>

### 7. CURRENT ASSETS

#### 7.1. FINANCIAL ASSETS - TRADE RECEIVABLES

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(Unsecured, considered good)*</b>		
Considered good	431.47	323.79
Credit Impaired	-	-
Less: Allowance for credit losses#	-	-
	<b>431.47</b>	<b>323.79</b>

\* Related party balances are presented in Note no. 22 (c)

#There were no significant expected credit losses, computed based on Lifetime ECL of trade receivables as at 31<sup>st</sup> March 2024

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 7.2. FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

Particulars	As at March 31 , 2024	As at March 31 , 2023
a. Cash on hand	0.04	0.05
b. Balances with banks in current accounts and deposit accounts	254.77	143.07
c. Other bank balances #	0.56	0.64
	<b>255.37</b>	<b>143.76</b>

# Other bank balances represent earmarked balances in respect of unclaimed dividends and Interest Accrued on such balances

### 7.3. FINANCIAL ASSETS - BANK BALANCES OTHER THAN (ii) ABOVE

Particulars	As at March 31 , 2024	As at March 31 , 2023
Bank deposits with original maturity of more than three months but less than 12 months	170.00	40.00
	<b>170.00</b>	<b>40.00</b>

### 7.4. FINANCIAL ASSETS - LOANS

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>Unsecured, considered good</b>		
Employee loans and advances	0.51	1.22
	<b>0.51</b>	<b>1.22</b>

### 7.5. FINANCIAL ASSETS - OTHERS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Security Deposits	1.03	0.91
Forward Contract	1.50	-
Unbilled revenue	69.00	116.19
	<b>71.53</b>	<b>117.10</b>

### 8. OTHER CURRENT ASSETS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Balance with statutory Authorities	7.62	7.62
Prepaid expenses	9.22	13.62
Advance to suppliers	1.58	0.95
	<b>18.42</b>	<b>22.19</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 9. SHARE CAPITAL

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>A) Authorised, Issued, Subscribed and Fully Paid up Share capital</b>		
<b>Authorised:</b>		
20,100,000 Equity Shares of Rs.1 each	2,010.00	2,010.00
<b>Issued &amp; Subscribed &amp; Fully Paid-up:</b>		
10,60,41,000 Equity Shares of Rs.1 each (March 2024: 10,60,41,000 shares and March 2023: 10,56,90,000 shares)	1,060.41	1,056.90
<b>Total</b>	<b>1,060.41</b>	<b>1,056.90</b>
<b>(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>		
<b>Outstanding as at beginning of the year</b>	10,56,90,000	10,53,90,000
Add: Shares allotted to employees pursuant to ESOP 2009	3,51,000	3,00,000
<b>Outstanding as at the end of the year</b>	<b>10,60,41,000</b>	<b>10,56,90,000</b>

#### (C) Rights attached to Equity shares

Each share entitles to a pari passu right to vote, to receive dividend and surplus at the time of liquidation

#### (D) Shares in the company held by each shareholder holding more than 5% shares

S. No.	Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
		Number of shares held in the company	Percentage of shares held	Number of shares held in the company	Percentage of shares held
1	Aditya Krishna	2,21,86,400	20.92%	2,21,86,400	20.99%
2	Sak Industries Private Limited	4,84,77,150	45.72%	4,84,77,150	45.87%
3	Saksoft Employees Welfare Trust	53,09,600	5.01%	53,24,600	5.04%
	<b>Total</b>	<b>7,59,73,150</b>	<b>71.65%</b>	<b>7,59,88,150</b>	<b>71.90%</b>

#### (E) Shares reserved for issue under options and contracts [Refer Note - 22(e)]

S. No.	Number and class of shares reserved for issue	Party in whose favour reserved	Details of contracts/ options under which shares reserved for issue
1	During the FY 2023-2024 grant of options were 3,80,000 (Net of surrender of options)	Employees	ESOP 2009

#### (F) Share holding of Promoters and Promoter Group

S. No.	AT THE END OF THE YEAR			% Change during the year
	Promoters Name	No of Shares	% of total shares	
1	Aditya Krishna	2,21,86,400	20.92%	No change during the year
2	Sak Industries Private Limited	4,84,77,150	45.72%	No change during the year

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 9. SHARE CAPITAL *Contd.*

S. No.	AT THE BEGINNING OF THE YEAR			% Change during the year
	Promoters Name	No of Shares	% of total shares	
1	Aditya Krishna	2,21,86,400	20.99%	No change during the year
2	Sak Industries Private Limited	4,84,77,150	45.87%	No change during the year

### 10. OTHER EQUITY

Particulars	As at March 31, 2024	As at March 31, 2023
<b>a) Capital reserve</b>	0.21	0.21
Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.		
<b>b) Securities premium reserve</b>	131.42	109.80
Amounts received (on issue of shares) in excess of the par value has been classified as securities premium.		
<b>c) General reserve</b>	46.44	46.44
This represents appropriation of post tax profit by the Company.		
<b>d) Retained earnings</b>	1,666.36	1,439.89
Retained earnings comprise of the Company's undistributed earnings after taxes.		
<b>e) Share option outstanding account</b>	54.36	34.14
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees. In case of forfeiture, corresponding balance is transferred to retained earnings.		
<b>f) Financial Instruments through other comprehensive income</b>	0.99	(3.02)
Changes in the fair value of equity instruments is recognized in equity instruments through other comprehensive income (net of taxes), and presented within other equity.		
<b>g) Other items of other comprehensive income</b>	14.93	11.58
Other items of other comprehensive income consist of re-measurement of net defined liability/asset.		
	<b>1,914.71</b>	<b>1,639.04</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### NON- CURRENT LIABILITY

#### 11. FINANCIAL LIABILITIES- OTHERS

Particulars	As at March 31, 2024	As at March 31, 2023
Lease liability	49.93	5.19
	<b>49.93</b>	<b>5.19</b>

#### 12. PROVISIONS

Particulars	As at March 31, 2024	As at March 31, 2023
Gratuity Payable *	71.39	52.28
	<b>71.39</b>	<b>52.28</b>

\* Refer Note 22 ( d ) for details of gratuity plan as per Ind AS 19

### CURRENT LIABILITIES

#### 13.1. FINANCIAL LIABILITY- TRADE PAYABLES

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Payables-Micro,small enterprises*	3.32	5.64
Trade payables - Others #	57.09	36.09
	<b>60.41</b>	<b>41.73</b>

# Related Party Balances are presented in Note no 22 (c)

\* Refer Note No. 22 (g)

#### 13.2. FINANCIAL LIABILITY- OTHERS

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed Dividends	0.61	0.64
Forward Contract	-	3.85
	<b>0.61</b>	<b>4.49</b>

#### 14. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2024	As at March 31, 2023
Unearned income from customers	16.50	22.04
Statutory dues	48.49	30.21
Others - Ascertained liabilities for expenses	50.14	49.73
	<b>115.13</b>	<b>101.98</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 15. PROVISIONS

Particulars	As at March 31 , 2024	As at March 31 , 2023
For compensated absences	10.20	10.37
For contractual liability	52.61	52.61
	<b>62.81</b>	<b>62.98</b>

### 16. INCOME TAX

Income tax expense in the statement of profit and loss consists of:

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Current income tax:</b>		
In respect of the current year	82.15	78.45
<b>Deferred tax:</b>		
In respect of the current year	0.11	(11.66)
<b>Income tax expense recognised in the statement of profit or loss:</b>	<b>82.26</b>	<b>66.79</b>
<b>Income tax recognised in other comprehensive income</b>		
Current tax on remeasurement of defined benefit plan	1.13	2.03
Current tax on outstanding Forward contracts	1.35	(1.89)
<b>Total</b>	<b>2.48</b>	<b>0.12</b>

The reconciliation between the provision for income tax of the Company and amounts computed by applying the Indian statutory income tax rates to profit before taxes is as follows:

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Profit before tax</b>	388.16	345.27
Enacted income tax rate in India	25.17%	25.17%
<b>Computed expected tax expenses</b>	<b>97.69</b>	<b>86.90</b>
<b>Effect of:</b>		
Income that is exempt from tax	(20.53)	(17.24)
Expenses that are not deductible in determining taxable profit	(0.66)	(2.97)
Income subject to different taxes	(0.01)	-
Depreciation allowance / disallowance under IT Act	4.34	-
CSR Expenses and Other Donations	1.36	0.81
Taxes recognised in OCI	2.48	2.03
Others	0.07	(2.62)
<b>Income tax expenses recognized in the Statement of Profit and Loss</b>	<b>84.74</b>	<b>66.91</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 16. INCOME TAX *Contd.*

Calculation of Applicable Tax Rate:

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Basic tax rate	22.00%	22.00%
Surcharge @ 10% (PY 10% ) on the basic tax rate	2.20%	2.20%
Aggregate of tax and surcharge	24.20%	24.20%
Cess @ 4% (PY 4% ) on tax and Surcharge	0.97%	0.97%
<b>Tax Rate applicable</b>	<b>25.17%</b>	<b>25.17%</b>

### 17. DEFERRED TAX ASSETS / LIABILITIES

Deferred tax assets / liabilities as at March 31, 2024

Particulars	As at April 1, 2023	Recognized in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Property, Plant and Equipment	4.10	1.08	-	5.18
Retirement and employee Benefits	18.28	0.52	-	18.80
Forward contracts outstanding	0.97	-	(1.35)	(0.38)
Long term Leases	0.39	(0.38)	-	0.01
Provision for currency devaluation	13.81	-	-	13.81
<b>Total</b>	<b>37.55</b>	<b>1.22</b>	<b>(1.35)</b>	<b>37.42</b>

Deferred tax assets / liabilities as at March 31, 2023

Particulars	As at April 1, 2022	Recognized in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2023
Property, Plant and Equipment	4.32	(0.23)	-	4.10
Retirement and employee Benefits	9.28	8.99	-	18.28
Derivative financial instruments-FVTOCI	(0.92)	-	1.89	0.97
Lease liability	0.39	-	-	0.39
Provision for currency devaluation	10.91	2.90	-	13.81
<b>Total</b>	<b>23.98</b>	<b>11.66</b>	<b>1.89</b>	<b>37.55</b>

### 18. OTHER INCOME

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>(A) Income from investments</b>		
Dividends	79.24	68.51
	<b>79.24</b>	<b>68.51</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 18. OTHER INCOME *Contd.*

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>(B) Others</b>		
Exchange Fluctuation (net)	3.11	11.55
Interest income	18.55	0.50
Interest on fair valuation of security deposits	0.81	0.71
Profit / Loss on Sale of assets	0.04	0.30
Miscellaneous Receipts	-	0.12
	<b>22.51</b>	<b>13.18</b>
	<b>101.75</b>	<b>81.69</b>

### 19. EMPLOYEE BENEFIT EXPENSE

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Salaries and wages	1,430.51	1,306.51
Contribution to Provident and other funds	67.10	59.32
Share based compensation to employees	11.20	3.36
Staff Welfare Expenses	23.55	25.92
	<b>1,532.36</b>	<b>1,395.11</b>

### 20. FINANCE COSTS

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Interest Expense</b>		
- on finance lease for vehicles	0.94	0.06
- on fair valuation of security deposits	0.81	0.71
- on fair valuation of lease liability	4.58	6.49
Other borrowing cost	0.96	1.07
	<b>7.29</b>	<b>8.33</b>

### 21. OTHER EXPENSES

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Rent	0.02	0.35
Travel and conveyance	15.24	17.71
Insurance	7.60	6.69
Rates and Taxes	1.40	1.67
CSR Expenditure	5.40	3.20
Power and Fuel	7.35	7.55

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 21. OTHER EXPENSES *Contd.*

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Repairs to Buildings	13.84	17.65
Repairs to Plant & Machinery	9.27	12.75
Communication Expenses	4.86	5.11
Payment to statutory auditors		
- For Statutory Audit	2.18	1.95
- For Certification	0.33	0.10
- Reimbursement of expenses	0.02	0.05
Legal, Professional and consultancy charges	28.59	31.69
Advertisement, Publicity and Sale Promotion	0.76	0.73
Miscellaneous expenses	10.44	18.14
	<b>107.30</b>	<b>125.34</b>

### 22 ADDITIONAL NOTES

#### (a) Contingent Liabilities

Particulars	As at March 31 , 2024	As at March 31 , 2023
1. Income-tax matters	34.62	34.62
2. GST matters	-	2.05

The future cash outflows on items above are determinable only on receipt of the decision or judgment that is pending at various forums and authorities. The company does not expect the outcome of these proceedings to have an adverse material effect on the financial results.

#### (b) Disclosure under Ind AS 116 Leases

##### For leased buildings

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Depreciation charge for ROU Asset	32.34	28.84
Interest expense on lease liability	4.58	6.49
Expenses relating to short term leases (need not include the expense relating to leases with a lease term of one month or less)	-	-
Expense relating to leases of low-value assets (not include the expense relating to short-term leases of low-value assets included in above line)	0.02	0.35
Total Cash Outflow for leases	37.77	35.32
Additions to ROU Assets during the year	69.44	7.55
<b>Carrying amount of right-of-use assets at the end of the reporting period for each asset category</b>	<b>74.46</b>	<b>37.37</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

#### For Leased Vehicles

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Depreciation charge for leased vehicles	1.30	0.06
Interest expense on lease liability for vehicles	0.94	0.06
Total Cash Outflow for leases	1.31	0.05
Additions to leased vehicles during the year	2.17	2.12
<b>Carrying amount of right-of-use assets at the end of the reporting period for each asset category</b>	<b>2.93</b>	<b>2.06</b>

#### (c) Related party disclosures

Enterprise which has significant influence	Sak Industries Private Limited and its subsidiaries
Enterprises in which key management personnel exercise significant influence	Saksoft Employees Welfare Trust
	Saksoft Employees Gratuity Trust
	Sakserve Private Limited
	The General Talkies (P) Ltd
Subsidiaries and step down subsidiaries and Joint Venture	Saksoft Inc, USA
	Saksoft Pte Ltd, Singapore
	Saksoft Solutions Limited, UK
	Acuma Solutions Limited, UK
	Saksoft Ireland Limited , Ireland
	Electronic Data Professionals Inc, USA
	Faichi Solutions Inc .USA
	ThreeSixtyLogica Testing Services Pvt Ltd, India
	Terafast Networks Private Limited
	DreamOrbit Softech Pvt Ltd, India
	DreamOrbit Inc, USA
	MC Consulting Malaysia SDN
	MC Consulting Pte Ltd , Singapore
	Solveda UK
	Solveda LLC
	Solveda Software India Private Limited
Key management personnel	Mr Aditya Krishna- CMD
	Mr Niraj Kumar Ganeriwal- COO &CFO
	Ms Meera Venkatramanan - Company Secretary
	Ms Kanika Krishna – Director
Relatives of Key Managerial Personnel	Ms Avantika Krishna – Employee

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

#### Transactions entered during the year

Description	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Revenues</b>		
Acuma Solutions Limited, United Kingdom	309.24	280.27
Saksoft Inc, USA	406.31	556.90
Saksoft Pte Limited, Singapore	8.87	22.94
DreamOrbit Softech Private Limited India	21.29	21.18
DreamOrbit INC	71.83	67.94
ThreeSixty Logica Testing Services Pvt Ltd	18.00	18.00
MC Consulting Pte	0.31	-

Dividend Income	Year Ended March 31 , 2024	Year Ended March 31 , 2023
DreamOrbit Softech Private Limited India	79.24	68.51

Reimbursement of expenses (Net)	Year Ended March 31 , 2024	Year Ended March 31 , 2023
Saksoft Solutions Limited, United Kingdom	0.52	0.28
Acuma Solutions Limited, United Kingdom	-	0.78
Saksoft Inc, USA	0.26	0.95
Saksoft Pte Limited, Singapore	0.10	0.23
Sak Industries Pvt Ltd	-	0.76
ThreeSixty Logica Testing Services Pvt Ltd	1.56	1.42
<b>Support &amp; Third Party Expense</b>		
DreamOrbit Softech Private Limited India	62.35	58.90
ThreeSixty Logica Testing Services Pvt Ltd	48.00	32.81
<b>Dividend paid</b>		
Sak Industries Private Limited	36.36	31.51
Chairman and Managing Director	16.64	14.42
COO & CFO	0.70	0.68
Saksoft employees welfare Trust	3.99	3.46
Relative of Key managerial Personnel	0.00	-
<b>Payment towards lease liability</b>		
Sak Industries Private Limited	(9.24)	(9.24)
Remuneration of Key Managerial Personnel	20.74	22.09
Non-Executive Director Commission	0.25	0.25
Non-Executive Director - Sitting Fees	0.33	0.26
Remuneration to relative of KMP	8.02	7.33
<b>Shares allotted under ESOP(2009 Scheme)</b>		
COO & CFO (number of shares)	1,00,000	25,000

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

#### Year end balances

Description	Year Ended	
	March 31, 2024	March 31, 2023
<b>Investments</b>		
Saksoft Inc, USA	9.24	9.24
Saksoft Pte Limited, Singapore	19.17	19.17
Saksoft Solutions Limited, United Kingdom	434.45	434.45
ThreeSixtyLogica Testing Services Pvt Ltd, India	389.68	389.68
DreamOrbit Softech Pvt Ltd	319.99	319.99
<b>Right to Use Asset</b>		
Sak Industries Private Limited	4.76	12.44
<b>Receivables</b>		
Acuma Solutions Limited, United Kingdom	33.37	27.94
Saksoft Inc, USA	62.79	103.23
Saksoft Pte Limited, Singapore	0.50	1.98
Dreamorbit Inc	13.38	11.99
ThreeSixtyLogica Testing Services Pvt Ltd, India	-	-
DreamOrbit Softech Pvt Ltd	2.09	0.32
MC Consulting Pte	0.31	
<b>Payables</b>		
DreamOrbit Softech Pvt Ltd	10.79	5.56
Sak Industries Pvt Ltd	-	-
ThreeSixtyLogica Testing Services Pvt Ltd, India	8.80	6.37
Lease Liability- Sak Industries Private Limited	5.38	13.26

#### (d) Gratuity

##### IMPACT IN THE STATEMENT OF PROFIT AND LOSS:

The expenses charged to the Statement of Profit and Loss for period along with the corresponding charge of the previous period is presented in the table below:

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Current service cost	20.16	18.01
Past service cost	-	-
Administration expenses	-	-
Interest on net defined benefit liability / (asset)	3.75	2.63
(Gains) / losses on settlement	-	-
<b>Total expense charged to Statement of profit and loss</b>	<b>23.91</b>	<b>20.64</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

#### FINANCIAL ASSUMPTIONS AT THE VALUATION DATE:

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Discount rate (p.a.)	7.20%	7.45%
Salary escalation rate (p.a.)	8.00%	8.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

#### Amount Recorded in Other Comprehensive Income

The total amount of remeasurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
<b>Opening amount recognized in OCI outside profit and loss account</b>	(15.51)	(7.46)
Remeasurements during the period due to:		
Changes in financial assumptions	1.46	(2.44)
Changes in demographic assumptions	-	(2.22)
Experience adjustments	(6.89)	(3.61)
Actual return on plan assets less interest on plan assets	0.96	0.20
Adjustment to recognize the effect of asset ceiling		-
<b>Closing amount recognized in OCI outside profit and loss account</b>	<b>(19.99)</b>	<b>(15.51)</b>

#### The following table sets out the status of the gratuity plan.

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Opening of defined benefit obligation	56.99	47.25
Current service cost	20.16	18.01
Past service cost	-	-
Interest on defined benefit obligation	4.01	3.12
Remeasurements due to:		
Actuarial loss / (gain) arising from change in financial assumptions	1.46	(2.44)
Actuarial loss / (gain) arising from change in demographic assumptions	-	(2.22)
Actuarial loss / (gain) arising on account of experience changes	(6.89)	(3.61)
Benefits paid	(3.28)	(3.13)
Liabilities assumed / (settled)*	-	-
Liabilities extinguished on settlements	-	-
<b>Closing of defined benefit obligation</b>	<b>72.45</b>	<b>56.99</b>

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Opening fair value of plan assets	4.72	7.39
Employer contributions	0.31	0.17
Interest on plan assets	0.27	0.49
Administration expenses	-	-
Remeasurements due to:		
Actual return on plan assets less interest on plan assets	(0.96)	(0.20)
Benefits paid	(3.28)	(3.13)
Assets acquired / (settled)*	-	-
Assets distributed on settlements	-	-
<b>Closing fair value of plan assets</b>	<b>1.06</b>	<b>4.72</b>

#### Sensitivity Analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Particulars	Period Ended March 31, 2024	
	Discount Rate	Salary Escalation Rate
Impact of increase in 50 bps on DBO	-4.00%	3.46%
Impact of decrease in 50 bps on DBO	4.28%	-3.38%

#### Disaggregation of Plan Assets

Particulars	Total
Property	-
Government Debt Instrument	-
Other Debt Instrument	-
Equity Instruments	-
Insurer managed funds	1.06
Others	-

#### Maturity Profile of Assets:

Maturity Year	31-Mar-24
2025	9.31
2026	5.17
2027	5.57
2028	7.27
2029	5.60
2030-2035	116.77

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### (e) Employee Stock option plans ('ESOP')

#### ESOP 2006 Plan

The ESOP 2006 Plan was introduced by the Company in 2006 under which the Company grants options from time to time to employees of the Company and its subsidiaries. This Plan was approved by the Board of Directors in January 2006 and by the shareholders in February 2006. The Plan complies with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and is administered by the Saksoft Employees Welfare Trust ('the Trust') through the Nomination and Remuneration committee. The Trust purchased the shares of the Company using the proceeds of loans obtained from the Company and administers the allotment of shares to employees and other related matters. The eligible employees exercise the options under the terms of the Plan at an exercise price, which equals the fair value on the date of the grant, until which the shares are held by the Trust.

The Company had allotted 58,24,600 equity shares of Rs.1.00 each to the Trust to give effect to the ESOP Plan. As at the balance sheet date, the employees have exercised 5,00,000 options under this Plan and accordingly, 53,24,600 equity shares of Rs.1.00 each represent shares held by the Trust. During the year no options have been granted or outstanding under this plan. However, out of the 3,66,000 equity shares exercised during the year under ESOP 2009 Plan, 15,000 equity shares were allotted from the shares held by the Trust, based on approval obtained through postal ballot in October 2023. Accordingly, 53,09,600 shares of Rs.1.00 each represent shares held by the Trust.

#### ESOP 2009 Plan

The ESOP 2009 Plan was introduced by the Company with the consent of the shareholders in 2009 under which the Company grants options from time to time to employees of the Company and its subsidiaries. Further the scheme was amended at the AGM held on 26<sup>th</sup> September 2014 to increase the exercise period from 5 to 10 years. This Plan complies with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

The plan considers an aggregate of 1,50,00,000 options to be granted and exercised in accordance with the ESOP 2009 plan as approved by the Nomination and Remuneration Committee. The outstanding options available for exercise under the ESOP 2009 as on 31<sup>st</sup> March 2024 is 45,74,000 options, of which 18,30,000 options being unvested.

During the year, the Board of Directors have allotted 3,66,000 equity shares consequent to the exercise of options by certain eligible employees of the Company who were granted options on 25<sup>th</sup> May 2015 at grant price of Rs.15.17 per option (1,00,000 equity shares), on 8<sup>th</sup> July 2014 at a grant price of Rs.9.30 per option (1,00,000 equity shares) and on 26<sup>th</sup> May 2022 at a grant price of Rs.76.44 per option (1,66,000 equity shares) under ESOP 2009 plan. Subsequent to the exercise, the listing and trading approval was obtained from National Stock Exchange on 27 July 2023 for 47,000 shares, on 21 September 2023 for 68,000 shares, on 28 September 2023 for 2,06,000 shares, on 15 November 2023 for 30,000 shares. Out of the 3,66,000 equity shares exercised during the year, 15,000 equity shares were allotted from the shares held by the Saksoft Employees Welfare Trust ('the Trust'), based on approval obtained through postal ballot in October 2023. The paid up share capital of the Company after allotment of 3,66,000 equity shares stands at 10,60,41,000 Equity Shares as of 31<sup>st</sup> March 2024. During the year, 3,80,000 options have been granted under this plan at an exercise price of Rs. 232.05 per option.



## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

The details of the ESOP 2009 Plan are

Particulars	Year ended March 31 2024		Year ended March 31 2023	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Options outstanding at the beginning of the year	50,60,000	13.73	42,60,000	13.86
Options granted during the year	3,80,000	232.05	11,00,000	76.44
Options exercised during the year	(3,66,000)	41.36	(3,00,000)	14.19
Options lapsed during the year	(5,00,000)	13.88	-	-
Options outstanding at the end of the year	45,74,000	44.70	50,60,000	13.73
Options vested and exercisable at the end of the year	27,44,000	16.23	24,60,000	13.59

#### (f) Earnings Per Share (EPS)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Earnings</b> (Net profit for the year (Rs. In million))	305.90	278.48
<b>Shares</b>		
Equity shares as at the balance sheet date	10,56,11,925	10,56,90,000
Total number of equity shares the end of the year – Basic	10,56,11,925	10,56,90,000
<b>Weighted average number of equity shares outstanding as at the end of the year – Basic</b>	10,56,11,925	10,55,52,055
<b>Diluted Shares</b>		
Weighted average number of equity shares outstanding as at the end of the year.	10,56,11,925	10,55,52,055
Add: Weighted average number of equity shares arising out of outstanding stock options that have dilutive effect on the EPS	-	33,68,606
<b>Weighted average number of equity shares outstanding during the year – Diluted</b>	<b>10,56,11,925</b>	<b>10,89,20,661</b>
<b>Earnings per share of par value Rs.1.00 – Basic (Rs.)</b>	2.90	2.64
<b>Earnings per share of par value Rs.1.00 – Diluted (Rs.)</b>	2.90	2.56

#### (g) Dues to Micro and small enterprises

The Company has initiated the process of obtaining confirmation from suppliers who have registered under the Micro, Small and Medium Enterprises Development Act, 2006.

The information required to be disclosed under the Micro, Small And Medium Enterprises Development Act, 2006 ("the MSMED Act") has been determined to the extent such parties have been identified on the basis of information received from such parties and available with the Company. There are no overdue to parties on account of principal amount and / or interest as disclosed below:

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

Particulars	March 31, 2024	March 31, 2023
The principal amounts and interest overdue thereon, remaining unpaid to any supplier at the end of each accounting year	-	-
Principal	-	-
Interest	-	-
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act 2006	-	-
The amount of the payments made to suppliers beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment(which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years until such dates when the interest due above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act,2006	-	-

#### (h) Dividend

The Board of Directors had recommended interim dividend during the financial year 2023-24 amounting to Rs 0.40 per equity share. This has resulted in a cash flow of Rs 42.42 Million.

The Board of Directors at its meeting held on 27<sup>th</sup> May 2024 had further recommended a final dividend of 40 % (Rs 0.40 per equity share of Rs.1/- face value fully paid up) subject to approval of the shareholders at The Annual General Meeting. The outflow on account of the final dividend is expected to be Rs 42.42 Million.

#### (i) Disclosure under Ind AS 115

The entire revenue from operations for the year ended 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 related to revenue from software services.

##### Disaggregation of revenue:

Revenue earned by the company is disaggregated by its sources based on geographical location as disclosed in Note 23 (d) to the consolidated financial statements.

##### Information about contract balances

The company classifies the right to consideration as Trade receivables and unbilled revenue.

Trade receivables are amounts billed to the customer on satisfaction of performance obligation. Unbilled revenue represents revenues in excess of efforts billed on software development and service contracts as at the end of the reporting period and is included as part of Other Financial Assets.

Billing in excess of revenue are classified as unearned revenue. Balances of trade receivables, unbilled revenue and unearned income are available in the relevant Schedules of the financial statements. Trade receivables and unbilled revenue are net of provision in the Balance Sheet.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

#### Information about performance obligations

Performance obligations estimates are subject to change and are affected by several factors including change in scope of contracts, its termination, foreign currency adjustments and any other items influencing the measurement, collectability and performance of the contract.

Disclosure relating to remaining performance obligation across all live fixed bid price contracts relate to require the aggregate amounts of transaction price yet to be recognized as at the reporting date and expected timelines to recognize these amounts. In view of the fact that all outstanding contracts have an original expected duration for completion of less than a year no disclosure is warranted.

#### (j) Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business.

The capital structure of the Company consists of debt and equity as per table below:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Total equity attributable to equity share holders of the Company</b>	2,020.75	1,744.73
Current borrowings		
Non-current borrowings		
<b>Total debt held by the Company</b>		
<b>Total capital (Equity and Debt)</b>	<b>2,020.75</b>	<b>1,744.73</b>
<b>Equity as a percentage of total capital</b>	100%	100%
<b>Debt as a percentage of total capital</b>	-	-

The Company is predominantly equity financed which is evident from the capital structure table above. The Company's risk management committee reviews the capital structure of the Company on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital.

#### (k) Financial Instruments

The carrying value and fair value of financial instruments by categories as at March 31, 2024, March 31, 2023 is as follows:

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
<b>Financial Assets</b>		
<b>Amortized Cost</b>		
Trade and other receivables	431.47	323.79
Cash and cash equivalents	255.37	143.76
Loans	0.51	1.22
Others financial assets	257.03	136.41
<b>FVTOCI</b>		
Derivative instruments in hedging relationship	1.50	(3.85)
<b>At Cost</b>		
Investments in subsidiaries, associates and joint ventures	1,204.96	1,187.95

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
<b>TOTAL ASSETS</b>	<b>2,150.84</b>	<b>1,789.28</b>
<b>Financial Liabilities</b>		
<b>Amortized Cost</b>		
Borrowings		
Trade Payables	60.42	41.73
Other financial liabilities	79.35	45.47
<b>TOTAL LIABILITIES</b>	<b>139.77</b>	<b>87.20</b>

The Management assessment of fair value of cash and short-term deposits, trade receivables and trade payables, bank overdrafts, and other current financial assets and liabilities approximate the carrying amounts largely due to the short-term maturities of these instruments

The Company's derivative financial instruments consist of foreign currency forward exchange contracts. Fair values for derivative financial instruments are based on market observable inputs and are classified as Level 2. The most frequently applied valuation technique include forward pricing model, using present value calculations.

#### Fair Value Measurement Hierarchy

Foreign exchange forward contracts have been measured using Level 2 (Significant observable inputs) - Fair value measurement hierarchy. Balances as at March 31, 2024 and March 31, 2023 amounts to Rs.1.5 million and (Rs.3.85 million) million respectively. There have been no transfers between Level 1 and Level 2 during the year.

#### Foreign Exchange Forward Contracts

The Company is exposed to foreign currency fluctuations on foreign currency assets / liabilities and forecast cash flows denominated in foreign currency. The use of derivatives to hedge foreign currency forecast cash flows is governed by the Company's strategy, which provides principles on the use of such forward contracts and currency options consistent with the Company's Risk Management Policy. The counterparty in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as insignificant. The Company has entered into a series of foreign exchange forward contracts that are designated as cash flow hedges. The Company does not use forward covers and currency options for speculative purposes.

The following table represents the details of Company's forward contracts outstanding:

Particulars	Balance Sheet Exposure - Asset / (Liability)	
	As at March 31, 2024	As at March 31, 2023
Foreign currency forward - USD/INR	0.42	(0.00)
Foreign currency forward - GBP/INR	0.50	(2.38)
Foreign currency forward - EURO/INR	0.59	(1.47)
<b>Total</b>	<b>1.51</b>	<b>(3.85)</b>

The balance sheet exposure denotes the fair values of these contracts at the reporting date and is presented in millions. The Company presents its foreign exchange forward contracts on a net basis in the financial statements.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

**Various outstanding foreign currency exchange forward contracts (sell) entered into by the Company which have been designated as Cash Flow Hedges in the respective foreign currency:**

Particulars	Amount outstanding in foreign currency	
	As at March 31, 2024	As at March 31, 2023
Foreign currency forward - USD/INR	2.30	2.30
Foreign currency forward - GBP/INR	1.33	0.38
Foreign currency forward - EURO/INR	0.05	0.35
<b>Total</b>	<b>3.68</b>	<b>3.03</b>

#### (I) Financial Risk Management

The Company is exposed to a variety of financial risks; credit risk, liquidity risk and market risk, viz; foreign currency risk and interest rate risk. The Company has a risk management policy to manage & mitigate these risks.

The Company's risk management policy aims to reduce volatility in financial statements and aims to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Board of Directors reviews and agrees policies for managing each of these risks as summarized below

##### Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to the financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

Financial instruments that potentially subject the Company to concentration of credit risk consists of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. By their nature, all such financial assets involve risks, including the credit risk of non-performance by counterparties.

The Company periodically assesses the credit quality of the counterparties by taking into account their financial position, past experience, ageing of accounts receivables and any other factor determined by individual characteristic of the counterparty.

##### The maximum amount of exposure to credit was as follows:

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Investments	1,204.96	1,187.95
Trade receivables	431.47	323.79
Cash and cash equivalents	255.37	143.76
Bank balances other than (iii) above	170.00	40.00
Loans	0.51	1.22
Other financial assets	88.53	132.56
<b>TOTAL</b>	<b>2,150.84</b>	<b>1,829.28</b>

##### Trade receivables:

The Company has used a practical expedient by computing the lifetime expected credit loss allowance for trade receivables based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information. The Company's exposure to customers is diversified. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

##### Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to encounter its financial obligations associated with financial liabilities as they become due. The Company manages its liquidity risk by ensuring, as far as possible, to maintain sufficient liquid funds to meet its liabilities on the due date. The Company consistently generates sufficient cash flows from operations (with adequate reserves) and has access to multiple sources of funding (banking facilities and loans from promoter company) to meet the financial obligations and maintain adequate liquidity for use.

The processes and policies related to such risks are overseen by Senior Management.

##### Maturity profile of the Company's non-derivative financial liabilities based on contractual payments is as below:

Particulars	Year 1 (Current)	1 - 2 years	2 years and above
<b>As at March 31, 2023</b>			
Borrowings	-	-	-
Trade Payables	60.42	-	-
Other financial liabilities	29.42	49.93	-
<b>As at March 31, 2023</b>			
Borrowings	-	-	-
Trade Payables	41.73	-	-
Other financial liabilities	40.28	5.19	-

##### 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. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

##### Foreign Currency Risk:

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit or Loss and Other Comprehensive Income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the Company.

The Company's exchange risk arises from its foreign currency revenues (primarily in U.S. Dollars, British Pound Sterling /Euros and Singapore Dollars). A significant portion of the Company's revenue are in these foreign currencies, while a significant portion of its corresponding costs are in Indian Rupee. As a result, if the value of Indian rupee appreciates relative to these foreign currencies, the Company's revenue measured in Indian Rupee may decrease and vice versa. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future.

The Company periodically determines its strategy to mitigate foreign currency risk. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies."

The following table presents foreign currency risk from non-derivative financial instruments as at each reporting period:

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

The maximum amount of exposure to foreign currency risk was as follows: (Millions in respective currencies)

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Investments		
In US Dollars	0.20	0.20
In Singapore Dollars	0.56	0.56
In Pound Sterling	5.00	5.00
Cash and cash equivalents		
In US Dollars	-	-
In Pound Sterling	-	-
Trade receivables		
In US Dollars	0.96	1.51
In Singapore Dollars	0.08	0.03
In Pound Sterling	0.32	0.28
In Euro	1.03	0.85
Trade payables		
In Euro	0.01	0.01

#### Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates arises on Company's debt obligations with floating interest rate.

### (m) Analysis of Ratios

Particulars	As at March 31, 2024	As at March 31, 2023	% Change
<b>1. Current Ratio (Note 1)</b>	<b>3.54</b>	<b>2.62</b>	<b>34.82%</b>
Current Assets	947.30	648.06	
Current Liabilities	267.77	246.97	
<b>2. Return on Equity %</b>	<b>15%</b>	<b>16%</b>	<b>-5.16%</b>
Profit attributable to equity share holders	305.90	278.48	
Equity	2,020.75	1,744.73	
<b>3. Trade Receivable Turnover Ratio</b>	<b>5.96</b>	<b>7.68</b>	<b>-22.36%</b>
Net sales	2,250.61	2,093.93	
Average trade receivables	377.63	272.79	
Receivables turnover in days	61.24	47.55	
<b>4. Trade Payable Turnover Ratio</b>	<b>7.23</b>	<b>8.42</b>	<b>-14.08%</b>
Purchase of Services and Other expenses	369.38	378.70	
Average trade payables	51.07	44.99	
Payable turnover in days	50.47	43.36	
<b>5. Net Capital Turnover Ratio (Note 2)</b>	<b>3.31</b>	<b>5.22</b>	<b>-36.56%</b>
Net Sales	2,250.61	2,093.93	
Working Capital	679.53	401.08	

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

Particulars	As at March 31, 2024	As at March 31, 2023	% Change
<b>6. Net Profit Ratio %</b>	<b>13%</b>	<b>13%</b>	<b>1.59%</b>
Net Profit	305.90	278.48	
Total Income	2,352.36	2,175.62	
<b>7. Return on Capital Employed %</b>	<b>20%</b>	<b>20%</b>	<b>-3.15%</b>
EBIT	395.45	353.59	
Capital Employed	2,020.75	1,749.92	
<b>8. Return on Investment %</b>	<b>15%</b>	<b>16%</b>	<b>-5.16%</b>
PAT	305.90	278.48	
Net Worth	2,020.73	1,744.73	

**Note 1:** Increase in Trade Receivables balances and deposits with bank accounts due to increased turnover and Cash Flows.

**Note 2:** Decrease in Turnover ratio due to increased in net current assets viz. trade receivables and cash & cash equivalents

### (n) Ageing Schedule - Trade Payables

Particulars	Outstanding as at 31 <sup>st</sup> March 2024 from the due date of payment						TOTAL
	Not due	< 1 year	1-2 years	2-3 years	>3 years	Unbilled	
MSME	3.32	-	-	-	-	-	3.32
Others	34.33	16.37	1.39	-	5.00	-	57.09
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

Particulars	Outstanding as at 31 <sup>st</sup> March 2023 from the due date of payment						TOTAL
	Not due	< 1 year	1-2 years	2-3 years	>3 years	Unbilled	
MSME	5.64	-	-	-	-	-	5.64
Others	22.27	8.42	5.40	-	-	-	36.09
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

### (o) Ageing Schedule - Trade Receivables

Particulars	Outstanding as at 31 <sup>st</sup> March 2024 from the due date of payment					TOTAL
	< 6 months	6 months -1 year	1-2 years	2-3 years	>3 years	
Undisputed - Considered good	428.75	2.74	-	-	-	431.47
Undisputed - having significant increase in credit risk	-	-	-	-	-	-
Undisputed - Credit impaired	-	-	-	-	-	-
Disputed - Considered good	-	-	-	-	-	-
Disputed - having significant increase in credit risk	-	-	-	-	-	-
Disputed - Credit impaired	-	-	-	-	-	-

## Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 ADDITIONAL NOTES *Contd.*

Particulars	Outstanding as at 31 <sup>st</sup> March 2023 from the due date of payment					TOTAL
	< 6 months	6 months -1 year	1-2 years	2-3 years	>3 years	
Undisputed - Considered good	322.27	1.27	0.25	-	-	323.79
Undisputed - having significant increase in credit risk	-	-	-	-	-	-
Undisputed - Credit impaired	-	-	-	-	-	-
Disputed - Considered good	-	-	-	-	-	-
Disputed - having significant increase in credit risk	-	-	-	-	-	-
Disputed - Credit impaired	-	-	-	-	-	-

### Note 23 Corporate Social Responsibility (CSR) Expenditure

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
(a) Gross amount required to be spent by the company during the year	5.40	5.27
(b) Amount spent during the year on :	5.40	3.20
(c) (Shortfall)/ Excess at the end of the year	(0.00)	0.04
(d) Amount spent in the current year relating to previous years shortfall	-	(2.11)
(e) Reason for shortfall	NA	
(f) Nature of CSR activities	Promoting education among children , women,elderly and the differently abled and livelihood enhancement projects.	
(g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	
(h) Details of related party transactions (contribution to a trust controlled by the company in relation to CSR expenditure)	NIL	

Vide our report of even date attached

#### For R.G.N. Price & Co.,

Chartered Accountants  
Firm Registration No: 002785S

#### Mahesh Krishnan

Partner  
Membership No: 206520

Date: May 27, 2024

Place: Chennai

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

#### Aditya Krishna

Chairman & Managing Director  
DIN.00031345

#### Niraj Kumar Ganeriwal

COO and CFO

#### Ajit Thomas

Director  
DIN.00018691

#### Meera Venkatramanan

Company Secretary

CONSOLIDATED  
FINANCIAL STATEMENT

# Independent Auditor's Report

To  
The Members of  
**Saksoft Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of Saksoft Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, 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 notes to the consolidated financial statements including 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 and based on the consideration of reports of other auditors on separate financial statements, 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, 2024, 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, and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below, 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, 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 Consolidated Financial Statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In this regard we have identified impairment test on Goodwill (represented by consideration in excess of acquisition date fair value of net assets in the acquired entities) as Key Audit Matter relating to the year, in view of the significance of its carrying value to the total assets of the Group. The carrying amount of Goodwill in consolidated financial statements amount to Rs.3270 million (representing 42% of the total assets of the Group) as at 31<sup>st</sup> March 2024.

### How the matter was disposed of:

The Management undertakes an annual impairment testing analysis in respect of the Goodwill carried in its consolidated financial statements, whereby the carrying value of the above intangible is compared with the fair value of the cash generating units to which it represents. In doing so, to the extent such fair value falls short of the carrying value of Goodwill, is considered as an impairment loss in terms of principles detailed under Ind AS 36 – Impairment of Assets.

We have critically evaluated the management's approach in valuation methodology adopted in this regard, to conclude upon the need or otherwise of an impairment loss against the carrying value of Goodwill as at the date of Balance Sheet.

We also tested the management's assumptions and other inputs with underlying data and assessed the reasonableness of the assumptions and performed sensitivity analysis on these key assumptions to assess the potential impact on the fair value derived to get comfort.

### Other Matters

- We did not audit the financial statements of fifteen subsidiaries and a trust, whose financial statements reflect total assets of Rs. 5454.06 million as at 31<sup>st</sup> March 2024, total revenues of Rs. 7327.20 million and net cash flows amounting to Rs. 428.19 Million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and trust and our report in terms of sub-section (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and trust, is based solely on the reports of the other auditors. 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 and the financial statements certified by the Management.

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

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the standalone and consolidated financial statements and our respective auditor's reports 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 in the audit 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 and Those charged with Governance for the Financial Statements

The Holding Company's 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 including 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 Holding 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 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 Responsibility

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 Standards on Auditing, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the

consolidated 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 of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company 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 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. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries in India included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
2. (A) As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of other auditors on separate financial statements as noted in 'Other Matters' paragraph, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) In our opinion, based on our examination and the reports of the statutory auditors of the subsidiary companies incorporated in India, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of other auditors, except for the matters stated in paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (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 Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the respective Company taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- (g) With respect to the adequacy of the internal financial controls with reference to financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control with reference to financial reporting of those companies, for reasons stated therein.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(B) 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:

- (a) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 23 (a) to the consolidated financial statements;
- (b) The Company has long-term contracts including derivative contracts for which there were no material foreseeable losses;
- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2024. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India during the year ended 31 March 2024.
- (d) (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the

Holding Company or its subsidiary companies incorporated in India or

- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
  - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security, or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material misstatement.
- (e) (i) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (ii) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

(iii) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

(f) Based on our examination, which included test checks and that performed by respective auditors of subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, the Company, subsidiaries have used an accounting software for maintaining its books of account which has a feature of recording audit trail(edit log) and the same has been operated throughout the year for all relevant transactions recorded in the respective software, except that, the feature of recording audit trail (edit log) was enabled at application level for a few tables and fields

in customer ledger, vendor ledger and journal modules from 25<sup>th</sup> October 2023 in the Holding Company. Further for the period where audit trail (edit log) was enabled and operated throughout the year in the accounting software, we did not come across any instance of audit trail feature being tampered with.

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm registration no. 002785S

**Mahesh Krishnan**  
Partner  
M.No.: 206520  
UDIN: 24206520BKARQL1863

Place: Chennai  
Date: 27<sup>th</sup> May 2024



## Annexure A to the Independent Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Saksoft Limited of even date)

### Report on the Internal Financial Controls with reference to Consolidated Financial Statements 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 **SAKSOFT LIMITED** (hereinafter referred to as "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India, 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 with reference to 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 with reference to financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to financial reporting included obtaining an understanding of internal financial controls with reference to financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the 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 with reference to financial reporting of the Holding Company and its subsidiary companies, which are companies incorporated in India.

#### Meaning of Internal Financial Controls with reference to Financial Reporting

A Company's internal financial control with reference to 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 with reference to 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 authorizations

of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls with reference to Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial reporting to future periods are subject to the risk that the internal financial control with reference to 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, and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies incorporated in India, have, in all material respects, adequate internal financial controls system with reference to financial reporting and such internal financial controls with reference to financial reporting were operating

effectively as at March 31, 2024, based on the internal control with reference to financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### Other Matters

Our aforesaid reports under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding standalone/consolidated reports of the auditors, as applicable, of such companies incorporated in India.

Our opinion is not modified in respect of these matter

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm registration no. 002785S

**Mahesh Krishnan**  
Partner  
M.No.: 206520  
UDIN: 24206520BKARQL1863

Place: Chennai  
Date: 27<sup>th</sup> May 2024

## Consolidated Balance Sheet as at 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Note No	As at 31-03-2024	As at 31-03-2023
<b>ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, plant and equipment	3	146.01	146.92
(b) Right of Use Asset		149.28	127.57
(c) Goodwill on consolidation	4	3,269.90	1,903.32
(d) Other Intangible assets	4	4.24	4.96
(e) Financial Assets			
(i) Others	5.1	30.50	170.21
(f) Deferred Tax Assets (net)	6	85.58	73.02
<b>2 Current Assets</b>			
(a) Financial Assets			
(i) Investments	7.1	145.04	90.34
(ii) Trade and other receivables	7.2	1,619.60	1,164.18
(iii) Cash and cash equivalents	7.3	1,418.40	878.63
(iv) Bank Balance other than (iii) above		506.81	556.98
(v) Loans	7.4	16.61	2.04
(vi) Others	7.5	178.57	248.97
(b) Current Tax Assets (Net)		39.82	32.99
(c) Other Current Assets	8	253.53	280.49
<b>TOTAL ASSETS</b>		<b>7,863.89</b>	<b>5,680.62</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	9	100.73	100.37
(b) Other equity	10	4,953.56	3,944.97
<b>LIABILITIES</b>			
<b>1 Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	11.1	72.71	-
(ii) Lease liabilities		123.77	80.90
(iii) Other financial liabilities	11.2	302.37	40.88
(b) Provisions	12	151.43	101.82
<b>2 Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13.1	10.83	-
(ii) Trade payables			
Dues to Micro and Small enterprises	13.2	12.67	12.38
Dues to creditors other than Micro and Small enterprises		345.88	244.41
(iii) Lease liabilities		56.15	54.37
(iv) Other financial liabilities	13.3	483.49	153.49
(b) Other current liabilities	14	1,156.60	857.62
(c) Provisions	15	93.70	89.41
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>7,863.89</b>	<b>5,680.62</b>

See accompanying Notes to financial statements

Vide our report of even date attached

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm Registration No: 002785S

**Mahesh Krishnan**  
Partner  
Membership No: 206520  
Date: May 27, 2024  
Place: Chennai

For and on behalf of the Board of Directors

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Niraj Kumar Ganeriwal**  
COO and CFO

**Ajit Thomas**  
Director  
DIN.00018691

**Meera Venkatramanan**  
Company Secretary

## Consolidated Statement of Profit and Loss for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Note No	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Revenue from operations</b>			
Other Income	18	69.48	94.30
<b>Total income</b>		<b>7,685.73</b>	<b>6,750.34</b>
<b>Expenses:</b>			
Employee benefits expense	19	3,471.85	2,979.10
Finance costs	20	35.26	21.82
Depreciation and amortization expense	22	118.98	99.63
Support / Third party charges		2,339.12	2,242.53
Other expenses	21	438.42	352.88
<b>Total expenses</b>		<b>6,403.63</b>	<b>5,695.96</b>
<b>Profit before Tax</b>		<b>1,282.10</b>	<b>1,054.38</b>
<b>Tax expense:</b>			
Current Tax	16	318.88	258.09
Deferred Tax	17	1.48	(23.48)
<b>Profit / (Loss) for the period</b>		<b>961.74</b>	<b>819.77</b>
<b>Other Comprehensive Income, Net of Taxes</b>			
<b>A. Items that will not be reclassified to Statement to Profit or Loss</b>			
Remeasurement of defined benefit plan		11.36	(1.35)
<b>B. Items that will be reclassified to Statement to Profit &amp; Loss</b>			
Changes in fair value of derivative instrument		5.31	(4.96)
Differences on account of translation of foreign operations		63.78	91.20
<b>Total Other comprehensive Income for the year</b>		<b>80.45</b>	<b>84.89</b>
<b>Total Comprehensive Income for the year</b>		<b>1,042.19</b>	<b>904.66</b>
<b>Total Profit attributable to Equity Shareholders</b>			
<b>11. Profit for the period attributable to:</b>			
Shareholders of Saksoft Limited		961.74	819.77
Non-controlling interest		-	-
		<b>961.74</b>	<b>819.77</b>
<b>12. Total Comprehensive income for the period attributable to:</b>			
Shareholders of Saksoft Limited		1,042.19	904.66
Non-controlling interest		-	-
		<b>1,042.19</b>	<b>904.66</b>
<b>Earnings per equity share of Re 1/- each</b>			
(1) Basic	<b>24</b>	<b>9.59</b>	<b>8.18</b>
(2) Diluted		<b>9.11</b>	<b>7.53</b>

See accompanying Notes to financial statements

Vide our report of even date attached

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm Registration No: 002785S

**Mahesh Krishnan**  
Partner  
Membership No: 206520

Date: May 27, 2024  
Place: Chennai

For and on behalf of the Board of Directors

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Niraj Kumar Ganeriwal**  
COO and CFO

**Ajit Thomas**  
Director  
DIN.00018691

**Meera Venkatramanan**  
Company Secretary

## Consolidated Statement of Cash Flow for the period April 2023 to March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	Year Ended 31-Mar-2024	Year Ended 31-Mar-2023
<b>A. Cash Flow from Operating Activities:</b>		
Profit before tax:	1,282.10	1,054.38
<b>Adjustments for:</b>		
Depreciation & amortisation	118.98	99.63
Expenses on employee stock based compensation	28.12	16.47
Interest and other Income	(64.36)	(16.02)
Dividend Income	(4.51)	(3.74)
Interest and Finance charges	35.26	21.82
Net actuarial gain / loss on defined benefit plan	15.05	5.03
Profit on sale of Investments	(1.13)	-
Profit on sale of PPE	(0.04)	(0.44)
<b>Operating Profit before Working Capital / Other Changes</b>	<b>1,409.47</b>	<b>1,177.13</b>
(Increase) / Decrease in Trade receivables	(455.41)	(102.22)
(Increase) / Decrease in Other Assets	84.30	(153.18)
Increase / (Decrease) in Trade Payables	101.76	(38.32)
Increase / (Decrease) in Other liabilities	298.60	182.70
Increase / (Decrease) in Provisions	53.90	60.57
<b>Cash Generated From Operations</b>	<b>1,492.62</b>	<b>1,126.68</b>
Income tax paid	(325.71)	(285.64)
<b>Net Cash Flow from Operating Activities</b>	<b>1,166.91</b>	<b>841.04</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Property, Plant and Equipment	(17.29)	(74.11)
Proceeds from sale of Property, Plant and Equipment	0.12	0.44
Purchase of Intangible assets	-	(3.62)
Interest and other Income	64.36	16.02
Sale / (Purchase) of Current Investments , (net)	(54.70)	14.59
(Investment)/Maturity of Fixed Deposits	188.37	(487.44)
Sale / (Purchase) of Non-Current Investments , (net)	1.50	70.15
Payment of Lease Liability	(68.07)	(68.89)
Payment towards acquisition of business and (Increase)/Decrease on account of goodwill on consolidation/ Exchange differences in translations	(756.48)	(64.49)
Dividend income Received	4.51	3.74
<b>Net Cash Used in Investing Activities</b>	<b>(637.68)</b>	<b>(593.61)</b>
<b>C. Cash Flow from Financing Activities:</b>		
Proceeds/ (repayment) of borrowings	83.54	(40.42)
Interest and Finance charges	(11.57)	(6.06)
Dividend paid (including Dividend Distribution Tax)	(75.43)	(65.15)
ESOP Exercised	14.00	4.26
<b>Net Cash Used in Financing Activities</b>	<b>10.54</b>	<b>(107.37)</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>539.77</b>	<b>140.04</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>878.63</b>	<b>738.57</b>
<b>Cash and Cash Equivalents as at End of the Year</b>	<b>1,418.40</b>	<b>878.63</b>

## Consolidated Statement of Cash Flow for the period April 2023 to March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Note:

a. The above Cash Flow Statement is prepared under Indirect Method as provided by Ind AS 7 "Statement of Cash Flow" notified under Companies (Indian Accounting Standards) Rules, 2015.

b. Cash and Cash Equivalents comprise of:

i) Balance with Schedule banks in current accounts	1,418.17	878.47
ii) Cash and Cheques on Hand and in-transit	0.23	0.16
<b>Total</b>	<b>1,418.40</b>	<b>878.63</b>

This is the Statement of Cash Flow referred to in our Report of even date

For and on behalf of the Board of Directors

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm Registration No: 002785S

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Ajit Thomas**  
Director  
DIN.00018691

**Mahesh Krishnan**  
Partner  
Membership No: 206520

**Niraj Kumar Ganeriwal**  
COO and CFO

**Meera Venkatramanan**  
Company Secretary

Date: May 27, 2024  
Place: Chennai

## Consolidated Statement of Changes in Equity for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### (a) Equity Share Capital

<b>Balance as at 1<sup>st</sup> April 2022</b>	<b>100.07</b>
Add: Shares issued on exercise of employee stock options	0.30
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>100.37</b>
<b>Balance as at 1<sup>st</sup> April 2023</b>	<b>100.37</b>
Add: Changes in equity share capital during the year	0.36
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>100.73</b>

### (b) Other Equity

Particulars	Reserves and Surplus						Items of Other Comprehensive Income		Total Other Equity
	Capital reserve	General reserve	Securities Premium Reserve	Share Options outstanding reserve	Retained earnings	Foreign currency translation reserve	Equity instruments through Other Comprehensive Income	Remeasurement of Defined benefit plans through Other Comprehensive Income	
<b>Balance as at 1<sup>st</sup> April 2022</b>	<b>0.21</b>	<b>48.93</b>	<b>103.44</b>	<b>19.96</b>	<b>2,694.22</b>	<b>207.56</b>	<b>2.61</b>	<b>7.99</b>	<b>3,084.92</b>
Profit for the year	-	-	-	-	819.77	-	-	-	<b>819.77</b>
Other Comprehensive Income (Net of taxes)	-	-	-	-	-	91.20	(4.96)	(1.35)	<b>84.89</b>
Cost related to employee share based payments	-	-	6.36	14.18	-	-	-	-	<b>20.54</b>
Cash Dividends	-	-	-	-	(65.15)	-	-	-	<b>(65.15)</b>
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>0.21</b>	<b>48.93</b>	<b>109.80</b>	<b>34.14</b>	<b>3,448.84</b>	<b>298.76</b>	<b>(2.35)</b>	<b>6.64</b>	<b>3,944.97</b>
<b>Balance as at 1<sup>st</sup> April 2023</b>	<b>0.21</b>	<b>48.93</b>	<b>109.80</b>	<b>34.14</b>	<b>3,448.84</b>	<b>298.76</b>	<b>(2.35)</b>	<b>6.64</b>	<b>3,944.97</b>
Profit for the year	-	-	-	-	961.74	-	-	-	<b>961.74</b>
Other Comprehensive Income (Net of taxes)	-	-	-	-	-	63.78	5.31	11.36	<b>80.45</b>
Cost related to employee share based payments	-	-	21.62	20.22	-	-	-	-	<b>41.84</b>
Cash Dividends	-	-	-	-	(75.43)	-	-	-	<b>(75.43)</b>
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>0.21</b>	<b>48.93</b>	<b>131.42</b>	<b>54.36</b>	<b>4,335.15</b>	<b>362.54</b>	<b>2.96</b>	<b>17.99</b>	<b>4,953.56</b>

See accompanying Notes to financial statements

Vide our report of even date attached

For and on behalf of the Board of Directors

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm Registration No: 002785S

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Ajit Thomas**  
Director  
DIN.00018691

**Mahesh Krishnan**  
Partner  
Membership No: 206520

**Niraj Kumar Ganeriwal**  
COO and CFO

**Meera Venkatramanan**  
Company Secretary

Date: May 27, 2024  
Place: Chennai

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Company Overview and Significant Accounting Policies

#### Note-1: Company Overview

Saksoft Limited ('the Company') is a Public Limited Company incorporated and domiciled in India listed with National Stock Exchange of India Limited (NSE) and trading permission at Bombay Stock Exchange (BSE) and has its registered office at Chennai, Tami Nadu, India.

The Company is a leading player in providing digital transformation solutions to help businesses stay relevant in a highly connected, rapidly evolving world. Saksoft is a niche technology specialist that provides a comprehensive suite of business transformation, information management, application development and testing services. Saksoft helps their clients level the playing field by helping them transform their business spaces. The consolidated financial statements were authorized for issue by the Company's Board of Directors on 27<sup>th</sup> May 2024.

The subsidiaries including the step down in the Group considered in the presentation of these consolidated financial statements are tabled below. All the subsidiaries and step down subsidiaries are 100% held within the Group

Name of the subsidiary	Country of incorporation
Saksoft Inc	United States of America
<b>Step down subsidiary of Saksoft Inc:</b>	
Nanda Infotech Services Inc (D.B.A Electronic Data Professionals)	United States of America
Faichi Solutions LLC	United States of America
Solveda LLC	United States of America
Solveda UK	United Kingdom
Solveda Software India Private Limited	India
Saksoft Pte Limited	Singapore
<b>Step down subsidiaries of Saksoft Pte Limited</b>	
MC Consulting Malaysia SDN	Malaysia
MC Consulting Pte Ltd	Singapore
Saksoft Solutions Limited	United Kingdom
<b>Step down subsidiaries of Saksoft Solutions Limited</b>	
Acuma Solutions Limited	United Kingdom
Saksoft Ireland Limited	Ireland
ThreeSixty Logica Testing Services Pvt Ltd	India
<b>Step down Subsidiary of ThreeSixty Logica Testing Services Pvt Ltd:</b>	
Terafast Networks private limited	India
DreamOrbit Softech Pvt Ltd	India
<b>Step down Subsidiary of DreamOrbit Softech Pvt Ltd:</b>	
DreamOrbit Inc	United States of America

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### Note-2: Significant accounting policies

#### a. Basis of preparation of financial statements

The consolidated financial statements in all material aspects have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable.

The audited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or International Financial Reporting Standards. The differences in accounting policy, if any of the Company and its subsidiaries are adjusted in the consolidated financial statements, if material.

#### b. Basis of measurement

The consolidated financial statements have been prepared on 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:

- (i) Derivative financial instruments;
- (ii) Certain financial assets and liabilities measured at fair value
- (iii) Share based payments; and
- (iv) Defined benefit plans and other long-term employee benefits

#### c. Use of estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions that affect the reported amounts of revenues and expenses, balances of assets and liabilities, and disclosure of contingent liabilities as at the date of the consolidated financial statements. Actual results could differ from those estimates. Accounting estimates could change from period to period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in notes to consolidated financial statements. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have most significant effects on the amounts recognized in the consolidated financial statements is included in the following notes:

##### Revenue Recognition

The Group uses the percentage-of completion method in accounting for its fixed price contracts. Use of the percentage-of completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the estimated total efforts or costs to be expended, as applicable. Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the estimates at the reporting date.

##### Income Taxes

The Group's major tax jurisdictions are India, U.S. and UK though the Groups also files tax returns in other foreign Jurisdictions. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

##### Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and its residual value at the end of its life. Useful life and residual value of an asset is determined by the Management at the time an asset is acquired

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

##### Employee Benefits

The Group's defined benefit obligation to its employees and net periodic defined benefit cost / income requires the use of certain assumptions, including, among others, estimates of discount rates and expected return on plan assets. Changes in these assumptions may affect the future funding requirements of the plans. Actuarial gains / losses are recognized in Other Comprehensive Income. The sensitivity analysis for changes in estimates is disclosed under relevant Notes.

##### Other estimates

The Group estimates the probability of the collection of the accounts receivable by analysing historical payment of patterns and customer credit worthiness. Stock compensation expense is determined based on the group's estimate of exercise pattern of equity instruments that vests with the employees. Estimates with regard to deferred taxes and provisions are made based on the extent of uncertainty prevalent on the date of consolidated financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities.

#### d. Principles of Consolidation

The Consolidated Financial Statements comprise the financial statements of the parent company and its subsidiaries consolidated for all entities which are controlled by the parent company. Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the effective date the control commences and ceases when the control is lost.

For preparation of consolidated financial statements of the Group, the financial statements of the parent company and its subsidiaries have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain/loss. The consolidated financial statements are prepared by applying uniform accounting policies in use by the Group.

The excess / deficit of cost to the parent company of its investment in the subsidiaries over its portion of equity at the respective dates on which investment in such entities were made are recognized in the financial statements as goodwill / capital reserve. The Group tests for impairment of goodwill at each balance sheet date. When the Group identifies that the goodwill has been impaired, the goodwill to the extent impaired is recognized in the Consolidated Statement of Profit and Loss.

Minority Interest in the Net income of the group, if any, are identified and adjusted against the income of the group to arrive at the Net income attributable to the equity shareholders of the Parent Company. Minority Interest in the Net assets of the group are identified and disclosed separately

#### e. Business Combinations and Goodwill

In accordance with the provisions of Ind AS 101 related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from the transition date. As such, Previous GAAP balances relating to business combinations entered into before the transition date, including goodwill, have been carried forward at same values.

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as financial liability is measured at fair value with changes in fair value recognized in the statement of profit and loss

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amounts of the identifiable assets acquired and the liabilities assumed on the acquisition date

### f. Revenue recognition

The Group derives revenue primarily from software development and related services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Revenue disclosed is net of discounts and Goods and service tax. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. The Group has to apply the principles of revenue recognition to each of the distinct performance obligation and transaction price is recognized for each of the performance obligation of the contract.

The Group recognizes revenue when the performance obligations as promised have been satisfied with a transaction price and when there is no uncertainty as to measurement or collectability of the consideration. Recognition criteria for various types of contracts are as follows:

#### Time and Material Contracts:

Revenue from time-and-material contracts is recognized based on the time / efforts spent and billed to clients.

#### Fixed-Price Contracts:

In case of fixed-price contracts, revenue is recognized based on percentage of completion basis. Where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

#### Annual Maintenance Contract:

Revenue from annual maintenance contracts are recognized proportionately over the period in which services are rendered.

#### Sale of products:

Revenue from sale of third party software products and hardware is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on physical or electronic dispatch of goods.

*Unbilled revenue* represents earnings in excess of efforts billed on software development and service contracts as at the end of the reporting period and is included as part of Other Financial Assets.

*Unearned revenues* represent billing in excess of revenue recognized on software development and service contracts and is included in Other Current Liabilities until the above revenue recognition criteria is met. Advance payments received from customers for whom no services have been rendered are presented as "Advance from customers".

#### Other Income

Other income primarily comprises of interest, dividend, foreign exchange gain/loss on financial assets / financial liabilities and on translation of other assets and liabilities. Interest income is recognized in the Statement of Profit and Loss using effective interest method at the time of accrual. Dividend income is recognized in the Statement of Profit and Loss when the right to receive payment is established. Foreign currency gain or loss is reported on net basis and includes gain or loss in respect of concluded forward contracts.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### g. Property, Plant & Equipment

Property, Plant and Equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure directly attributable to acquisition until the property, plant and equipment are ready for the intended use.

Property, plant and equipment are depreciated / amortized over their estimated useful lives using straight-line method from the date the assets are ready for the intended use. Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life or primary lease term.

Depreciation on Computer and Office equipment is provided on straight line method over their respective useful lives as prescribed in Schedule II of the Companies Act 2013. In respect of assets other than these, depreciation is provided over the economic useful life determined by technical evaluation. The useful lives of those assets are as under:

Description	Useful Lives (in years)
Lease hold improvement	5
Office Equipment	5
Furniture and fixtures	5
Vehicles	5
Electrical installations	5
Computer equipment	3

Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which Management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013

Depreciation methods, useful life and residual value are reviewed at each reporting date.

Individual asset costing Rs.5,000/- or less are depreciated in full in the year of purchase.

Gains or losses on disposal are determined by comparing proceeds with the carrying amount. Cost and related accumulated depreciation are eliminated from the consolidated financial statements upon sale of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Capital work-in-progress includes cost of fixed assets that are not ready for their intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet Date is classified as capital advances under other non-current assets.

### h. Leases

The Company adopted Ind AS 116 - "Leases" from 1<sup>st</sup> April 2019 using the Modified Retrospective Approach. In accordance with the Modified Retrospective Approach, a right to use asset equal to the lease liability in the Balance Sheet immediately before the date of initial application has been recognized on the date of initial application and the comparatives have not been retrospectively adjusted.

A lessee recognizes assets and liabilities for both operating and finance leases with a term of more than twelve months, unless the underlying asset is of low value. Lease liability is recognized as the present value of minimum lease payment (including the escalation clause as per the lease agreement) outstanding as at the date of the Balance Sheet immediately prior to the date of initial application.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

The right to asset so recognized are depreciated over the lease term on a straight line basis and the lease payment are made at respective intervals and the present value of lease liability is remeasured at every reporting period and accounted for as interest expense.

Short term leases and low value leases have been exempted from lease accounting. These leases have been accounted by debit to the Statement of the Profit and Loss as and when the lease rentals are paid.

### i. Impairment

#### Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that a carrying amount of a non-financial asset or a group of non-financial assets may not be recoverable and hence require to be impaired. If any such indication exists, the Group estimates the recoverable amount of these assets. Recoverable amount is the higher of an asset's fair value adjusted for costs of disposal and the value in use. If such recoverable amount of these assets or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. This reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date, there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at such reassessed recoverable amount subject to a maximum of carrying value of the asset. Non-financial assets (other than Goodwill) that are already impaired are reviewed for possible reversal of impairment provision at the end of every reporting period.

#### Financial assets

**Receivables:** The Group follows 'simplified approach' for recognition of impairment loss on trade receivables, whereby, it recognizes impairment loss allowances based on life time expected credit loss at each reporting period from its initial recognition.

**Other financial assets:** For all other financial assets, expected credit losses (ECL) 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 the same is measured at lifetime ECL.

Impairment gain or loss recognized in the Statement of Profit and Loss is the difference between loss allowance reassessed on the reporting date and that determined on the immediately preceding reporting date.

### j. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current.

- Non-current investments in associates and joint ventures are stated at cost and any decline other than temporary in the value of these investments is recognized in the Statement of Profit and Loss.
- Other non-current investments are stated at their fair value.
- Current investments are stated at their fair value.

On disposal of investments, the difference between proceeds and the carrying amount is recognized in the Statement of Profit and Loss.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### k. Non-derivative financial instruments

#### INITIAL MEASUREMENT:

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables (that do not contain a significant financing component) which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognized on trade date.

#### SUBSEQUENT MEASUREMENT:

##### Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets are subsequently measured at amortized cost using effective interest method, less any impairment losses.

Amortized assets are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

They are presented as current assets except for those maturing later than 12 months after the reporting date, which are presented as non-current assets.

##### Financial assets at fair value through other comprehensive income: (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through profit or loss: (FVTPL)

Any financial asset not subsequently measured at amortized cost or at fair value through other comprehensive income, is subsequently measured at fair value through profit or loss. Financial assets falling in this category are measured at fair value and all changes are recognized in the Statement of Profit and Loss.

#### Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination that is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for De-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

# Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

## Fair value hierarchy:

The group's policy on Fair Valuation is stated below.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** - The fair value of financial instruments traded in active markets (such as publicly traded securities) is based on quoted (unadjusted) market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price.

**Level 2** - The fair valuation of instruments not traded in active markets is determined using valuation techniques. These valuation techniques maximize the use of observable market data and minimize the use of entity specific estimates (All significant inputs to the fair value measurement is observable)

**Level 3** –Valuation techniques for one or more significant inputs to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## I. Foreign Currency Translation

### Functional and Presentation Currency

Items included in the consolidated financial statements of the Group's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency). The functional currency of the parent company is the Indian Rupee. These consolidated financial statements are presented in Indian Rupee.

### Foreign currency Transactions and Balances

Foreign current Transactions are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of foreign – currency denominated monetary assets and liabilities into the relevant functional currency at exchange rates in effect at the reporting date are recognized in the Statement of Profit and Loss and reported within foreign exchange gains / (losses).

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

The translation of foreign operations from respective functional currency into INR (the reporting currency) for assets and liabilities is performed using the exchange rates in effect at the balance sheet date, and for revenue, expenses and cash flows is performed using an appropriate daily weighted average exchange rate for the respective years. The exchange differences arising on translation for consolidation are reported as a component of Other Comprehensive Income. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the Statement of Profit and Loss.

## m. Cash and Cash equivalents

Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage. For the purpose of presentation in the Statement of Cash flows, cash and cash equivalents include cash on hand, deposits held at call with Banks, other short-term, highly liquid investments with original maturities of three months or less and that are readily convertible to known amounts of cash which are subject to an insignificant change in value.

# Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Statement of cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

## n. Employee benefits

### Defined Contribution Plans

The Group pays Provident Fund contributions payable to the recognized provident fund for the parent company and the Indian subsidiaries. The contributions are accounted for as defined contribution plans and recognized as employee benefit expense in the Statement of Profit and Loss.

### Defined Benefit Plans

The Company and its subsidiaries in India provides a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group as per the provisions of the Payment of Gratuity Act, 1972.

The liability or asset recognized in the Balance Sheet in respect of a defined gratuity plan is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation using the projected unit credit method made at the end of the year.

The present value of defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels.

Remeasurement gains or losses arising from Experience Adjustments and changes in actuarial assumptions are recognized in the period they occur, directly in the Other Comprehensive Income. They are included in the statement of changes in equity and in the Balance Sheet. Remeasurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to Statement of Profit or Loss in subsequent periods.

Changes in present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss.

### Other short term Employee Benefits

The employees of the Group are entitled to compensated absences. At the end of the financial year, the Group accounts for the remaining short term compensated absences. Liability towards leave encashment is recognized in the Statement of Profit and Loss.

Undiscounted liability of performance incentive is recognized during the period when the employee renders the services, based on management estimate.

Contributions to other foreign defined contribution plans are recognized as expense when the employees have rendered services entitling them to such benefits.

### Share-based payments

Employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of the grant arrived at by using the Black-Scholes Model valuation and recognizes the cost (net of estimated forfeitures) over the vesting period.



## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

The equity instruments generally vest in a graded manner over the vesting period. The stock compensation expense is determined based on group's estimate of equity instruments that will eventually vest and be exercised. The expenses in respect of the above share based payment schemes is recognized over the vesting period in the Statement of Profit and Loss with a corresponding adjustment to the share based payment reserve, a component of equity.

### o. Taxation

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with the Income Tax law of the respective geographies) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

#### Current tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

#### Deferred Income Tax

Deferred income tax is recognized using the Balance Sheet Approach. The corresponding deferred income tax liabilities or assets are recognized for deductible and taxable temporary differences between tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred income tax assets are recognized only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax income liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the deferred income tax asset to be utilized.

Deferred income taxes are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on the tax laws enacted or substantively enacted at the reporting date.

### p. Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred and subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after reporting period.

### q. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### r. Provisions and Contingent liabilities

A provision is recognized when an enterprise has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the amount can be reliably estimated. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A disclosure for contingent liability is made when there is a possible obligation that arises from the past events and 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 and that may, but not probable that an outflow of resources would be required to settle the obligation. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

# Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 3. PROPERTY, PLANT and EQUIPMENT

Reconciliation of the gross carrying amounts and net carrying amounts at the beginning and at the end of the year

Particulars	Plant & Machinery	Buildings	Leasehold improvements	Computers	Office equipments	Electrical Installations	Leased Vehicles	Furniture & Fittings	Motor Vehicles Owned	Right of Use Asset	Total
<b>Gross carrying value</b>											
At April 1, 2022	9.03	49.20	34.51	224.51	32.23	11.32	-	27.21	4.74	269.91	602.66
Additions	-	-	5.68	51.42	5.64	-	2.12	2.14	0.09	18.45	485.04
Disposals / adjustments	-	-	-	2.25	-	-	-	1.28	-	3.39	699
Translation/ Consolidation adjustment	-	5.32	0.19	2.59	0.29	-	-	0.16	-	1.00	955
At March 31, 2023	9.03	54.52	40.38	276.27	38.16	11.32	2.12	28.23	4.83	285.97	750.83
At April 1, 2023	9.03	54.52	40.38	276.27	38.16	11.32	2.12	28.23	4.83	285.97	750.83
Additions due to acquisition	-	-	-	8.64	0.31	-	-	1.88	8	-	197
Disposals / adjustments	-	-	0.18	7.75	3.70	-	22.54	0.90	1.78	85.00	121.85
Translation/ Consolidation adjustment	-	(0.11)	0.18	48.27	0.97	-	-	2.60	-	4.26	56.11
At March 31, 2024	9.03	54.41	40.74	246.04	41.72	11.32	24.66	28.67	15.07	366.80	838.45
<b>Accumulated depreciation</b>											
At April 1, 2022	9.03	2.48	30.56	171.10	24.30	10.20	-	22.62	1.69	103.26	375.24
Additions due to acquisition	-	-	0.46	3.43	1.19	-	-	1.35	-	-	6.43
Depreciation expense	-	0.67	1.31	31.80	2.59	0.50	0.06	1.69	0.73	58.21	97.61
Disposals / adjustments	-	-	-	2.25	-	-	-	1.28	-	3.17	6.70
Translation/ Consolidation adjustment	-	0.31	0.12	2.98	0.20	-	-	0.11	-	0.10	3.87
At March 31, 2023	9.03	3.46	32.45	207.06	28.28	10.70	0.06	24.49	2.42	158.40	476.35
At April 1, 2023	9.03	3.46	32.45	207.06	28.28	10.70	0.06	24.49	2.42	158.40	476.35
Additions to Accumulated depreciation due to acquisition	-	-	-	2.09	0.03	-	-	0.35	1.59	-	4.06
Depreciation expense	-	2.37	5.08	36.73	4.63	0.46	2.15	1.24	0.91	63.38	116.97
Disposals / adjustments	-	-	-	48.27	0.97	-	-	2.60	-	4.26	56.97
Translation/ Consolidation adjustment	-	-	0.50	1.22	0.15	-	-	0.01	-	-	1.88
At March 31, 2024	9.03	5.83	38.03	198.83	32.13	11.16	2.21	23.50	4.92	217.52	543.16
Net carrying value March 31, 2024	-	48.58	2.71	47.21	9.59	0.16	22.45	5.17	10.15	149.28	295.29
Net carrying value March 31, 2023	-	51.06	7.93	69.21	9.88	0.62	2.06	3.74	2.41	127.57	274.47

# Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 4. GOODWILL and OTHER INTANGIBLE ASSETS

#### a) Reconciliation of the gross carrying amounts and net carrying amounts at the beginning and at the end of the year

Particulars	Goodwill on consolidation	Acquired contracts	Intellectual property	Computer Software	Total
<b>Gross carrying value</b>					
At April 1, 2022	1,665.10	34.95	4.50	56.18	1,760.73
Additions	179.37	-	-	3.62	182.99
Disposals / adjustments	-	-	-	-	-
Translation/Consolidation adjustment	-	-	-	0.32	0.32
At March 31, 2023	1,844.47	34.95	4.50	60.12	1,944.04
At April 1, 2023	1,844.47	34.95	4.50	60.12	1,944.04
Additions due to acquisition	1,329.11	-	-	0.04	1,329.15
Additions	-	-	-	1.25	1.25
Disposals / adjustments	-	-	-	5.27	5.27
Translation/Consolidation adjustment	37.47	-	-	0.01	37.48
At March 31, 2024	3,211.05	34.95	4.50	56.15	3,306.65
<b>Accumulated amortization</b>					
At April 1, 2022	-	34.95	4.50	52.81	92.26
Amortisation expense	-	-	-	2.07	2.07
Disposals / adjustments	-	-	-	-	-
Translation/Consolidation adjustment	(58.85)	-	-	0.28	(58.57)
At March 31, 2023	(58.85)	34.95	4.50	55.16	35.76
At April 1, 2023	(58.85)	34.95	4.50	55.16	35.76
Additions to Accumulated depreciation due to acquisition	-	-	-	-	-
Amortisation expense	-	-	-	2.01	2.01
Disposals / adjustments	-	-	-	5.27	5.27
Translation/Consolidation adjustment	-	-	-	0.01	0.01
At March 31, 2024	(58.85)	34.95	4.50	51.91	32.51
<b>Net carrying value March 31, 2024</b>	<b>3,269.90</b>	<b>-</b>	<b>-</b>	<b>4.24</b>	<b>3,274.14</b>
<b>Net carrying value March 31, 2023</b>	<b>1,903.32</b>	<b>-</b>	<b>-</b>	<b>4.96</b>	<b>1,908.28</b>

#### b) Assessment of Impairment

##### The changes in the carrying value of Goodwill balances

Particulars	Amount
<b>Opening balance as at 1<sup>st</sup> April 2022</b>	<b>1,665.10</b>
Additions on Acquisition through business combinations:	179.37
Reversal of Goodwill relating to reversal of contingent consideration in Faichi Solutions Inc	-
Effect of translation differences	(58.85)
<b>Closing balance as at 31<sup>st</sup> March 2023</b>	<b>1,903.32</b>
<b>Opening balance as at 1<sup>st</sup> April 2023</b>	<b>1,903.32</b>
Additions on Acquisition through business combination	1,329.11
Effect of translation differences	(37.47)
<b>Closing balance as at 31<sup>st</sup> March 2024</b>	<b>3,269.90</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Cash generating units (CGU) or group of CGUs, which benefit from the synergies of the acquisition.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. The fair value of a CGU is determined based on the discounted cash flow approach, using turnover and EBITDA projections discounted at WACC rates of the company. The value-in-use is determined based on specific calculations. These calculations use post tax cash flow projections over a period of five years based on financial budgets and an average of the range of each assumption mentioned below.

As at March 31, 2023, the estimated recoverable amount of the CGU exceeds its carrying amount, hence impairment is not triggered. The key assumptions used for the calculations are as follows:

Particulars	As at	
	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
Terminal growth rate	2%	5%
Discount rate	WACC Rate	

The above discount rates are based on the Weighted Average Cost of Capital (WACC) of the Company. These estimates are likely to differ from future actual results of operations and cash flows. An analysis of the calculation's sensitivity to a change in the key parameters (turnover and earnings multiples), did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amount.

### 5. NON-CURRENT ASSETS

#### 5.1. FINANCIAL ASSETS - OTHERS

Particulars	As at March 31, 2024	As at March 31, 2023
Security Deposit	27.94	29.46
Bank deposits with more than 12 months maturity	2.56	140.75
	<b>30.50</b>	<b>170.21</b>

### 6. DEFERRED TAX ASSETS (Net)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Arising from timing difference in respect of:</b>		
Property, Plant and Equipment	8.91	3.94
Retirement Benefits	52.99	43.40
Other tax disallowances	21.94	22.93
Long term Leases	0.75	1.68
Forward Contracts outstanding	0.99	1.07
	<b>85.58</b>	<b>73.02</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 7. CURRENT ASSETS

#### 7.1. FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2024		As at March 31, 2023	
Opening balance	18,50,491	72.91	18,85,112	104.93
Additions during the year	2,68,175	268.66	1,18,836	121.66
Deletions during the year	2,00,304	196.53	1,53,457	153.68
<b>Total</b>	<b>19,18,362</b>	<b>145.04</b>	<b>18,50,491</b>	<b>72.91</b>

Particulars	As at March 31, 2024	As at March 31, 2023
In Securitised Debt Instruments	-	17.43

#### 7.2. FINANCIAL ASSETS- TRADE AND OTHERS RECEIVABLES

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(Unsecured, considered good)</b>		
Considered good	1,619.60	1,164.18
Credit Impaired	0.17	6.06
Less: Allowance for doubtful debts	(0.17)	(6.06)
	<b>1,619.60</b>	<b>1,164.18</b>

#### 7.3. FINANCIAL ASSETS- CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2024	As at March 31, 2023
a. Cash on hand	0.23	0.16
b. Balances with banks in current accounts and deposit accounts#	1,417.66	877.83
c. Other bank balances ##	0.51	0.64
	<b>1,418.40</b>	<b>878.63</b>

# Balances with banks in Current accounts and deposit accounts includes interest accrued on deposits

## Other bank balances represent earmarked balances in respect of unclaimed dividends

#### 7.4. FINANCIAL ASSETS - LOANS

Particulars	As at March 31, 2024	As at March 31, 2023
<b>(unsecured, considered good)</b>		
Employee Loans	2.90	2.04
Amount due from customers	13.71	-
	<b>16.61</b>	<b>2.04</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 7.5. FINANCIAL ASSETS - OTHERS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Security Deposits	16.96	15.15
Forward Contract	2.26	-
Unbilled revenue	159.35	233.82
	<b>178.57</b>	<b>248.97</b>

### 8. OTHER CURRENT ASSETS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Balance with statutory Authority	-	46.19
Prepaid expenses	251.95	233.35
Advance to suppliers	1.58	0.95
	<b>253.53</b>	<b>280.49</b>

### 9. SHARE CAPITAL

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>A) Authorised, Issued, Subscribed and Fully Paid up Share capital</b>		
<b>Authorised:</b>		
20,10,00,000 Equity Shares of Rs.1 each	201.00	201.00
<b>Issued &amp; Subscribed &amp; Fully Paid-up:</b>		
10,07,31,400 Equity Shares of Rs.1.00 each (March 2023 :10,03,65,400 shares ) (Equity shares have been disclosed as net of shares held by the trust)	100.73	100.37
<b>Total</b>	<b>100.73</b>	<b>100.37</b>
<b>(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>		
<b>Outstanding as at beginning of the year</b>	10,56,90,000	10,53,90,000
Add: Shares allotted to employees pursuant to ESOP 2009	3,51,000	3,00,000
<b>Outstanding as at the end of the year</b>	<b>10,60,41,000</b>	<b>10,56,90,000</b>
Less: Elimination on account of consolidation of Saksoft Employee Welfare Trust	(53,09,600)	(53,24,600)
<b>Outstanding as at the end of the year</b>	<b>10,07,31,400</b>	<b>10,03,65,400</b>

#### (C) Rights attached to Equity shares

Each share entitles to a pari passu right to vote, to receive dividend and surplus at the time of liquidation

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### (D) Shares in the company held by each shareholder holding more than 5% shares

S. No.	Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
		Number of shares held in the company	Percentage of shares held	Number of shares held in the company	Percentage of shares held
1	Aditya Krishna	2,21,86,400	20.92%	2,21,86,400	20.99%
2	Sak Industries Private Limited	4,84,77,150	45.72%	4,84,77,150	45.87%
3	Saksoft Employees Welfare Trust	53,09,600	5.01%	53,24,600	5.04%
	<b>Total</b>	<b>7,59,73,150</b>	<b>71.65%</b>	<b>7,59,88,150</b>	<b>71.90%</b>

### (E) Shares reserved for issue under options and contracts [Refer Note - 24(f)]

S. No.	Number and class of shares reserved for issue	Party in whose favour reserved	Details of contracts/ options under which shares reserved for issue
1	During the FY 2023-2024 grant of options were 3,80,000 (Net of surrender of options)	Employees	ESOP 2009

### (F) Share holding of Promoters and Promoter Group

S. No.	AT THE END OF THE YEAR			% Change during the year
	Promoters Name	No of Shares	% of total shares	
1	Aditya Krishna	2,21,86,400	20.92%	No change during the year
2	Sak Industries Private Limited	4,84,77,150	45.72%	No change during the year

S. No.	AT THE BEGINNING OF THE YEAR			% Change during the year
	Promoters Name	No of Shares	% of total shares	
1	Aditya Krishna	2,21,86,400	20.99%	No change during the year
2	Sak Industries Private Limited	4,84,77,150	45.87%	No change during the year

### 10. OTHER EQUITY

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>a) Capital reserve</b> Any profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments is transferred to capital reserve.	0.21	0.21
<b>b) Securities premium reserve</b> Amounts received (on issue of shares) in excess of the par value has been classified as securities premium.	131.42	109.80
<b>c) General reserve</b> This represents appropriation of post tax profit by the Company.	48.93	48.93
<b>d) Retained earnings</b>	4,335.15	3,448.84

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Particulars	As at March 31 , 2024	As at March 31 , 2023
Retained earnings comprise of the Company's undistributed earnings after taxes.		
<b>e) Share option outstanding account</b>	54.36	34.14
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees. In case of forfeiture, corresponding balance is transferred to retained earnings.		
<b>f) Financial Instruments through other comprehensive income</b>	2.96	(2.35)
Changes in the fair value of equity instruments is recognized in equity instruments through other comprehensive income (net of taxes), and presented within other equity.		
<b>g) Foreign currency translation reserve</b>	362.54	298.76
<b>h) Other items of other comprehensive income</b>		
Other items of other comprehensive income consist of re-measurement of net defined liability/asset.	17.99	6.64
	<b>4,953.56</b>	<b>3,944.97</b>

### NON- CURRENT LIABILITY

#### 11.1 FINANCIAL LIABILITIES- BORROWINGS

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>Term loan from Bank - Unsecured</b>	72.71	-
Rate of Interest: Benchmark Interest rate of SOFR plus Period and amount of continuing default: NIL Terms of Repayment : Repayable from 20 <sup>th</sup> December 2024 to 20 <sup>th</sup> December 2028		
	<b>72.71</b>	<b>-</b>

#### 11.2 FINANCIAL LIABILITIES- OTHERS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Liability towards acquisition of business Contingent Consideration	302.37	40.88
	<b>302.37</b>	<b>40.88</b>

#### 12.PROVISIONS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Gratuity Payable *	151.43	101.82
	<b>151.43</b>	<b>101.82</b>

\* Refer Note 23 ( e ) for details of gratuity plan as per Ind AS 19

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 13.1. FINANCIAL LIABILITY- BORROWINGS

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>Term loan from Bank - Unsecured</b>	10.83	-
Current maturities of term loan Rate of Interest: Benchmark Interest rate of SOFT plus Period and amount of continuing default: NIL Terms of Repayment : Repayable from 20 <sup>th</sup> December 2024 to 20 <sup>th</sup> December 2028		
	<b>10.83</b>	<b>-</b>

### 13.2. FINANCIAL LIABILITY- TRADE PAYABLES

Particulars	As at March 31 , 2024	As at March 31 , 2023
Trade Payables-Micro,small enterprises*	12.67	12.38
Trade payables - Others #	345.88	244.41
	<b>358.55</b>	<b>256.79</b>

# Related Party Balances are presented in Note no 23 (c)

### 13.3. FINANCIAL LIABILITIES-OTHERS

Particulars	As at March 31 , 2024	As at March 31 , 2023
Liability towards acquisition of business Contingent Consideration	458.60	124.74
Forward contract	-	3.48
Unclaimed Dividends	0.60	0.64
Others	24.29	24.63
	<b>483.49</b>	<b>153.49</b>

### 14. OTHER CURRENT LIABILITIES

Particulars	As at March 31 , 2024	As at March 31 , 2023
Unearned income from customers	637.46	458.11
Statutory dues	68.35	49.39
Others	450.79	350.12
	<b>1,156.60</b>	<b>857.62</b>

### 15. PROVISIONS

Particulars	As at March 31 , 2024	As at March 31 , 2023
For compensated absences	36.32	36.48
For contractual liability	52.61	52.61
For gratuity *	4.77	0.32
	<b>93.70</b>	<b>89.41</b>

\*The current portion of gratuity payable is based on management estimate of amounts that would be paid in the next 12 months.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 16. INCOME TAX

Income tax expense in the statement of profit and loss consists of:

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>Current income tax:</b>		
In respect of the current year	318.88	258.09
<b>Deferred tax:</b>		
In respect of the current year	1.48	(23.48)
<b>Income tax expense recognised in the statement of profit or loss:</b>	<b>320.36</b>	<b>234.61</b>
<b>Income tax recognised in other comprehensive income</b>		
Current tax on remeasurement of defined benefit plan	3.69	(0.45)
Current tax on outstanding Forward contracts	1.79	(1.67)
<b>Total</b>	<b>5.48</b>	<b>(2.12)</b>

The reconciliation between the provision for income tax of the Company and amounts computed by applying the Indian statutory income tax rates to profit before taxes is as follows:

Particulars	As at March 31 , 2024	As at March 31 , 2023
<b>Profit before tax</b>	1,282.10	1,054.38
Enacted income tax rate in India	25.17%	25.17%
<b>Computed expected tax expenses</b>	<b>322.68</b>	<b>265.37</b>
<b>Effect of:</b>		
Differential tax rates of branches/subsidiaries operating in other jurisdiction	(31.37)	(24.15)
Income that is exempt from tax	(20.53)	(8.04)
Income considered under other heads	(0.01)	-
Expenses that are not deductible in determining taxable profit	(0.64)	(3.57)
Income subject to different taxes	(0.01)	-
CSR Expenses and Other Donations	3.36	1.86
Income tax provision for previous years reversed during the current year	0.02	-
Depreciation allowance / disallowance under IT Act	4.34	-
Reversal of tax provisions of previous year	(0.33)	(0.33)
Taxes recognised in OCI	5.48	0.53
Others	42.86	0.82
<b>Income tax expenses recognized in the Statement of Profit and Loss</b>	<b>325.84</b>	<b>232.48</b>

Calculation of Applicable Tax Rate:

Particulars	As at March 31 , 2024	As at March 31 , 2023
Basic tax rate	22.00%	22.00%
Surcharge @ 10% (PY 10%) on the basic tax rate	2.20%	2.20%
Aggregate of tax and surcharge	24.20%	24.20%
Cess @ 4% (PY 4%) on tax and Surcharge	0.97%	0.97%
<b>Tax Rate applicable</b>	<b>25.17%</b>	<b>25.17%</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 17. DEFERRED TAX ASSETS / LIABILITIES

Deferred tax assets / liabilities as at March 31, 2024

Particulars	As at April 1, 2023	Recognized in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Property, Plant and Equipment	3.94	4.97		8.91
Retirement and employee Benefits	40.79	12.11	0.10	52.99
Other tax disallowances	25.46	(3.55)	0.03	21.94
Forward Contracts outstanding	2.55	-	(1.56)	0.99
Long Term Leases	0.28	0.47	-	0.75
<b>Total</b>	<b>73.02</b>	<b>14.00</b>	<b>(1.43)</b>	<b>85.58</b>

Deferred tax assets / liabilities as at March 31, 2023

Particulars	As at April 1, 2022	Recognized in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2023
Property, Plant and Equipment	5.08	(1.14)		3.94
Retirement and employee Benefits	22.07	18.31	0.41	40.79
Other tax disallowances	20.35	5.11		25.46
Financial instrument- FVTOCI	0.67	-	1.88	2.55
Lease liability	(0.92)	1.20	-	0.28
<b>Total</b>	<b>47.25</b>	<b>23.48</b>	<b>2.29</b>	<b>73.02</b>

### 18. OTHER INCOME

Particulars	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>(A) Income from investments</b>		
Dividends	4.51	3.74
	<b>4.51</b>	<b>3.74</b>
<b>(B) Others</b>		
Exchange Fluctuation (net)	(2.93)	50.98
Interest income	64.36	16.02
Interest on fair valuation of security deposits	1.62	1.46
Loss on Sale of assets (fixed assets and investments)	0.04	0.44
Profit on sale of investments	1.13	-
Miscellaneous Receipts	0.75	21.66
	<b>64.97</b>	<b>90.56</b>
<b>Total Other income</b>	<b>69.48</b>	<b>94.30</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 19. EMPLOYEE BENEFIT EXPENSE

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries and wages	3,262.90	2,805.79
Contribution to Provident and other funds	148.38	114.34
Share based compensation to employees	28.12	16.47
Staff Welfare Expenses	32.45	42.50
	<b>3,471.85</b>	<b>2,979.10</b>

### 20. FINANCE COSTS

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Interest Expense</b>		
- on loans from banks	15.82	2.15
- on finance lease for vehicles	1.31	0.06
- on fair valuation of security deposits	0.81	0.71
- on fair valuation of lease liability	13.87	15.76
Other borrowing cost and Bank charges	3.45	3.14
	<b>35.26</b>	<b>21.82</b>

### 21. OTHER EXPENSES

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Licence cost	60.09	30.05
Rent	19.17	15.10
Travel and conveyance	41.00	44.79
Insurance	31.04	25.43
Rates and Taxes	6.66	5.50
CSR Expenditure	13.33	8.79
Power and Fuel	14.34	12.61
Repairs to Buildings	30.47	33.05
Repairs to Plant	13.70	16.81
Communication Expenses	11.39	12.56
Provision for doubtful debts	0.65	0.40
Legal, Professional and consultancy charges	76.97	44.62
Advertisement, Publicity and Sale Promotion	68.50	47.59
Miscellaneous expenses	51.11	55.58
	<b>438.42</b>	<b>352.88</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 22 Depreciation and Amortization Expense

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation	118.98	99.63
	118.98	99.63

### 23 ADDITIONAL NOTES

#### (a) Contingent Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
1. Income-tax matters	73.10	72.56
2. GST matters	-	2.05

The future cash outflows on the items above are determinable only on the receipt of the decision or judgment that is pending at various forums and authorities. The company does not expect the outcome of those proceedings to have an adverse material effect on its financial results.

#### (b) Disclosure under Ind AS 116

##### For leased buildings

Particulars	Amount in INR
Depreciation charge for ROU Asset	63.38
Interest expense on lease liability	13.87
Expenses relating to short term leases (need not include the expense relating to leases with a lease term of one month or less)	6.48
Expense relating to leases of low-value assets (not include the expense relating to short-term leases of low-value assets included in above line)	-
Expenses relating to variable lease payments	-
Income from sub-leasing of ROU Asset	-
Total Cash Outflow for leases	68.07
Additions to ROU Assets during the year	85.00
Gains or losses arising from sale and leaseback transactions	-
Carrying amount of right-of-use assets at the end of the reporting period for each asset category	149.28

#### (c) Related party disclosures

Enterprise which has significant influence	Sak Industries Private Limited and its subsidiaries
Enterprises in which key management personnel exercise significant influence	Saksoft Employees Gratuity Trust
	Sakserve Private Limited
	The General Talkies Private Limited
Key Management Personnel	Mr Aditya Krishna – Chairman and Managing Director
	Mr Niraj Kumar Ganeriwal- COO & CFO
	Ms Meera Venkatramanan Company Secretary
	Ms Kanika Krishna – Director
Relatives of Key managerial Personnel	Ms Avantika Krishna- Employee

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

#### Transactions entered during the year

Description	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Rent expense</b>		
Sak Industries Private Limited	-	-
<b>Dividend paid</b>		
Sak Industries Private Limited	36.36	31.51
Chairman and Managing Director	16.64	14.42
COO & CFO	0.70	0.68
Saksoft employees welfare Trust	3.99	-
Relative of Key managerial Personnel	0.00	-
<b>Interest on loan</b>		
Sak Industries Private Limited	-	-
<b>Borrowings / (Repayments), net</b>		
Sak Industries Private Limited	-	-
<b>Payment towards Lease Liability</b>		
Sak Industries Private Limited	21.24	19.74
<b>Reimbursement of expenses</b>		
Sak Industries Pvt Ltd	-	0.71
Remuneration of Key Managerial Personnel	20.74	22.09
Non-Executive Director Commission	0.25	0.25
Non-Executive Director - Sitting Fees	0.27	0.26
Remuneration to relative of KMP	8.02	7.33

#### Year end balances

Description	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Borrowings</b>		
Lease Liability- Sak Industries Private Limited	18.47	20.95
<b>Right to Use Asset</b>		
Sak Industries Private Limited	17.37	19.76

#### (d) Segment information

The COO & CFO of the Company has been identified as the Chief Operating Decision Maker. The CODM has considered only IT Business as the operating segment as defined under Ind AS 108. The Company's operations primarily relate to providing information technology ('IT') services.

Geographic location of customers	Year Ended March 31 , 2024	Year Ended March 31 , 2023
<b>Revenue</b>		
Europe	1,832.70	1,664.01
USA	3,174.80	3,128.34
Asia Pacific and Others	2,608.80	1,863.69
<b>Total</b>	<b>7,616.30</b>	<b>6,656.04</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

Fixed assets used in the Company's business, assets or liabilities contracted, other than those specifically identifiable, have not been identified to any of the reportable segments, as the fixed assets are used interchangeably between segments.

During the years ended 31 March 2024 and 31 March 2023, two customers, each of them contribute to 10% or more of the Group's total revenue and the top five customers accounted for 45% and 48% of the revenue of the Group respectively.

#### (e) Gratuity

##### PROFIT & LOSS ACCOUNT EXPENSE:

The expenses charged to the profit & loss account for period along with the corresponding charge of the previous period is presented in the table below:

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Current service cost	41.22	28.00
Past service cost	-	-
Administration expenses.	-	-
Interest on net defined benefit liability / (asset) (Gains) / losses on settlement	8.76	5.02
<b>Total</b>	<b>49.98</b>	<b>33.02</b>

##### FINANCIAL ASSUMPTIONS AT THE VALUATION DATE:

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Discount rate (p.a.)	7.20%	7.45%
Salary escalation rate (p.a.)	8.00%	8.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

##### Amount Recorded in Other Comprehensive Income

The total amount of remeasurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Opening amount recognized in OCI outside profit and loss account	(3.98)	(3.79)
Remeasurements during the period due to Changes in financial assumptions	(6.39)	(2.68)
Changes in demographic assumptions	-	(0.65)
Experience adjustments	(9.49)	4.71
Actual return on plan assets less interest on plan assets	0.83	0.43
<b>Closing amount recognized in OCI outside profit and loss account</b>	<b>(19.03)</b>	<b>(1.98)</b>



## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

The following table sets out the status of the gratuity plan.

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Opening of defined benefit obligation Consolidation Adjustment	143.75	94.27
Current service cost	41.22	28.00
Past service cost	-	-
Interest on defined benefit obligation	10.23	6.19
<b>Remeasurements due to:</b>		
Actuarial loss / (gain) arising from change in financial assumptions	(6.39)	(2.68)
Actuarial loss / (gain) arising from change in demographic assumptions	-	(0.65)
Actuarial loss / (gain) arising on account of experience changes	(9.49)	4.71
Benefits paid	(6.63)	(7.78)
Liabilities assumed / (settled)*	-	-
<b>Closing of defined benefit obligation</b>	<b>172.69</b>	<b>122.06</b>

Particulars	Period Ended	
	31-Mar-24	31-Mar-23
Opening fair value of plan assets	19.93	18.04
Employer contributions	2.45	8.93
Interest on plan assets	1.47	1.17
Administration expenses	-	-
<b>Remeasurements due to:</b>		
Actual return on plan assets less interest on plan assets	(0.83)	(0.43)
Benefits paid	(6.53)	(7.78)
Assets acquired / (settled)*	-	-
Assets distributed on settlements	-	-
<b>Closing fair value of plan assets</b>	<b>16.49</b>	<b>19.93</b>

#### Sensitivity Analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Particulars	Period Ended March 31, 2024	
	Discount Rate	Salary Escalation Rate
Impact of increase in 50 bps on DBO	-4.49%	3.31%
Impact of decrease in 50 bps on DBO	4.87%	-3.61%

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

Maturity Profile of Assets:

Maturity In	31-Mar-24	31-Mar-23
1 year	15.84	12.31
2 to 5 years	51.69	39.70
6 to 10 years	268.05	259.90
More than 10 years	5.70	-

#### Disaggregation of Plan Assets

Particulars	Total
Property	-
Government Debt Instrument	8.57
Other Debt Instrument	-
Equity Instruments	3.53
Insurer managed funds	4.37
Others	-
<b>Total</b>	<b>16.47</b>

#### (f) Employee Stock option plans ('ESOP')

##### ESOP 2006 Plan

The ESOP 2006 Plan was introduced by the Company in 2006 under which the Company grants options from time to time to employees of the Company and its subsidiaries. This Plan was approved by the Board of Directors in January 2006 and by the shareholders in February 2006. The Plan complies with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and is administered by the Saksoft Employees Welfare Trust ('the Trust') through the Nomination and Remuneration committee. The Trust purchased the shares of the Company using the proceeds of loans obtained from the Company and administers the allotment of shares to employees and other related matters. The eligible employees exercise the options under the terms of the Plan at an exercise price, which equals the fair value on the date of the grant, until which the shares are held by the Trust.

The Company had allotted 58,24,600 equity shares of Rs.1.00 each to the Trust to give effect to the ESOP Plan. As at the balance sheet date, the employees have exercised 5,00,000 options under this Plan and accordingly, 53,24,600 equity shares of Rs.1.00 each represent shares held by the Trust. During the year no options have been granted or outstanding under this plan. However, out of the 3,66,000 equity shares exercised during the year under ESOP 2009 Plan, 15,000 equity shares were allotted from the shares held by the Trust, based on approval obtained through postal ballot in October 2023. Accordingly, 53,09,600 shares of Rs.1.00 each represent shares held by the Trust.

##### ESOP 2009 Plan

The ESOP 2009 Plan was introduced by the Company with the consent of the shareholders in 2009 under which the Company grants options from time to time to employees of the Company and its subsidiaries. Further the scheme was amended at the AGM held on 26<sup>th</sup> September 2014 to increase the exercise period from 5 to 10 years. This Plan complies with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

The plan considers an aggregate of 1,50,00,000 options to be granted and exercised in accordance with the ESOP 2009 plan as approved by the Nomination and Remuneration Committee. The outstanding options available for exercise under the ESOP 2009 as on 31<sup>st</sup> March 2024 is 45,74,000 options, of which 18,30,000 options being unvested.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

During the year, the Board of Directors have allotted 3,66,000 equity shares consequent to the exercise of options by certain eligible employees of the Company who were granted options on 25<sup>th</sup> May 2015 at grant price of Rs.15.17 per option (1,00,000 equity shares), on 8<sup>th</sup> July 2014 at a grant price of Rs.9.30 per option (1,00,000 equity shares) and on 26<sup>th</sup> May 2022 at a grant price of Rs.76.44 per option (1,66,000 equity shares) under ESOP 2009 plan. Subsequent to the exercise, the listing and trading approval was obtained from National Stock Exchange on 27 July 2023 for 47,000 shares , on 21 September 2023 for 68,000 shares ,on 28 September 2023 for 2,06,000 shares , on 15 November 2023 for 30,000 shares . Out of the 3,66,000 equity shares exercised during the year, 15,000 equity shares were allotted from the shares held by the Saksoft Employees Welfare Trust ('the Trust'), based on approval obtained through postal ballot in October 2023. The paid up share capital of the Company after allotment of 3,66,000 equity shares stands at 10,60,41,000 Equity Shares as of 31<sup>st</sup> March 2024. During the year 3,80,000 options have been granted under this plan at an exercise price of Rs. 232.05 per option

#### The details of the ESOP 2009 Plan are

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Options outstanding at the beginning of the year	50,60,000	13.86	42,60,000	13.86
Options granted during the year	3,80,000	232.05	11,00,000	76.44
Options exercised during the year	(3,66,000)	41.36	(3,00,000)	14.19
Options lapsed during the year	(5,00,000)	13.88	-	-
Options outstanding at the end of the year	45,74,000	44.70	50,60,000	13.73
Options vested and exercisable at the end of the year	27,44,000	16.23	24,60,000	13.59

### (g) Earnings Per Share (EPS)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Earnings</b>		
Net profit for the year	961.74	819.77
<b>Shares</b>		
Equity shares as at the balance sheet date	10,07,31,400	10,03,65,400
Total number of equity shares outstanding at the end of the year – Basic	10,07,31,400	10,03,65,400
<b>Weighted average number of equity shares outstanding as at the end of the year – Basic</b>	<b>10,03,02,325</b>	<b>10,02,27,455</b>
<b>Diluted Shares</b>		
Weighted average number of equity shares outstanding as at the end of the year.	10,03,02,325	10,02,27,455
Add: Weighted average number of equity Shares held by Saksoft employees welfare trust	53,09,600	53,24,600
Add: Weighted average number of equity shares arising out of outstanding stock options that have dilutive effect on the EPS	-	<b>33,68,606</b>
<b>Weighted average number of equity shares outstanding during the year – Diluted</b>	<b>10,56,11,925</b>	<b>10,89,20,661</b>
<b>Earnings per share of par value Rs.1.00 – Basic (Rs.)</b>	<b>9.59</b>	<b>8.18</b>
<b>Earnings per share of par value Rs.1.00 – Diluted (Rs.)</b>	<b>9.11</b>	<b>7.53</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

The shares issued to the Saksoft Employees Welfare Trust have been considered as outstanding for Basic EPS purposes. For diluted EPS purpose, the shares, which are not yet eligible for exercise, have also been considered as outstanding to the extent these shares are dilutive.

#### (h) Dividend

The Board of Directors had recommended interim dividend during the financial year 2023-24 amounting to Rs 0.40 per equity share. This has resulted in a cash flow of Rs 42.42 Million.

The Board of Directors at its meeting held on 27<sup>th</sup> May 2024 had further recommended a final dividend of 40 % (Rs .0.40 per equity share of Rs.1.00/- face value fully paid up) subject to approval of the shareholders at The Annual General Meeting. The outflow on account of the final dividend is expected to be Rs 42.42 Million

#### (i) Disclosure under Ind AS 115

##### General:

The entire revenue from operations for the year ended 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 related to revenue from software services.

##### Disaggregation of revenue:

Revenue earned by the company is disaggregated by its sources based on geographical location as disclosed in Note 23 (d) to the financial statements.

##### Information about contract balances

The company classifies the right to consideration as Trade receivables and unbilled revenue.

Trade receivables are amounts billed to the customer on satisfaction of performance obligation. Unbilled revenue represents revenues in excess of efforts billed on software development and service contracts as at the end of the reporting period and is included as part of Other Financial Assets.

Billing in excess of revenue are classified as unearned revenue. Balances of trade receivables, unbilled revenue and unearned income are available in the relevant Schedules of the financial statements. Trade receivables and unbilled revenue are net of Provision in the Balance Sheet.

##### Information about performance obligations

Performance obligations estimates are subject to change and are affected by several factors including change in scope of contracts, its termination, foreign currency adjustments and any other items influencing the measurement, collectability and performance of the contract.

Disclosure relating to remaining performance obligation across all live fixed bid price contracts relate to require the aggregate amounts of transaction price yet to be recognized as at the reporting date and expected timelines to recognize these amounts. In view of the fact that all outstanding contracts have an original expected duration for completion of less than a year no disclosure is warranted.

#### (j) Capital Management

The Company manages its capital to ensure that it will be able to continue as going concerns while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

The capital structure of the Company consists of debt and total equity of the Company as tabled below:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Total equity attributable to equity share holders of the Company</b>	<b>5,054.29</b>	<b>4,045.33</b>
Current borrowings	10.83	-
Non-current borrowings	72.71	-
Total debt held by the Company	83.54	-
<b>Total capital (Equity and Debt)</b>	<b>5,137.83</b>	<b>4,045.33</b>
Equity as a percentage of total capital	98.37%	100%
Debt as a percentage of total capital	1.63%	0.0%

The Company is predominantly equity financed which is evident from the capital structure table above. The Company's risk management committee reviews the capital structure of the Company on an ongoing basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital.

#### (k) Financial Instruments

The carrying value and fair value of financial instruments by categories as at March 31, 2024, March 31, 2023 is as follows:

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
<b>Financial Assets</b>		
<b>Amortized Cost</b>		
Trade and other receivables	1,619.60	1,164.18
Cash and cash equivalents	1,418.40	878.63
Other Bank Balances	506.81	556.98
Loans	16.61	2.04
Others financial assets	206.81	419.18
Fair value through Other Comprehensive Income (FVTOCI)		
Derivative instruments in hedging relationship	2.26	(3.48)
<b>Fair value through Profit and Loss (FVTPL)</b>		
Investments	145.04	90.34
<b>TOTAL ASSETS</b>	<b>3,915.53</b>	<b>3,107.87</b>
<b>Financial Liabilities</b>		
<b>Amortized Cost</b>		
Borrowings	83.54	-
Trade Payables	358.55	256.79
Lease Liability	179.93	135.27
Other financial liabilities	785.87	190.89
<b>TOTAL LIABILITIES</b>	<b>1,407.89</b>	<b>582.95</b>

The Management assessment of the fair value of cash and short-term deposits, trade receivables and trade payables, book overdrafts, and other current financial assets and liabilities approximate the carrying amounts largely due to the short-term maturities of these instruments

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

The Company's derivative financial instruments consist of foreign currency forward exchange contracts. Fair values for derivative financial instruments are based on market observable inputs and are classified as Level 2. The most frequently applied valuation technique include forward pricing model, using present value calculations.

#### Fair Value Measurement Hierarchy

Foreign exchange forward contracts have been measured using Level 2 (Significant observable inputs) - Fair value measurement hierarchy. Balances as at March 31, 2024 and March 31, 2023 amounts to 2.27 million and Rs. (Rs.3.48 million) respectively. There have been no transfers between Level 1 and Level 2 during the year.

#### Foreign Exchange Forward Contracts

The Company is exposed to foreign currency fluctuations on foreign currency assets / liabilities and forecast cash flows denominated in foreign currency. The use of derivatives to hedge foreign currency forecast cash flows is governed by the Company's strategy, which provides principles on the use of such forward contracts and currency options consistent with the Company's Risk Management Policy. The counterparty in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as insignificant. The Company has entered into a series of foreign exchange forward contracts that are designated as cash flow hedges. The Company does not use forward covers and currency options for speculative purposes.

The following table represents the details of Company's forward contracts outstanding:

Particulars	Balance Sheet Exposure - Asset / (Liability)	
	As at March 31, 2024	As at March 31, 2023
Foreign currency forward - USD/INR	1.18	0.37
Foreign currency forward - GBP/INR	0.50	(2.38)
Foreign currency forward - EURO/INR	0.59	(1.47)
<b>Total</b>	<b>2.27</b>	<b>(3.48)</b>

The balance sheet exposure denotes the fair values of these contracts at the reporting date and is presented in millions. The Company presents its foreign exchange forward contracts on a net basis in the financial statements

Various outstanding foreign currency exchange forward contracts (sell) entered into by the Company which have been designated as Cash Flow Hedges in the respective foreign currency:

Particulars	Amount outstanding in foreign currency	
	As at March 31, 2024	As at March 31, 2023
Foreign currency forward - (USD in Million)	9.20	8.20
Foreign currency forward - (GBP in Million)	1.33	0.38
Foreign currency forward - (EUR in Million)	0.05	0.35
<b>Total</b>	<b>10.58</b>	<b>8.93</b>

#### I Financial Risk Management

The Company is exposed to a variety of financial risks; credit risk, liquidity risk and market risk, viz; foreign currency risk and interest rate risk. The Company has a risk management policy to manage & mitigate these risks.

The Company's risk management policy aims to reduce volatility in financial statements and aims to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

The Board of Directors reviews and agrees policies for managing each of these risks as summarized below:

#### Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to the financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

Financial instruments that potentially subject the Company to concentration of credit risk consists of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. By their nature, all such financial assets involve risks, including the credit risk of non-performance by counterparties.

The Company periodically assesses the credit quality of the counterparties by taking into account their financial position, past experience, ageing of accounts receivables and any other factor determined by individual characteristic of the counterparty.

The maximum amount of exposure to credit was as follows:

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
Investments	145.04	90.34
Trade receivables	1,619.60	1,164.18
Cash and cash equivalents	1,418.40	878.63
Other Bank Balances	506.81	556.98
Loans	16.61	2.04
Other financial assets	209.07	419.18
<b>TOTAL</b>	<b>3,915.53</b>	<b>3,111.35</b>

#### Trade receivables:

The Company has used a practical expedient by computing the lifetime expected credit loss allowance for trade receivables based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information. The Company's exposure to customers is diversified. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

#### Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to encounter its financial obligations associated with financial liabilities as they become due. The Company manages its liquidity risk by ensuring, as far as possible, to maintain sufficient liquid funds to meet its liabilities on the due date. The Company consistently generates sufficient cash flows from operations (with adequate reserves) and has access to multiple sources of funding (banking facilities and loans from promoter company) to meet the financial obligations and maintain adequate liquidity for use.

The processes and policies related to such risks are overseen by Senior Management..

Maturity profile of the Company's non-derivative financial liabilities based on contractual payments is as below:

Particulars	Year 1 (Current)	1 - 2 years	2 years and above
<b>As at March 31, 2024</b>			
Borrowings	10.83	16.25	56.46
Trade Payables	358.55	-	-
Other financial liabilities	539.65	426.15	-
<b>As at March 31, 2023</b>			
Borrowings	-	-	-
Trade Payables	256.79	-	-
Other financial liabilities	207.86	121.78	-

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

#### 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. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

#### Foreign Currency Risk:

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit or Loss and Other Comprehensive Income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the Company.

The Company's exchange risk arises from its foreign currency revenues (primarily in U.S. Dollars, British Pound Sterling / Euros and Singapore Dollars). A significant portion of the Company's revenue are in these foreign currencies, while a significant portion of its corresponding costs are in Indian Rupee. As a result, if the value of Indian rupee appreciates relative to these foreign currencies, the Company's revenue measured in Indian Rupee may decrease and vice versa. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future.

The Company periodically determines its strategy to mitigate foreign currency risk. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies.

The following table presents foreign currency risk from non-derivative financial instruments as at each reporting period:

The maximum amount of exposure to foreign currency risk was as follows: (Millions in respective currencies)

Particulars	Balance as at March 31, 2024	Balance as at March 31, 2023
<b>Cash and cash equivalents</b>		
In US Dollars	2.83	6.44
In Singapore Dollars	0.92	0.62
In Pound Sterling	5.87	4.29
In Euro	0.20	0.35
In MYR	0.20	0.10
<b>Trade receivables</b>		
In US Dollars	8.39	11.54
In Singapore Dollars	3.33	2.29
In Pound Sterling	2.18	2.32
In Euro	1.97	1.30
In MYR	0.01	0.53
In CAD	0.01	0.02
In AED	0.09	-
In AUD	0.08	-
<b>Trade payables</b>		
In US Dollars	1.29	3.60
In Singapore Dollars	0.78	0.84
In Pound Sterling	1.37	1.24
In Euro	0.01	0.02
In MYR	0.01	0.02

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

#### Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates arises on Company's debt obligations with floating interest rate.

#### (m) Ageing Schedule - Trade Payables

Particulars	Outstanding as at 31 <sup>st</sup> March 2024 from the due date of payment					Total
	Not due	< 1 year	1-2 years	2-3 years	>3 years	
MSME	3.32	8.20	-	-	-	12.67
Others	193.39	146.11	2.44	0.09	5.00	345.88
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>196.71</b>	<b>154.31</b>	<b>2.44</b>	<b>0.09</b>	<b>5.00</b>	<b>358.55</b>

Particulars	Outstanding as at 31 <sup>st</sup> March 2023 from the due date of payment					Total
	Not due	< 1 year	1-2 years	2-3 years	>3 years	
MSME	12.73	(0.35)	-	-	-	12.38
Others	163.11	81.30	-	-	-	244.41
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>175.84</b>	<b>80.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>256.79</b>

#### n) Ageing Schedule - Trade Receivables

Particulars	Outstanding as at 31 <sup>st</sup> March 2024 from the due date of payment					TOTAL
	< 6 months	6 months -1 year	1-2 years	2-3 years	>3 years	
Undisputed - Considered good	1,573.69	28.04	18.92	(3.04)	1.99	1,619.60
Undisputed - having significant increase in credit risk	-	-	-	-	-	-
Undisputed - Credit impaired	-	-	-	-	0.17	0.17
Disputed - Considered good	-	-	-	-	-	-
Disputed - having significant increase in credit risk	-	-	-	-	-	-
Disputed - Credit impaired	-	-	-	-	-	-
Less : Allowance for expected credit loss	-	-	-	-	-	(0.17)
<b>Total</b>	<b>1,573.69</b>	<b>28.04</b>	<b>18.92</b>	<b>(3.04)</b>	<b>2.16</b>	<b>1,619.60</b>

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

### 23 ADDITIONAL NOTES *Contd.*

Particulars	Outstanding as at 31 <sup>st</sup> March 2023 from the due date of payment					TOTAL
	< 6 months	6 months -1 year	1-2 years	2-3 years	>3 years	
Undisputed - Considered good	1,149.43	13.76	(1.43)	-	2.42	1,164.18
Undisputed - having significant increase in credit risk	-	-	-	-	-	-
Undisputed - Credit impaired	-	-	-	-	6.06	6.06
Disputed - Considered good	-	-	-	-	-	-
Disputed - having significant increase in credit risk	-	-	-	-	-	-
Disputed - Credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>1,149.43</b>	<b>13.76</b>	<b>(1.43)</b>	<b>-</b>	<b>8.48</b>	<b>1,170.24</b>

Vide our report of even date attached

**For R.G.N. Price & Co.,**  
Chartered Accountants  
Firm Registration No: 002785S

**Mahesh Krishnan**  
Partner  
Membership No: 206520

Date: May 27, 2024  
Place: Chennai

For and on behalf of the Board of Directors

**Aditya Krishna**  
Chairman & Managing Director  
DIN.00031345

**Niraj Kumar Ganeriwal**  
COO and CFO

**Ajit Thomas**  
Director  
DIN.00018691

**Meera Venkatramanan**  
Company Secretary

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

S. No.	Name of the Subsidiary	1	2	3	4	5
1	Reporting Period for the Subsidiary	Saksoft Inc & its subsidiaries 1 <sup>st</sup> April - 31 <sup>st</sup> March 2024	Saksoft Pte Ltd and its subsidiaries 1 <sup>st</sup> April - 31 <sup>st</sup> March 2024	Saksoft Solutions Ltd and its subsidiaries 1 <sup>st</sup> April - 31 <sup>st</sup> March 2024	Three Sixty Logica Testing Services Pvt Ltd & its subsidiary 1 <sup>st</sup> April - 31 <sup>st</sup> March 2024	DreamOrbit Softech Private Limited & its subsidiary 1 <sup>st</sup> April - 31 <sup>st</sup> March 2024
2	Reporting Currency and exchange rate as on the last date of the relevant Financial year	USD, Ex Rate 83.34 /USD	SGD, Ex Rate 61.68 /SGD	GBP, Ex Rate 105.16 /GBP	INR	INR
3	Share Capital	INR 9.35 m-195000 equity shares of USD 1 each fully paid up	INR 19.17m- 555002 equity shares of SGD 1 each fully paid up	INR 434.45m- 5001000 equity shares of GBP 1 each fully paid up	INR 0.10m - 10000 equity shares of INR 10 each fully paid up	INR - 0.14m - 14150 equity shares of INR 10 each fully paid up
4	Reserves & Surplus	746.07	220.76	1,260.61	713.13	585.50
5	Total Assets	2,577.60	601.32	2,680.86	1,002.46	781.88
6	Total Liabilities	1,645.93	345.98	985.80	288.73	196.24
7	Investments					
8	Turnover	<b>2,734.79</b>	<b>851.21</b>	<b>1,779.21</b>	<b>828.98</b>	<b>1,133.01</b>
9	Profit Before Taxation	294.90	121.33	176.65	246.56	224.13
10	Provision for Taxation	60.41	15.37	42.16	63.05	55.59
11	Profit After Taxation	234.48	105.95	134.49	183.52	168.55
12	Interim Dividend + Tax	-	-	-	-	79.24
13	Proposed Dividend	-	-	-	-	-
14	% of Shareholding	100	100	100	100	100

## Part of the Consolidated Financial Statements

## Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts are in Indian rupees millions, except share data and as otherwise stated)

Name of Entity	Net assets		Share in Profit or Loss		Share in other comprehensive income		Share in total comprehensive income	
	as a % of Consolidated Net assets	Amount	as a % of Consolidated Profit or Loss	Amount	as a % of Consolidated Comprehensive Income	Amount	as a % of Consolidated Total Comprehensive Income	Amount
<b>Parent</b>								
Saksoft Ltd	32.58%	2,020.75	27.00%	(305.89)	44.15%	(7.36)	27.25%	(313.25)
<b>Indian Subsidiaries</b>								
ThreeSixty Logica Testing Services Pvt Ltd and its subsidiary	11.51%	713.73	16.20%	(183.52)	-0.20%	0.03	15.96%	(183.49)
DreamOrbit Softech Pvt Ltd and its subsidiary	9.44%	585.64	14.88%	(168.55)	11.78%	(1.96)	14.83%	(170.51)
<b>Foreign Subsidiaries</b>								
Saksoft Inc and its Subsidiaries	15.02%	931.66	20.70%	(234.48)	44.27%	(7.38)	21.04%	(241.86)
Saksoft Pte and its Subsidiaries	4.12%	255.35	9.35%	(105.95)	0.00%	-	9.22%	(105.95)
Saksoft Solutions and its subsidiaries	27.33%	1,695.07	11.87%	(134.49)	0.00%	-	11.70%	(134.49)
<b>Subtotal</b>	<b>100.00%</b>	<b>6202.21</b>	<b>100.00%</b>	<b>(1,132.88)</b>	<b>100.00%</b>	<b>(16.67)</b>	<b>100.00%</b>	<b>(1,149.54)</b>
Employee Welfare Trust		31.34		(3.59)		-		(3.59)
Adjustment arising out of consolidation		(1,179.25)		174.75		(63.78)		110.96
<b>Total</b>		5,054.29		-961.72		-80.45		-1,042.17



## SAKSOFT LIMITED

CIN: L72200TN1999PLC054429

Regd office: Global Infocity Park, Block A, 2<sup>nd</sup> floor, #40, Dr MGR Salai, Kandanchavadi, Perungudi, Chennai – 600 096

Email Id: [complianceofficer@saksoft.co.in](mailto:complianceofficer@saksoft.co.in); [investorqueries@saksoft.co.in](mailto:investorqueries@saksoft.co.in) website: [www.saksoft.com](http://www.saksoft.com);

Phone: 044 – 24543500; Fax: 044 - 24543510

Dated: May 27, 2024

*Dear members -*

You are cordially invited to attend the 25<sup>th</sup> Annual General Meeting of the Members of Saksoft Limited ("the Company") to be held on Wednesday, the 7<sup>th</sup> day of August, 2024 at 10.30 A.M. IST through Video Conference/ Other Audio-Visual Means (OAVM) facility.

The Notice of the Meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, ('the Act') read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is pleased to provide its members the facility to participate at the Annual General Meeting through Video Conference/ Other Audio-Visual Means (OAVM) facility.

Very truly yours,

Sd/-  
**Aditya Krishna**  
 Chairman & Managing Director



## SAKSOFT LIMITED

CIN: L72200TN1999PLC054429

Regd office: Global Infocity Park, Block A, 2<sup>nd</sup> floor, #40, Dr MGR Salai, Kandanchavadi, Perungudi, Chennai – 600 096

Email Id: [complianceofficer@saksoft.co.in](mailto:complianceofficer@saksoft.co.in); [investorqueries@saksoft.co.in](mailto:investorqueries@saksoft.co.in) website: [www.saksoft.com](http://www.saksoft.com);

Phone: 044 – 24543500; Fax: 044 - 24543510

## Notice To The Shareholders

NOTICE is hereby given that the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 7<sup>th</sup> day of August, 2024 at 10.30 A.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of Board of Directors and the Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Report of the Auditors thereon.
2. To consider and approve a Final Dividend of 40 % (Rs 0.40/- per Equity Share) on the Paid-up Equity Share Capital of the Company for the Financial Year 2023- 2024 in addition to the Interim Dividend of Re. 0.40/- per share paid during the year.
3. To reappoint Ms. Kanika Krishna (DIN: 06954593), Director who retires by rotation and, being eligible, seeks re-appointment.

Date: May 27, 2024  
 Place: Chennai

By order of the Board of Directors For Saksoft Limited  
**Meera Venkatraman**  
 Company Secretary

## Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and circular no. 2/2022 dated May 5, 2022 in relation to "Clarification of holding of Annual General Meeting through Video Conferencing or Other Audio Visual Means" and General Circular No 10/2022 and General Circular No 11/2022 dated December 12, 2022 and General Circular No 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" and circular no. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated - May 13, 2022 and circular no. SEBI/HO/CFD/POD2/P/CIR/2023/4 dated - January 5<sup>th</sup>, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.  
  
As per provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business are considered to be unavoidable by the Board and hence, form part of this Notice.
2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") setting out material facts concerning the Ordinary business under Item Nos. 3 to the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
5. Participation of Members through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members of the Company under the category of Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC. Institutional/Corporate Members intending to authorise their representatives are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote voting by email to vsassociates16@gmail.com from their registered email address.

7. The following documents will be available for inspection by the Members electronically during the 25<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to complianceofficer@saksoft.co.in on or before August 06, 2024, 5.00 PM (IST).

Certificate from the Statutory Auditors relating to the Company's Stock Options/Restricted Stock Units Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

8. At the Twenty Third Annual General Meeting held on August 9<sup>th</sup>, 2022 the Members approved reappointment of Messrs R.G.N. Price & Co., Chartered Accountants (Firm Registration No. 0042785S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-eighth Annual General Meeting.

In terms of the provisions of Section 152 of the Act, Ms. Kanika Krishna, Director retires by rotation at the Meeting. Details of the Director retiring by rotation/seeking appointment or re-appointment at this Meeting are provided in the "Annexure 1" to the Notice. Nomination and Remuneration Committee and the Board of Directors of the Company recommend her reappointment. Ms. Kanika Krishna is interested in the Ordinary Resolution set out in item no. 3 of the Notice with regard to her re-appointment. Mr. Aditya Krishna, Executive Director, being related to Ms. Kanika Krishna, may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and

except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item 3 of the Notice.

9. The Register of Members and Share Transfer Books of the Company is closed from Thursday, August 01<sup>st</sup>, 2024 to Wednesday, August 07, 2024 for the purpose of Declaration of Dividend and Annual General Meeting of the Company.

10. Members may note that the Board, at its meeting held May 27, 2024, has recommended a final dividend of Re. 0.40/- per share. The final dividend, once approved by the Members in the ensuing AGM, shall be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited ("CDSL"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice.

12. The Board has appointed Mr. V Suresh, Practicing Company Secretary, and failing Mr. Udaya Kumar K R, Partner of V Suresh Associates, Practicing Company Secretaries, Chennai as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.



- 13.** Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, July 31, 2024 may cast their votes electronically. The e-voting period commences on Saturday, August 03, 2024 (9.00 AM IST) and ends on Tuesday, August 06, 2024 (5.00 PM IST). The e-voting module will be disabled by CDSL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 31, 2024. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- 14.** The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- 15.** Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. July 31, 2024, may refer to the Notice of the AGM uploaded on the company's website and the website of the recognized Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) for evoting instructions.
- 16.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents- Cameo Corporate Services Private Limited for assistance in this regard.
- 17.** In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agents. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.saksoft.com](http://www.saksoft.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>.
- 18.** To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.
- 19.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.
- 20.** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form
- 21.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Cameo Corporate Services Limited, 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.
- 22.** In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 23.** Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 04, 2024 5.00 PM (IST) through email to [Complianceofficer@saksoft.co.in](mailto:Complianceofficer@saksoft.co.in). The same will be replied by the Company suitably.
- 24.** The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.saksoft.com](http://www.saksoft.com).
- 25.** Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

## 26. IEPF RELATED INFORMATION

- Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the dematerialised account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a Financial Year as per the IEPF Rules.
- Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to the Investor Education

and Protection Fund (IEPF), constituted by the Central Government.

- Any unclaimed/ unpaid dividend amount shall be paid only on receipt of a valid request in this regard and the satisfactory compliance of the requisite procedure, as prescribed by Company's Registrars and Transfer Agents, Cameo Corporate Services Limited.
- Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

## 27. DIVIDEND RELATED INFORMATION

- Members may note that the Board, at its meeting held May 27, 2024, has recommended a final dividend of Re. 0.40/- per share. The final dividend, once approved by the Members in the ensuing AGM, will be paid electronically through various online transfer modes to those members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
- Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) ("DP"). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
- Pursuant to the requirement of the Income-tax Act, 1961, ("the IT Act"), the Company will be required to withhold taxes at prescribed rates on dividend paid to shareholders.
- The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Cameo/ Depository Participant.

## 28. TAX ON DIVIDEND RELATED INFORMATION

### a. For Resident Shareholders

#### Tax Deductible at Source (TDS) for Resident Shareholders

Sr No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1	Valid PAN updated in Company's Register of Members	10%	No document Required
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ Cameo/ Depository Participant. All the shareholders are requested to update, on or before July 31 2024, their PAN with their Depository Participant (if shares are held in electronic form) and Company / Cameo (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records.
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act,1961	Rate Specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before July 31, 2024

No Tax Deductible at Source (TDS) on dividend payment to Resident Shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company /Cameo/ Depository Participant on or before July 31, 2024.

Sr No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
1	Submission of Form 15G/15H	Nil	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions
2	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or Notification	Nil	Necessary documentary evidence substantiating exemption from deduction of TDS

### B. For Non-Resident Shareholders

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before July 31, 2024 the following document(s), as mentioned in column no.4 of the below table, to the Company / Cameo. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly Signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

Sr No. (1)	Particulars (2)	Withholding Tax Rate (3)	Documents required (if any) / Remarks (4)
2	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate Specified in Certificate	Lower tax deduction certificate obtained from Income Tax Authority
3	Any non-resident shareholder exempted from Withholding Tax(WHT) deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction

The Company will issue digital copy of the TDS certificate to its shareholders through e-mail registered with Cameo post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>

The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link [www.cameo.com](http://www.cameo.com) on or before July 31, 2024, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/ deduction received after July 31, 2024 shall not be considered.

Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ Cameo.

In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed Rs. 5,000/-during the full Financial Year. However, where the PAN is not updated in

Company/ Cameo/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 5,000/-.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / Cameo (if shares are held in physical form) against all their folio holdings on or before July 31, 2024.

For resident shareholder, irrespective of updation of PAN, TDS is to be applied at higher rates where the shareholder has not filed Income Tax Return (ITR) for the previous financial year and TDS/TCS credit on their income exceeded Rs. 50,000/- per annum.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them

By order of the Board of Directors  
For Saksoft Limited

Meera Venkatramanan  
Company Secretary

Date: May 27, 2024  
Place: Chennai

## Annexure 1

In terms Regulation 36(3) of LODR and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, a brief resume of the Directors who are proposed to be appointed / re-appointed at this AGM are given below:

Followings shall be included under SS-2

1. Age of the Director
2. Terms and conditions of appointment or re-appointment
3. Date of first appointment on the Board
4. The number of Meetings of the Board attended during the year and other Directorships

<b>Name of the Director</b>	<b>Kanika Krishna (DIN: 06954593)</b>
Age	36 years
Date of first appointment on the Board	26/09/2014
Brief Resume	MBA in Financial Management from Pace University, New York, USA. Prior to this she has completed the Master's program in International Business from the Manchester Business School, UK. She is also an alumnus of Stella Maris College, Chennai where she completed her Bachelor of Commerce degree
Nature of expertise in specific functional area	Kanika Krishna joined Sak Abrasives Limited in 2012 and is responsible for the Company's growth in new markets and new areas. In the short time that she has been with the Company, Kanika has grown the export business multi fold with focus on the UK and US markets. She has appointed manufacturer representatives and distributors in these markets to sell the Company's products and established a fully stocked warehouse for the Company's products in New Jersey, USA. She has demonstrated a quick understanding of the business and good leadership in her role with the Company. Prior to joining Sak Abrasives, Kanika worked with Deutsche Bank in India and Merrill Lynch in New York
Directorships held in other listed companies	Nil
Chairman/ Member of the Committees of the Boards of Listed Companies (Other than Saksoft Limited) in which he/ she is a Director	Nil
No of shares held in the Company	1000
Inter- se relationship with any Director	Ms. Kanika Krishna is the daughter of Mr. Aditya Krishna, Promoter and Managing Director of the Company.
Last Remuneration drawn	5,80,000/- ( Sitting Fees and Commission for FY 2023-24)
Terms and Condition of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Other Details	Please refer Corporate Governance Report which forms part of this report

By order of the Board of Directors  
For Saksoft Limited

**Meera Venkatramanan**  
Company Secretary

Date: May 27, 2024  
Place: Chennai

## Voting through Electronic Means

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below.

The e-voting period commences on Saturday, August 03, 2024 (9:00 a.m. IST) and ends on Tuesday, August 06, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, July 31, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

Mr. V. Suresh, Practising Company Secretary, (CP No.6032) failing Mr. Udaya Kumar K R, Partner of V Suresh Associates, Practising Company Secretaries, Chennai has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch 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@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting and joining the AGM are explained in Annexure 2 of this Notice.

## Annexure-2

- The voting period begins on Saturday, August 03, 2024 (9:00 a.m. IST) and ends on Tuesday, August 06, 2024 (5:00 p.m. IST). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact a toll free no – 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800 22 44 30

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

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

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

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily

enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with

any other person and take utmost care to keep your password confidential.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can delink in case of any wrong mapping.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vsscrutinizer@gmail.com; complianceofficer@saksoft.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

inch wide. mile deep.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 05 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (complianceofficer@saksoft.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before August 2<sup>nd</sup> 2024, mentioning their name, demat account number/ folio number, email id, mobile number at company email id. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/ AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same

shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

