

Date: August 23, 2024

To,

Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai – 400051	Listing Compliance The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
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Subject: Annual Report 2023-24 of Ksolves India Limited ('the company').

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code: 543599, SYMBOL: KSOLVES; ISIN: INE0D6I01015

Dear Sir/Madam

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, enclosed herewith is the Annual Report of the Company for the Financial Year 2023-24.

We also have submitted the Notice convening 10th Annual General Meeting of the members of the Company, scheduled to be held on **Saturday, September 14, 2024 at 11:00 a.m.** through Video Conferencing ('VC')/ Other-Audio Visual Mode ('OAVM').

This is for your information and records.

For Ksolves India Limited

Manisha Kide
Company Secretary & Compliance Officer

Ksolves India Limited

ANNUAL REPORT

Financial Year

2023-24



Corporate Office: Smartworks, Tower D, C-28 & 29, C Block, Phase 2, Industrial Area, Sector 62,
Noida, Uttar Pradesh - 201301

Registered Office: 317/276 Second floor, Lane No.3, Mehrauli Road, Saidulajab, Saket,
New Delhi-110030

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Corporate Information

Board of Directors

Name of Director	Nature of Directorship
Mr. Ratan Kumar Srivastava	Chairman and Managing Director
Ms. Deepali Verma	Whole-Time Director
Ms. Varsha Choudhry	Independent Director
Mr. Varun Sharma	Independent Director
Ms. Sushma Samarth	Independent Director
Mr. Vineet Krishna	Independent Director

Key Managerial Personnel

Chief Financial Officer

Mr. Umang Soni

Statutory Auditor

M/s. A Y & Co.
Chartered Accountants
404, Fourth Floor, ARG Corporate Park
Ajmer Road, Gopal Bari,
Jaipur – 302006, Rajasthan, India
Tel No.: +91 0141-4037257; +91-8003056441
Email: info@aycompany.co.in

Internal Auditor

M/s. RSAV & Company.
317/276 second floor lane no.3,
Mehrauli Road, Saidulajab,
Saket, New Delhi-110030, India
Tel No. - +91-011-45566165
Email – ca.abhinyaverma@gmail.com

Registrar and Transfer Agents

Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093, Maharashtra, India.
Board No : 022-62638200 | Direct No.: 022-62638295
Investor grievance email: bhagwan@bigshareonline.com
Contact: +91-0120-4163248
SEBI Registration Number: INR000001385

Company Secretary and Compliance Officer

Ms. Manisha Kide

Secretarial Auditor

MSV & Associates
Company Secretaries
D-54, Chomu House, C-Scheme
Jaipur – 302001, RJ
Tel No: +91 90016 37075
Email: csviveksharma9@gmail.com

Bankers

ICICI Bank Limited | Deutsche bank

Depositories

National Securities Depository Limited
Central Depository Services (India) Limited

Listed

National Stock Exchange of India Limited
BSE Limited

Investor Relations

Ms. Manisha Kide
E-mail: ir@ksolves.com
Contact: +91-0120-4983851

Message from the Desk of Chairman and Managing Director



Dear Stakeholders,

I am pleased to announce a promising start to FY 2024-2025, with steady revenue and profitability growth, driven by our teams' dedication to delivering top-notch customer solutions. The strategic investments in global events have bolstered our market presence, attracting existing and prospective customers. We have decided to establish a wholly-owned subsidiary in the UAE, expanding our footprint. Continued support from our customers, shareholders, employees, and stakeholders is pivotal to our ongoing success.

Ratan Kumar Srivastava

Founder, Chairman and Managing Director

It gives me immense pleasure to share that the year 2023-24 has been a remarkable one for Ksolves India Limited, marked by significant growth, expansion and accreditations. Despite the global challenges we faced, we not only met but exceeded our goals with extraordinary results.

We reached several significant milestones throughout the year. Our financial performance has been outstanding, with our revenue surpassing ₹100 crores and our profit figures showing consistent growth. Additionally, we successfully maintained our client retention ratio while expanding our client base. Notably, we added a Fortune 500 company, a major telecom client, and the largest bank in the UAE to our portfolio. We also began a business relationship with Dubai's largest driving school and expanded our association with the U.S. based shipping giant by securing two additional contracts with them. Other notable deal wins include an automotive heavyweight from the U.S., a large digital marketing firm from Australia, and a global commercial real estate services company based in the U.K. We secured a Big Data project with a distinguished banking institution in the Middle East. Furthermore, we established an AI Center of Excellence (CoE), focusing on skilling modules to train employees in generative AI and various large language models (LLMs).

Our strategic investments in global events have substantially enhanced our market visibility, attracting both current and potential customers. To align with our growth objectives, we're pleased to announce the establishment of a wholly-owned subsidiary in the UAE. This expansion underscores our commitment to global reach and market leadership.

We have also enhanced our capabilities across various platforms through strategic tech partnerships. Notably, in March 2024, we achieved the prestigious Salesforce Summit (Platinum) Tier Partner status. Additionally, our company received several awards throughout the year, a testament to the excellence and dedication we bring to our work.

Elaborating on these achievements, I want to emphasize that throughout the year, we experienced no loss of productivity. We not only continued to excel in our traditional areas of expertise but also strategically pursued and acquired projects that leveraged cutting-edge technologies, aligning with the latest industry trends. This approach allowed us to demonstrate our grit and determination, positioning ourselves as true partners in business growth for our customers. As a result, we earned their trust, significantly strengthening our customer relationships.

We are glad to have successfully retained both our clients and employees, which has significantly contributed to the overall growth of the company and the well-being of those associated with it. The hybrid model of work, combining work from home and the office, has been managed effectively. Over the past year, our employee headcount has grown to over 500. Our Odoo team has expanded to more than 100 members, working on several long-term projects. Additionally, our client base remained highly diversified, with over 100 clients across 30+ countries, where the top 5 clients contributed 33% and the top 10 contributed 50% of our revenue.

During FY'24, Ksolves conducted campus recruitment drives and successfully hired 69 candidates. We also continued to invest heavily in building top-tier teams through lateral hires in key focus areas such as Data Science, Big Data, AI & ML, as well as strengthening our onshore sales and client management teams.

The challenges posed by rising salary costs, office expansion and renovation expenses, increased employee engagement costs, and higher business travel expenditures were successfully mitigated through enhanced utilization rates and gradual billing rate adjustments for legacy clients. This approach contributed to an improved operating profit margin.

All these achievements attest to the company's strong track record of successful delivery and bolster our confidence in future growth.

Dividend

The total interim dividend paid during FY 2023-24 was Rs. 19.50 per share, involving a total outflow of Rs. 2,311.92 lakhs. Consistent with past practices, the company anticipates continuing its dividend distribution in the future.

Financial Performance

Standalone Performance

In the financial year under review, the company achieved notable standalone performance. Our company achieved significant growth in revenue from operations, reaching Rs. 10,807.34 lakhs compared to Rs. 7,711.65 lakhs in the previous year, marking a growth of 40%. This increased growth came from well-planned and executed business expansion operations. The total net profit for the year is Rs. 3,422.95 lakhs, up from Rs. 2,487.03 lakhs in the prior year.

Consolidated Performance

The company has consistently demonstrated growth and efficiency, as evidenced by its net profit performance during the fiscal year 2023-24. Consolidated revenue increased to Rs. 10,863.73 lakhs, up from Rs. 7,831.16 lakhs, reflecting a growth of 39%.

The company's deal funnel remains robust, and recent project wins are anticipated to drive revenue growth in the coming year, sustaining the growth momentum. The company is focused on achieving industry-leading growth in profit after tax (PAT). Looking ahead, the emphasis will be on delivering sustainable, long-term growth and maximizing shareholder value.

The year concluded successfully, with notable increases in customer base, employee headcount, revenue, profit, and the number of projects, as well as an enhanced market presence.

I would like to take this opportunity to extend my heartfelt gratitude and sincerely acknowledge the trust and support the company has received throughout the year 2023-24. This includes the unwavering loyalty of our Ksolves employees to our business ethos, the invaluable governance inputs from our esteemed independent directors, our valuable shareholders, and our loyal clients and business patrons. Their support has been a significant factor in our ability to sustain and progress during the challenging times of the pandemic. We are actively planning for the next phase of growth.

With this statement full of hope and positive spirit, I am pleased to present the annual report of the company for the financial year 2023-24 for your kind perusal.

Please do take care of yourself and your family and stay safe.

Wish best wishes
Sincerely
Ratan Kumar Srivastava
Chairman & Managing Director

Board of Directors and Leadership Team

Board of Directors



Mr. Ratan Kumar Srivastava, is the Chairman and Managing Director and also the Promoter of our Company. He holds degree in Bachelor of Technologies – Computer Science & Engineering. He look after core management of the company and is active and enthusiastic in business activities. He has been instrumental in taking major policy decisions of the Company. He has experience of more than 20 years in our industry and he has worked with Tech Mahindra, Birlasoft (India) Limited, HSBC and Persistent Systems. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.

Mrs. Deepali Verma, is the Whole Time Director and also the Promoter of our Company. She holds degree in Master of Commerce. She is having experience of more than 10 years in IT industry. She is involved in the business right from the conceptualization stage to the execution stage like planning and monitoring all the activities.



Ms. Varsha Choudhry, is serving as an Independent Director on the company's board. She is a Chartered Accountant, The Member of The Institute of Chartered Accountants of India, she has an experience of more than 17 years in the field of Taxation and Finance. Her earlier positions include Brands and the Companies like Dominos, ITC Group, IHHR Hospitality, Leela Hotel etc.

Board of Directors and Leadership Team

Board of Directors



Mr. Varun Sharma, is serving as an Independent Director on the company's board. He is a finance researcher and Ph.D. finance candidate at London Business School. His research interest relates to financial intermediation, climate finance, and political economy. He has more than 13 years of experience in Risk Management, Management Consulting, Quantitative Finance, Asset Pricing, and Account Management. His earlier positions include Associate Director-Risk Advisory, PWC UK, Senior Business Consultant-Banking and Financial Services-IBM Global Services.

Ms. Sushma Samarth, is serving as an Independent Director on the company's board. She brings in over 26 years of experience in Information Technology Enabled Services (ITES) across leading corporates such as COSL (Citi corp Overseas Software Limited, later known as Orbitech and Polaris), Infosys Ltd and Wipro Ltd especially in business domain of Banking & Capital Markets. She has extensive experience in managing complex and large business transformation engagements, large multi-location IT Projects, IT Enabled Services for Investment Banking Operations of MNC's. She is also an edupreneur and the founder of an education institute in K-12 segment. She is a frequent speaker in Schools and Colleges on Motivation, Science Research and Career Counselling. She has helped shape strategic vision and priorities for many small businesses. Sushma and her team won Toycathon 2021 organized by the Government of India. An alumna of IIT Bombay and Indian School of Business, Hyderabad, She is also a key team member of a Non-Profit Organization focused on developing rural areas in Maharashtra.



Mr. Vineet Krishna, is serving as an Independent Director on the company's board. He brings on board 19 years of experience in areas such as sales & marketing, talent management/HR and entrepreneurial challenges. He worked with marquee firms such as Dabur and ICICI Lombard before starting his entrepreneurial journey as co-founder of Headhunting & Recruitment Consulting firm, Golden Wheat Consultant. He is an MBA from IIFT, New Delhi (2005 Batch) and a Hotel Management Graduate from Bangalore University (topper of his batch).

Board of Directors and Leadership Team

Leadership Team



Ratan Kumar Srivastava

Founder and CEO
20+ years of IT experience



Manish Gurnani

Chief Technology Officer
23+ years of IT experience



Nishant Agrawal

Vice President of Engineering
20+ years of IT experience



Ramesh Shinde

Delivery Head
19+ years of IT experience



Vikrant Dureja

Associate Delivery Head
18+ years of IT experience



Vishal Satish Kamtane

QA Head
19+ years of IT experience



Arti Agrawal

Software Test Lead
16+ years of IT experience



Manisha Kide

Company Secretary and Compliance Officer
9+ years of experience



Umang Soni

Chief Financial Officer
6+ years of experience

Best At Ksolves

Ksolves is one of the fastest growing organizations in the IT sector, providing services in the field of technology, outsourcing, and next generation digital transformations for its clients. We aim to achieve excellence in our deliverables to clients by offering them value, fairness, transparency and the team which is led by experienced leaders in industry. We believe we are well positioned amongst our competitors through our expertise in operating and delivering the value to the client which is a force for them to bring positive change, dedicated to the growth trajectory of the future. We align with the blueprint of the client's roadmap, transitioning the ideas to develop next generation solutions and emerging as a trailblazer, for others to follow.

Our excellent client-first approach combined with the exceptional technical expertise of our talented team has made Ksolves what it is today. The attributes of KSOLVES includes:

- **Recruitment:** Ksolves is hunting and investing heavily in onboarding the exceptional talent to fuel the plans for future and continue delivering the solutions, in a process oriented and value driven manner. We have crossed 550 talents across the departments, strengthening the organization holistically.
- **Learning and Development:** Ksolves is investing in training the employees to upskill them in their current technology stack, learning new niche technologies to expand their horizons and explore their potential in other verticals as well, like management, business domain SMEs, etc.
- **Revamped Office Space:** Ksolves has revamped and expanded current offices at Indore and Noida, as a step to the future.
- **Energized Leadership Team:** Ksolves has added new leaders at the senior management level to bring in the expertise by upholding the highest standards to create value for all stakeholders.
- **Value Creation:** Ksolves has been identified as platinum partners of Salesforce and has created meaningful relations with some of the major players in multiple domains like telecom, wholesale/shipping, healthcare, BFSI and Real Estate. We ensure our actions are in line with the vision and commitments of our clients.
- **Centre of Excellence:** Ksolves is committed to deliver the solutions and gain reputation as one of the best in the industry, hence we are investing in setting up the CoE in AI/ML.

Latest Initiatives & Achievements



Salesforce Summit Partner

Launched New Centre of Excellence Focusing on AI/ML



Maintaining Hyper Revenue Growth Path



Participation in International & Domestic Events



Further Strengthening team with induction of Sr VP, Engineering with 20+ years of experience



Certification in Big Data & AI/ML



Our Business Approach

Ksolves is a CMMi Level 3, public listed, award-winning software development firm providing services to organizations of all sizes, right from Small and Medium (SMEs) level organizations to Enterprise-level organizations as engineering and technology partners. We leverage the latest technologies to untangle complex client problems and put them on a path to success.

Ksolves aspires to deliver scalable solutions, focusing on the core ideas in pursuit of long term value creation by prioritizing the critical factors to our success oriented, dynamic operating environment. Through thorough evaluations covering budget and schedule, we ensure to deliver high quality applications.

Our expertise includes high-end technologies like Big Data, Machine Learning, Artificial Intelligence, Salesforce®, Odoo, DevOps, Penetration Testing , etc. We cater to various industries like the healthcare, logistics, customer services, and IT industries. Ksolves has completed 150+ software development projects covering the entire project life cycle and has a strong team of certified professionals to cater to the needs of these projects.

Ksolves endeavors to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse customers with an inclusive range of products and services which are comprehensive and cost effective so that the client can focus on their core-competencies to improve or expand their businesses. Ksolves have worked for numerous industries, realized their true potential and scale to global recognition. we have developed custom applications and solutions for all those industry domains instead of giving these primitive details.

Our aspiration of providing a prominent solution for companies has led to constant innovations and exploration of different domains. Ksolves is highly supported and boosted by a swarm of 550+ developers and architects with an average experience of over 10 years in IT industries. Services being an integral part of our curriculum, the company focuses on delivering end-to-end services in each domain.

For delivering the best services, company has also strengthened tech partnerships like Salesforce, Magento (Adobe), and Odoo. The company is expanding the sales staff and delivery offices across the globe. Domestically, the company has its offices at Noida and Indore and Pune. Talent acquisition drive is ongoing for Sales and service deliveries. The company is constantly adopting new technologies, employing senior resources. This set up has been formed, so the customer can have direct contact with the Company and service professionals. The company is moving from traditional to hot/modern technologies like Big Data, Machine learning, AI and Salesforce. This approach aids in acquiring good projects, successful project delivery, company's growth in terms of revenue and profit, retention of good talent/resources and most importantly helps to gain trust of investors and other stakeholders.



Services and Products offered

Our business is primarily divided into two divisions i.e. services and products. We have a strong expertise in providing services in niche technology verticals mentioned in the previous section. Many of our customers have trusted us as their reliable engineering partner for developing their products catering to a variety of industries and business verticals.

We have a strong presence in developing and distributing Apps on Odoo and Magento platforms. We are proud to say that many of our Apps are top selling Apps on the Odoo store. We distribute our Apps on the respective stores as well as on our own store. You can visit <https://store.ksolves.com/> , <https://apps.odoo.com/apps/modules/browse?search=ksolves> and <https://marketplace.magento.com/partner/Ksolves+India> to know more about our Apps offerings on Odoo and Magento platforms.

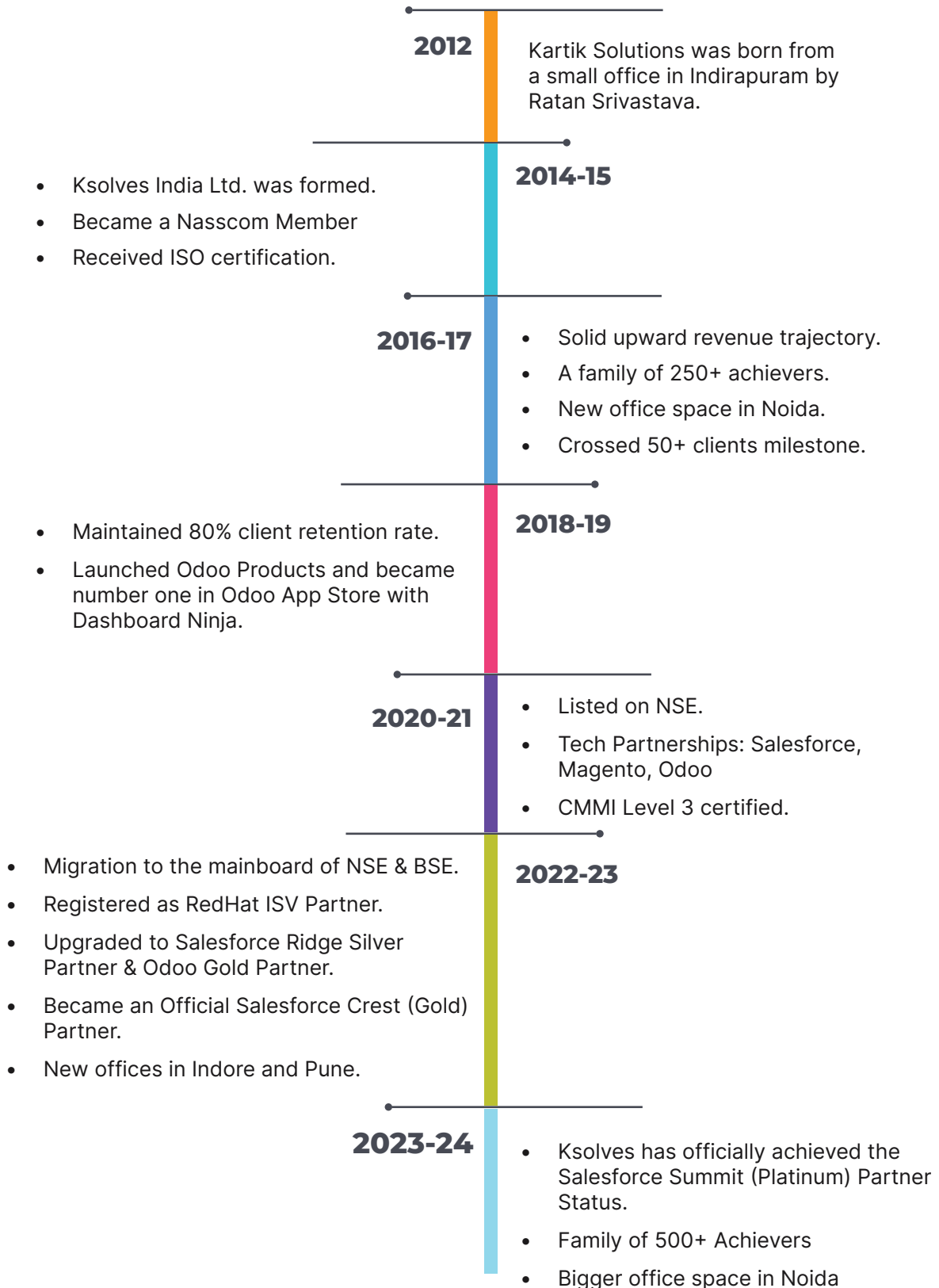
Services Division:

- | | | |
|----------------------------------|----------------------------------|---|
| 1 Artificial Intelligence | 5 Data & Analytics | 9 Penetration Testing |
| 2 Cloud Computing | 6 Quality Assurance | 10 Bigdata Application Development |
| 3 Web Based Applications | 7 Enterprise Solutions | |
| 4 API Development | 8 IoT Digital Engineering | |

Products Division:

- | | | |
|--|--|---|
| 1 Odoo Apps and Plugins | 5 Product Consulting and Assessment | 9 Software Tool Development |
| 2 Magento Apps | 6 Mobile App Development | 10 Intelligent Automation using AI/ML |
| 3 Salesforce Apps | 7 Web Application Development | 11 Managed Services Software Development |
| 4 Product Architecture Consultation | 8 API Development | 12 Bigdata Application Development |

Journey and Global Footprint



Awards and Recognition

With our strong presence as a preferred engineering and software development partner for our customers, we have been awarded and recognized by prestigious agencies and institutions.

- Won Indian MSME of the Year 2023 Award by Economic Times.
- Won Duns & Bradstreet 'Business Enterprises of Tomorrow 2023 - Business Excellence Awards'.
- Won the "Nasscom SME Inspire Awards 2023" by Sanjeev Sanyal, Member of the Economic Advisory Council to the Prime Minister of India
- Won Great Companies - SME Business Award 2022 under the 'Business Services and Consulting Category' by 'Great Companies'.



Notice of Annual General Meeting

Notice is hereby given that the 10th (Tenth) Annual General Meeting (“AGM”) of the Members of Ksolves India Limited will be held on Saturday, the 14th day of September 2024 at 11:00 A.M. (IST) through Video Conferencing (VC) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Ms. Deepali Verma (DIN: 05329336) as a Director, who is liable to retire by rotation.

To appoint Ms. Deepali Verma (DIN: 05329336) as a Director, who retires by rotation and being eligible, offers herself for reappointment.

3. Re-appointment of Statutory Auditors of the Company and to fix their remuneration.

To re-appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard, members are requested to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. AY & Company, Chartered Accountants, Jaipur (FRN: 020829C) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held for the financial year ending March 31, 2029, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.”

Special Business

4. Re-appointment of Mr. Ratan Kumar Srivastava (DIN: 05329338) as Chairman cum Managing Director of the company and to revise his remuneration.

To consider and if thought fit, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT, in modification of resolution passed in this regard by the members of the Company at 9th Annual General Meeting held on July 23, 2023 and pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any amendment/modification or enactment thereof for the time being in force), the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded subject to such necessary approval(s), consent(s) or permission(s), as may be required, to re-appoint Mr. Ratan Kumar Srivastava as Chairman and Managing Director of the company for the period of 5 years, with effect from October 01, 2024 to September 30, 2029, with the remuneration of not exceeding Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum on such the terms and conditions as hereinafter mentioned and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Ratan Kumar Srivastava, Chairman and Managing Director of the company with effect from October 01, 2024 till the period of 5 years, shall be as under:

Gross Salary: Gross salary of not exceeding Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum which includes performance-based pay, allowances, and perquisites as may be drawn, with the authority to the Board of Directors to fix the salary within the said maximum limit from time to time including the various components of such salary.”

“RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

RESOLVED FURTHER THAT, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the tenure of the tenure of Mr. Ratan Kumar Srivastava, the Board of Directors be and is hereby authorized to pay aforesaid remuneration only upon the approval of shareholders in the manner as may be prescribed under the law.

RESOLVED FURTHER THAT, the board of directors of the company, be and is hereby authorized to do and delegate all such acts, deeds and things as may be necessary, proper, expedient or incidental or for signing of e-forms to be filed with the registrar of companies, for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

5. Re-Appointment of Ms. Deepali Verma (DIN: 05329336) as Whole-time Director of the company and to revise her remuneration.

“**RESOLVED THAT**, in modification of resolution passed in this regard by the members of the Company at 6th Annual General Meeting held on April 29, 2020 and pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any amendment/modification or enactment thereof for the time being in force), the Articles of Association of the Company, the approval of the members of the company be and is hereby accorded subject to such necessary , the approval(s), consent(s) or permission(s), as may be required, to re-appoint Ms. Deepali Verma as Whole-time Director of the company for the period of 5 years, with effect from October 01, 2024 to September 30, 2029, with the remuneration of not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) per annum on such the terms and conditions as hereinafter mentioned.”

“**RESOLVED FURTHER THAT** the remuneration payable to Ms. Deepali Verma, Whole-time Director of the company with effect from October 01, 2024 till the period of 5 years, shall be as under:

Gross Salary: Gross salary of not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) per annum which includes performance-based pay, allowances, and perquisites as may be drawn, with the authority to the Board of Directors to fix the salary within the said maximum limit from time to time including the various components of such salary.”

“RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

RESOLVED FURTHER THAT, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the tenure of the tenure of Ms. Deepali Verma, the Board of Directors be and is hereby authorized to pay aforesaid remuneration only upon the approval of shareholders in the manner as may be prescribed under the law.

RESOLVED FURTHER THAT, the board of directors of the company, be and is hereby authorized to do and delegate to do all such acts, deeds and things as may be necessary, proper, expedient or incidental or for signing of e-forms to be filed with the registrar of companies, for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

**By order of the Board of Directors
for Ksolves India Limited**

**Sd/-
Manisha Kide
Company Secretary and Compliance Officer
M.No: A60275**

**Date: August 23, 2024
Place: Noida**

Notes and e-voting instructions:

1. Relevant details in respect of Director seeking re-appointment at the AGM, in terms of Regulations 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. 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 for 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.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ksolves.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, September 11, 2024 at 09:00 A.M. and ends on Friday, September 13, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, September 07, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 07th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="592 390 1442 957">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="592 1010 1442 1171">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="592 1224 1442 1835">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="592 1887 1442 2007">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the userby sending OTP on registered Mobile & 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.

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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 at toll free no. 1800-22-5533

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csviveksharma9@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at <https://www.evoting.nsdl.com/>

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@ksolves.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@ksolves.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

The instructions for members for e-voting on the day of the agm are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the agm through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@ksolves.com). The same will be replied by the company suitably.
6. Members who may want to express their views or ask questions at the AGM may email at cs@ksolves.com to register, by mentioning their name, demat account number/folio number, email ID and mobile number. The window for registration shall remain open until 5 PM IST Saturday, September 07, 2024. The company reserves the right to restrict the numbers of members for managing the time at the AGM.

Explanatory statement in respect of the special business pursuant to section 102 of the companies act, 2013 ("the act")

Item No. 4:

Keeping in view Mr. Ratan Kumar Srivastava's rich and varied experience in the industry, his involvement in the operations of the Company over the decade, and his pioneering role in guiding the Company through diversification and growth to emerge in the software industry, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as the Chairman cum Managing Director of the company and in this regard to revise his remuneration.

Mr. Ratan Kumar Srivastava has voluntarily waived the remuneration of Rs. 48,00,000/- (Rupees forty eight lacs per annum only) approved by the shareholders since November, 2020. While the 9th AGM held on July 23, 2023, further approved a maximum remuneration of Rs. 1,02,00,000/- per annum, but Mr. Ratan Kumar Srivastava has continued to waive this remuneration. Therefore, as of the 10th Annual General Meeting, Mr. Ratan Kumar Srivastava has not been drawing any remuneration from the company.

Based on his performance and growth of the company under his leadership, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 21, 2024, approved his re-appointment and revision in the remuneration payable to Mr. Ratan Kumar Srivastava as mentioned below, as Chairman cum Managing Director of the Company as proposed in the resolution in Item No. 4 of the Notice, and hereby recommend it for your approval as an **ORDINARY RESOLUTION**.

Compensation Schedule of Mr. Ratan Kumar Srivastava	
Components	Annual
Basic Salary	80,00,000
HRA	32,00,000
Medical Insurance	4,320
Special Allowance	54,10,165
Gross Salary	1,66,14,485
Performance Incentive*	20,00,000
Employer's PF Contribution (including Admin & EDLI Charges)	3,84,615
Gratuity (accrual only)	10,00,900
CTC	2,00,00,000

The proposed remuneration is based on the role and responsibilities of Mr. Ratan Kumar Srivastava as Chairman cum Managing Director of the Company.

Accordingly, approval of the Members is sought pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

Except Mr. Ratan Kumar Srivastava and Ms. Deepali Verma being in relation with Mr. Ratan Kumar Srivastava, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Additional information on directors recommended for re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards is provided as Annexure-A to the Notice of 10th Annual General Meeting and Brief profile of the directors is provided as Annexure-B to the Notice of 10th Annual General Meeting.

Item No. 5:

Keeping in view the contribution of Ms. Deepali Verma in the growth of the company and her involvement in different areas and the operations of the Company over the decade, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint her as the Whole-time Director of the company and in this regard to revise her remuneration.

Ms. Deepali Verma has voluntarily waived the remuneration of Rs. 42,00,000/- (Rupees forty two lacs only) approved by the shareholders since November, 2020. Therefore, as of the 10th Annual General Meeting, Ms. Deepali Verma has not been drawing any remuneration from the company.

Based on her performance and growth of the company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 21, 2024, approved her re-appointment and revision in the remuneration payable to Ms. Deepali Verma as mentioned below, as Whole-time Director of the Company as proposed in the resolution in Item No. 5 of the Notice, and hereby recommend it for your approval as an **ORDINARY RESOLUTION**.

Compensation Schedule	
Components	Annual
Basic Salary	40,00,000
HRA	16,00,000
Medical Insurance	4,320
Special Allowance	27,02,472
Gross Salary	83,06,792
Performance Incentive*	10,00,000
Employer's PF Contribution (including Admin & EDLI Charges)	5,00,900
Gratuity (accrual only)	1,92,308
CTC	1,00,00,000

The proposed remuneration is based on the role and responsibilities of Ms. Deepali Verma as Whole-time Director of the Company.

Accordingly, approval of the Members is sought pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

Except Ms. Deepali Verma and Mr. Ratan Kumar Srivastava being in relation with Ms. Deepali Verma, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Additional information on directors recommended for re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards is provided as Annexure-A to the Notice of 10th Annual General Meeting and Brief profile of the directors eligible for re-appointment is provided as Annexure-B to the Notice of 10th Annual General Meeting.

Annexures to Notice of AGM

Annexure-A

Additional information on directors recommended for re-appointment or having alteration in terms of appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

Resolution No.	4	5
Name of the Director	Mr. Ratan Kumar Srivastava	Ms. Deepali Verma
Director Identification Number (DIN)	05329338	05329336
Age	45	44
Date of Appointment at current designation	29 th April, 2020	29 th April, 2020
Qualifications	Bachelor of Technologies – Computer Science & Engineering	Master of Commerce
Experience (including expertise in specific functional area) / Brief Resume.	Provided in Annexure-B	Provided in Annexure-B
Terms and conditions of re-appointment	Re-appointed as Chairman cum Managing Director with the such remuneration and terms and condition as mentioned in this notice. He shall not be liable to retire by rotation.	Re-appointed as Whole-time Director with the such remuneration and terms and condition as mentioned in this notice.
Remuneration proposed to be paid	Rs. 2,00,00,000/- per annum	Rs. 1,00,00,000/- per annum
Names of listed entities in which the person also holds the directorship in other Companies	Nil	Nil
Chairmanship/ Membership of Committees in other companies in which position of Director is held	Nil	Nil
Shareholding in the Company	37,71,999 equity shares	32,16,399 equity shares
Relationship with Other Directors, Manager and other Key Managerial Personnel of the company.	Husband of Ms. Deepali Verma, Whole-time Director of the Company	Wife of Mr. Ratan Kumar Srivastava, Managing Director of the Company
The number of Meetings of the Board attended/held during the FY 2023-24 i.e, upto 31st March, 2024	7/7	7/7

Annexure-B

Brief profile of Directors seeking re-appointment at the 10th Annual General Meeting to be held on September 14, 2024

1. **Mr. Ratan Kumar Srivastava**, is the Chairman and Managing Director and also the Promoter of our Company. He holds degree in Bachelor of Technologies – Computer Science & Engineering. He look after core management of the company and is active and enthusiastic in business activities. He has been instrumental in taking major policy decisions of the Company. He has experience of more than 20 years in our industry and he has worked with Tech Mahindra, Birlasoft (India) Limited, HSBC and Persistent Systems. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.
2. **Mrs. Deepali Verma**, is the Whole Time Director and also the Promoter of our Company. She holds degree in Master of Commerce. She is having experience of more than 10 years in IT industry. She is involved in the business right from the conceptualization stage to the execution stage like planning and monitoring all the activities.

Board Report

To
 The Members,
 Ksolves India Limited

Your directors are pleased to present the Annual Report of your company together with the Audited Standalone and Consolidated Financial Statements of your company for the financial year ended, March 31, 2024.

1. Summary of Financial Results:

The summary of the financial results of the Company for the year under review is as under:

Particulars	Standalone (Rs. in Lacs)		Consolidated (Rs. in Lacs)	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue	10,807.34	7,711.65	10,863.73	7,831.16
Other Income	33.74	62.18	33.85	62.57
Expenses	6,168.02	4,434.34	6,224.29	4,545.44
EBITDA	4,639.32	3,277.30	4,639.44	3,285.72
Finance costs	-	-	-	-
Depreciation and amortization expense	83.73	40.18	86.59	54.73
Profit before tax	4,589.32	3,299.31	4,586.69	3,293.56
Tax Expenses	1,166.39	812.28	1,171.29	821.52
Profit for the year	3,422.95	2,487.03	3,415.41	2,472.04
Other Comprehensive Income/(Loss)	(10.14)	(27.06)	(10.14)	(27.06)
Total Comprehensive Income for the year	3,412.81	2,459.97	3,405.27	2,444.98

2. Performance of your company:

Consolidated Financial Highlights

The audited consolidated financial statement of your company as on 31st March, 2024 prepared in accordance with the Generally Accepted Accounting Principles in India, relevant applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provision of Companies Act, 2013 forms part of this Annual report.

The Key Aspect of your company's consolidated financial performance during the financial year 2023-24 are as follows:

Operational Highlights: The consolidated revenue of the company from Sales is Rs. 10,863.73 lacs as compared to Rs. 7,831.16 lacs in the previous year.

Financial Highlights: The consolidated profit of the company is Rs. 3,415.41 lacs as compared to Rs. 2,472.04 lacs in the previous year.

Standalone Financial Highlights:

Operational Highlights: The standalone revenue of the company from Sales is Rs. 10,807.34 lacs as compared to Rs. 7,711.65 lacs in the previous year.

Financial highlights: The standalone profit of the company is Rs. 3,422.95 lacs as compared to Rs. 2,487.03 lacs in the previous year.

3. Changes in Share Capital

During the year under review, there were no changes in the share capital of the company.

4. Dividend

During the year under review, your company have declared and paid the dividends as follows:

- a. Final Dividend for FY 2022-23 of Rs. 8/- (Rupees Eight) per share was declared on April 23, 2023.
- b. 1st Interim Dividend FY 2023-24 of Rs. 7/- (Rupees Seven) per share was declared on October 15, 2023.
- c. 2nd Interim Dividend FY 2023-24 of Rs. 7.50/- (Seven rupees and fifty paise) per share was declared on January 18, 2023.
- d. 3rd Interim Dividend FY 2023-24 of Rs. 5/- (Rupees five) per share was declared on March 13, 2023.

5. Transfer to Investor Education and Protection Fund (IEPF)

No Funds or shares were required to transferred to Investor Education and Protection Fund during the year under review.

6. Transfer to Reserves

During the period under review, the company didn't transfer any amount to the Reserves. The consolidated balance of retained earnings as on 31 March 2024 stood at Rs 1197.62 lakhs against opening balance of Rs. 1052.74 lakhs

7. Deposit

During the year under review your company has not accepted any deposits pursuant to the provisions of Section 73 to 76 of the Companies Act, 2013.

8. Changes in nature of business

There is no significant change made in the nature of the company during the financial year under review.

9. Material changes and commitment affecting financial position of your Company

There are no material changes and commitments, affecting the financial position of your Company which has occurred between the end of the financial year of the Company i.e., March 31, 2024 and the date of Directors' Report.

10. Foreign Exchange Earnings and Outflow

During the year, the total foreign exchange used was Rs.58.75 lacs and the total foreign exchange earned was Rs. 8,684.24 lacs.

11. Conservation of energy and technology absorption

The details of conservation of energy and technology absorption are not applicable to the company hence not furnished

12. Particulars of Holding, Subsidiary and Associate Companies

The Board reviews the affairs of the Company's subsidiaries and associates at regular intervals. In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company which form part of this Annual Report. Further, a statement containing salient features of the Financial Statements of the Company's subsidiary is given in prescribed Form AOC-1, enclosed as **Annexure-J** which forms part of this Annual report. The said Form also highlights the financial performance of the subsidiary company included in the Consolidated Financial Statements.

In accordance with section 136(1) of the Companies Act, 2013, the Financial Statements of the subsidiary company are available for inspection by the members at the Registered Office of the Company during business hours on all days except Saturday, Sunday and Public Holiday. Any person desirous of obtaining said financial statement may write at cs@ksolves.com.

13. Risk Management and Internal Control System

Our company is exposed to a range of external as well as internal risks that have a significant impact on its performance. In order to efficiently manage such risk, the Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Our robust internal control system, for minimizing the risk, propels our culture of informed and responsible risk handling for attaining the organizational objectives with optimum utilization of resources.

14. Related Party Transactions

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

No material Related Party Transactions, i.e., transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2, enclosed as **Annexure-K** is not applicable.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Significant and material orders passed by the regulators or courts

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

16. Particulars of loans, guarantees or investments

Disclosure on details of loans, guarantees and investments pursuant to the provisions of Section 186 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the financial statements.

17. Directors and Key Managerial Personnel

Board of Directors

As on the end of financial year under review, the Board of the Company comprises of Six (06) Directors; One Managing Director, one Whole-time Director and remaining four being Independent Directors. As on March 31, 2024, the Board of the company constitutes of the following directors:

S. N	Name of Director	DIN Number	Designation
1.	Mr. Ratan Kumar Srivastava	05329338	Chairman and Managing Director
2.	Ms. Deepali Verma	05329336	Wholetime Director
3.	Ms. Varsha Choudhry	08969362	Independent Director
4.	Mr. Varun Sharma	09132886	Independent Director
5.	Ms. Sushma Samarth	03514831	Independent Director
6.	Mr. Vineet Krishna	07200342	Independent Director

There were no changes in the directorship during the year.

Change in Designation

During the year under review, there was no Change in Designation occurred in the company.

Key Managerial Personnel

In accordance to the provision of Section 2(51) read with Section 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as on the date of this report and at the end of financial year under review, Mr. Ratan Kumar Srivastava is the Managing Director of the Company, Ms. Manisha Kide is the Company Secretary and Compliance officer of the Company and Mr. Umang Soni is the Chief Financial Officer of the Company

During the year under review, there were no changes occurred in the Key Managerial Personnel of the Company:

i. Retire by Rotation- Ms. Deepali Verma

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors of the company are liable to retire by rotation, and if eligible, they can offer themselves for the re-appointment. In this Annual General Meeting, Ms. Deepali Verma (DIN: 05329336), Executive and Whole-time Director of the Company is liable to retire by rotation and being eligible to offer herself for re-appointment.

ii. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") The Board has adopted a process for evaluating its performance and effectiveness as well as that of its Committees and carried out an annual evaluation of its own performance, Board Committees and the Directors individually. The Board and the Nomination & Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria and framework adopted by the Board. The evaluation criteria included various aspects such as, functionality of Board, compositions, process & procedures including adequate & timely information, attendance, delegation of responsibility, decision making, roles & responsibility including monitoring, benchmarking, feedback relationship with the stakeholders and as provided by the Guidance Note on Board Evaluation issued by SEBI dated January 05, 2017. In a separate meeting of the Independent Directors held on January 18, 2024, performance of the Non-Independent Directors, the Board as a whole and the Chairman was also evaluated, on the basis of pre-set criterion. During the year, Board Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Peer Evaluation of the Directors. The Board was satisfied with the contribution of directors, in their respective capacities and as a team.

iii. Nomination and Remuneration Policy

The policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated in terms of the provision of The Companies act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, Key Managerial Personnel and employees of the Company and to harmonize the aspiration of human resources consistent with the goals of the Company.

The Remuneration Policy has been updated on the website of the Company at <https://www.ksolves.com/assets/pdf/5-Policies/6-Nomination-and-Remuneration-Policy.pdf>

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate Annexure-D forming part of this report. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of your Company. Any member interested in obtaining a copy of the same may write to the Company Secretary.

iv. Details of Director's Remuneration

The information relating to remuneration paid to directors as required under Section 197(12) of Companies Act, is given under **Annexure-C**.

v. Certificate of Practicing Company Secretary

The Company has obtained a certificate from M/s MSV & Associates, Practicing Company Secretary, Jaipur stating that none of the Directors on the Board of the Company have been debarred/ disqualified from being appointed / continuing as Directors of any company, by the SEBI and Ministry of Corporate Affairs or any such Statutory authority, under **Annexure- H**.

18. Declaration by Independent Directors

The company has received necessary declaration from the Independent Directors as required under Section 149(7) of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act and that of LODR Regulations. Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Companies Act, 2013.

In the opinion of Board, the Independent Directors of the company possess the integrity, requisite experience and expertise, relevant for the industry in which the company operates. Further, all the Independent Directors of the Company have successfully registered with the Independent Director's Databank of the Indian Institute of Corporate Affairs. The online proficiency self- assessment test conduct by the said institute is yet to be passed by them.

19. Meeting of Board of Directors and Compliance to Secretarial Standard

The Board of Directors of the Company met seven (7) times during the year i.e., on April 23, 2023, June 24, 2023, June 30, 2023, July 15, 2023, October 15, 2023, January 18, 2023, March 13, 2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The Company has complied with the provisions of Secretarial Standard 1 (relating to meetings of the Board of Directors) and Secretarial Standard 2 (relating to General meetings) during the year.

Attendance of Directors during the Board Meeting for FY 2023-24.

S. N	Name of Director	No. of meeting attended	No. of meeting eligible to attend/held
1.	Mr. Ratan Kumar Srivastava	7	7
2.	Ms. Deepali Verma	7	7
3.	Mr. Varun Sharma	7	7
4.	Ms. Varsha Choudhry	7	7
5.	Ms. Sushma Samarth	7	7
6.	Mr. Vineet Krishna	7	7

20. General Meeting

During the period under review, the Annual general meeting of the company was held on July 23, 2023. There was no Extraordinary general meeting held during the period under review.

21. Postal Ballot

During the period under review, no agenda was transacted through postal ballot.

22. Board Committees

With a view to have more focused attention on business and for better governance and accountability, the Board has the following committees as on March 31, 2024:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes and proceedings of the meetings of all Committees are placed before the Board for review. The Minutes of the Committee Meetings are sent to all members of the Committee individually and tabled at the Board Meetings. Following are the details of Board Committees:

Audit Committee

The Audit Committee of the Board of Directors was constituted in conformity with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee are as set out in conformity with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The composition of the Audit Committee is as on March 31, 2024 as follows:

S.No	Name of Director	Designation	Nature of Directorship
1.	Mr. Varun Sharma	Chairman	Non-ExecutiveIndependent Director
2.	Ms. Varsha Choudhry	Member	Non-ExecutiveIndependent Director
3.	Mrs. Deepali Verma	Member	Whole time Director
4.	Mr. Vineet Krishna	Member	Non ExecutiveIndependent Director

Terms of reference of the Audit Committee:

- i. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- v. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process; Approval or any subsequent modification of transactions of the listed entity with related parties;
- viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- xvi. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. 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;
- xviii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xix. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
- xx. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xxi. To review the functioning of the whistle blower mechanism;
- xxii. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
- xxiii. Audit committee shall oversee the vigil mechanism.
- xxiv. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
- xxv. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- vi. Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors is in conformity with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013. The composition of the Nomination and Remuneration Committee is as on March 31, 2024 is as follows:

S.No	Name of Director	Designation	Nature of Directorship
1.	Mr. Vineet Krishna	Chairman	Non-Executive Independent Director
2.	Ms. Varsha Choudhry	Member	Non-Executive Independent Director
3.	Ms. Sushma Samarth	Member	Non-Executive Independent Director

Terms of reference of the Nomination and Remuneration Committee:

- i. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- ii. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- iii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. Devising a policy on diversity of board of directors;
- v. 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;
- vi. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- vii. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- viii. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- ix. Decide the amount of Commission payable to the Whole Time Directors;
- x. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- xi. To formulate and administer the Employee Stock Option Scheme.

Stakeholder Relationship Committee

The Company has constituted a Stakeholders' Relationship Committee pursuant to provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The composition of Stakeholders' Relationship Committee as on March 31, 2024 is as follows:

S.No	Name of Director	Designation	Nature of Directorship
1.	Ms. Sushma Samarth	Chairperson	Non-Executive-Independent Director
2.	Mr. Varun Sharma	Member	Non-Executive-Independent Director
3.	Mr. Ratan Kumar Srivastava	Member	Chairman & Managing Director

Terms of reference of Stakeholders' Relationship Committee:

- i. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
- ii. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- iii. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
- iv. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- v. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- vi. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- vii. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- viii. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility Committee pursuant to provisions of Section 135 of the Companies Act, 2013. The composition of Corporate Social Responsibility Committee as on March 31, 2024 is as follows:

S.No	Name of Director	Designation	Nature of Directorship
1.	Ms. Deepali Verma	Chairperson	Whole-time Director
2.	Ms. Varsha Choudhry	Member	Non-Executive-Independent Director
3.	Mr. Vineet Krishna	Member	Non-Executive-Independent Director

23. Extract of Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at <https://www.ksolves.com/wp-content/uploads/2024/08/Annual-Return-2023-24.pdf>

24. Directors' Responsibility Statement

Your Company's Directors make following statement in terms of sub-section (5) of Section 134 of the Act, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- i. That in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- iii. That proper and sufficient care has been taken 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;
- iv. That the annual financial statements have been prepared on a going concern basis;
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi. That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

25. Auditors

i. Statutory Auditors

The members at the 6th Annual General Meeting held on April 29, 2020 appointed M/s A Y & Co., Chartered Accountants, Jaipur, having FRN: 020829C as Statutory Auditors of the Company until the Conclusion of the Annual General Meeting of the Company for the year ended March 31, 2024. The company is seeking the approval of the members of the company in this 10th annual general meeting to re-appoint M/s A Y & Co., Chartered Accountants as the statutory auditors of the company for the further period of 5 years i.e till the conclusion of the Annual General Meeting to be held for the financial year ending March 31, 2029.

ii. Auditors Report

The report of the Statutory Auditors along with Notes to Accounts is enclosed to this report. The observations made in the Auditors Report are self-explanatory and therefore do not call for any further comments. There is no fraud reported by the Auditors of the company.

iii. Secretarial Auditor

Change in Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the company has appointed M/s MSV and Associates, Jaipur as the Secretarial Auditors of the company for financial year 2023-24. The Report of the Secretarial Audit for F.Y. 2023-24 is attached herewith as **Annexure-B**. There are no qualifications, observations or adverse remark or disclaimer in the said report.

iv. Internal Auditor

In terms of Section 138 of the Companies Act, 2013 and Rules made there under, M/s. RSAV & Co., Chartered Accountants, Noida have been appointed as an Internal Auditors of the Company for Financial Year 2023-24. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of works includes, Review of the accuracy and reliability of the Corporation accounting records and financial reports, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths, opportunities for cost saving and recommending company for improving cost efficiencies.

26. Report on Corporate Governance

In terms of regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance along with Compliance Certificate issued by Company Secretary in Practice in terms of Part E of schedule V of the said regulations of the Company forms part of this Annual Report and marked and annexed as **Annexure-I**.

27. Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as "**Annexure E**".

28. Vigil Mechanism and Whistle Blower Policy

The Company has constituted an audit committee, therefore it is also mandatory for such Committee to operate the vigil mechanism, and if any of the members of the committee have a conflict of interest in a given case, they should rescue themselves and the others on the committee would deal with the matter on hand, to whom other directors and employees may report their concerns. It provides adequate safeguard against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee or the director nominated to play the role of audit committee, as the case may be, in exceptional cases. The existence of the mechanism may be appropriately communicated within the organization. The detailed Vigil Mechanism and Whistle Blower Policy is available on the website of the company on the following link <https://www.ksolves.com/assets/pdf/5-Policies/11.Vigil-Mechanism-and-Whistle-Blower-Policy.pdf>

29. Reporting on Sexual Harassment

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for staff and secure environment for women employee.

No. of complaints filed during the Financial year	No. of complaints disposed of during the Financial year	No. of Complaints pending as on end of the Financial year
Nil	Nil	Nil

30. Business Responsibility Report

As stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Business Responsibility Statement (“BRR”) describing the initiatives taken by the company from an environmental, social and governance perspective is not applicable to your company as per the exemptions provided under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. However, the company is continuously extending its efforts to adhere with different standards and parameters set in this regard and shall present a report, once applicable to the company.

31. Equal Employment Opportunities

Being an equal opportunity employer, the company will do its utmost to ensure that all of its employees are treated fairly during the period of their employment irrespective of their race, religion, sex (including pregnancy), color, creed, age, national origin, physical or mental disability, citizenship status, ancestry, marital status, veteran status, political affiliation, or any other factor protected by law. All decisions regarding employment will be taken based on merit and business needs only.

32. Policy on Code of Conduct and Ethics

Being a SME listed Company exemption has been provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has formulated and adopted Code of Business Conduct Ethics for Director & Senior Management Executive policy. As an organization your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Code of conduct applicable to all the employees of your Company and conducted various awareness sessions across the Company. The Code provides for the matters related to governance, compliance, ethics and other matters. In this regard certificate from Managing Director as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per **Annexure – F**.

The detailed Code of Business Conduct Ethics for Director & Senior Management Executive policy available on below link:

www.ksolves.com/wp-content/uploads/2024/01/4-Code-of-Conduct-for-Director-and-Senior-Executives.pdf

33. Maintenance of Cost Records

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company having regards to the nature of the Company's business/ activities.

34. Corporate Social Responsibility

The CSR initiatives of the Company were under the thrust areas of health & hygiene, education, water management and enhancement of vocational training. The key objective is to provide providing food, cloth for eradicating hunger, poverty and malnutrition, contribute and support to financially weak people and provide training to children on case-to-case basis.

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year 2023-24 in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in the **Annexure A** to this report.

35. MD and CFO Certification

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2023-24. The certificate received from CFO is attached herewith as per **Annexure – G**.

36. Listing Fees

The Company affirms that the annual listing fees for the year 2023-24 to The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) has been duly paid.

37. Details of application made or any proceeding pending under the insolvency and bankruptcy code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.

No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

38. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

There are no such instances and no settlements have been done with banks or financial institutions.

39. Appreciation and acknowledgement

The Board wishes to place on record their sincere appreciation to all the Ksolvian and acknowledge with gratitude for the efforts made by them, in for adopting the Vision, Mission and values of the Company. The board immensely thank all the Departments of Central and State Governments, Tax Authorities, Banks, Ministry of Corporate Affairs, Securities and Exchange Board of India, The National Stock Exchange of India Limited (NSE) , BSE Limited (BSE) and other governmental bodies and look forward to their continued support in near future. The board also places on record deep sense of appreciation and co- operation extended by bankers, shareholders, investors and all other stakeholders, other bodies or agencies for their continued and consistent support to the company during the year.

Place: Noida

Date: : August 21, 2024

For and on behalf of Board of Directors

Ratan Kumar Srivastava
Chairman and Managing Director
DIN: 05329338

Annexure-A

Annual report on CSR Activities

1. Brief outline on CSR Policy of the Company:

Ksolves CSR Policy is aimed at:

- a. To nurture the nature and adopt processes to enhance its sustainability.
- b. To comply with applicable laws and regulations and respecting human rights and other international norms of behaviour;
- c. To directly or indirectly take up programmes that benefit the communities in & around its work centre and results, over a period of time, in enhancing the quality of life & economic well- being of the local populace;
- d. Provide support for health care maintenance and disease prevention especially among rural India

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.

Further, the Company may undertake the following CSR Projects on their own or through a Foundation having an experience of more than 3 years in undertaking the similar programs or projects under its CSR Policy as and when the Company is eligible to incur CSR expenses in terms of Section 135 of Companies Act, 2013 and the Company shall seek a regular periodic report from these third party trusts and societies on the appropriate utilization of funds on such projects and programs:

- Human Rights focusing on Women Rights and Gender
- Democracy, Civic and Voter Education
- Health / Reproductive Health
- Education (Informal and non-formal/ Skills Building
- Socio-Religious, Inter-Faith Harmony and Peace
- Eradicating hunger, poverty and malnutrition
- Rural Development

2. Composition of CSR Committee:

As on 31st March 2024, the composition of CSR Committee is comprising of the following as members of Committee:

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
I.	Ms. Deepali Verma	Chairperson	5	5
II.	Mr. Vineet Krishna *	Member	5	5
III.	Ms. Varsha Choudhry	Member	5	5

Note: On May 31, 2023, Mr. Varun Sharma ceased to be the member of CSR Committee of the company and Mr. Vineet Krishna was designated as member of the of the CSR Committee of the company.

Ms. Deepali Verma is the Chairperson of CSR Committee

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.

CSR Policy: <https://www.ksolves.com/assets/pdf/5-Policies/csr-policy.pdf>

CSR Projects: <https://www.ksolves.com/wp-content/uploads/2024/08/CSR-Project-2023-24.pdf>

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).

In pursuance of the sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014 the Impact assessment is Not Applicable on the Company.

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in `)	Amount required to be set-off for the financial year, if any (in `)
1	-	Nil	Nil

6. Average net profit of the Company as per section 135(5) : Rs. 212,384,932/-

7. a. Two percent of average net profit of the company as per section 135(5): Rs. 42,47,700/-
- b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- c. Amount required to be set off for the financial year, if any: Nil
- d. Total CSR obligation for the financial year (7a+7b- 7c) : Rs. Rs. 42,47,700/-

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

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 (in Rs)	Date of transfer
42,47,700/-	Nil	NA	NA	Nil	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project.		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes /No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local Area	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No).	Mode of implementation through agency (Indirect) -Name/CSR Registration number
				State	District			
1	Focusing on Women Empowerment and Skills	Clause (iii) Empowering Women	Yes	Delhi	Delhi	5,50,000/-	No	Rakshak For Human Alliance Foundation/CSR00020694
2	Food distribution i.e Mid-Day Meal	Clause (i) Eradicating Hunger	Yes	Delhi	Delhi	9,80,828/-	No	Rakshak For Human Alliance Foundation/CSR00020694
3	Vocational Technical / Service Skills Training for street children	Clause (ii) employment enhancing vocational Skills	Yes	Delhi	Delhi	4,50,000/-	No	Rakshak For Human Alliance Foundation/CSR00020694
4	Promoting day care centres for orphans	Clause (iii) Setting up homes for orphans	Yes	Delhi	Delhi	2,81,213/-	No	Rakshak For Human Alliance Foundation/CSR00020694

5	Facilities for poor senior citizens	Clause (iii) Setting up old age homes day care centres and such other facilities for senior Citizen	Yes	Delhi	Delhi	4,04,595/-	No	Rakshak For Human Alliance Foundation/ CSR00020694
6	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects and Supplies participants of Educational Assistance Program and Alternative Learning System for street children	Clause (ii) Promoting education	Yes	Delhi	Delhi	10,19,677/-	No	Rakshak For Human Alliance Foundation/ CSR00020694
7	Promoting health care including preventive health care	Clause (i) Eradicating Hunger	Yes	Delhi	Delhi	5,61,387/-	No	Rakshak For Human Alliance Foundation/ CSR00020694
Total						42,47,700/-		

(d) Amount spent in Administrative Overheads : Nil

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs. 42,47,700/-

(g) 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)	42,47,700/-
(ii)	Total amount spent for the Financial Year	42,47,700/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

Sl No.	Proceeding financial year	Amount transferred to unspent CSR Account under sec 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			Remaining to be spent in succeeding financial years (in Rs.)
				Name of the fund	Amount (in Rs.)	Date of transfer	
1.	NA	Nil	Nil	Nil	Nil	Nil	Nil

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

	(3)		(5)	(6)	(7)	(8)	(9)
Sl. No.	Name of the Project	Financial Year in which the project was commence	Project duration	Total amount allocated for the Project (in Rs.)	Amount spent on the project in the for the preceding financial year (in Rs.)	Cumulative amount spent at the end od reporting financial year (in Rs.)	Status of the project-completed/ Ongoing
1.	NA	Nil	Nil	Nil	Nil	Nil	Nil

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

- Date of creation or acquisition of the capital asset(s) : NA
- Amount of CSR spent for creation or acquisition of capital asset : NA
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : NA
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :NA

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

Sd/-

Mr. Ratan Kumar Srivastava
Chairman and Managing Director

Date: August 21, 2024

Place: Noida

Sd/-

Ms. Deepali Verma
Chairperson CSR Committee

Date: August 21, 2024

Place: Noida

Annexure-B

Form no. MR-3 Secretarial Audit Report

For the financial year ended on 31st march, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of

The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
KSOLVES INDIA LIMITED
317/276, Second floor, Lane no.3, Mehrauli Road,
Saidulajab, Saket, South Delhi, New Delhi,
Delhi, India, 110030

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KSOLVES INDIA LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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 authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and there presentations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company as per Annexure 1 for the Financial Year ended on 31st March, 2024 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the period)
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the period)
 - vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not applicable to the Company during the period) and
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable to the Company during the period)
 - ix. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
- VI. We further report that having regard to the compliance system prevailing in the company and on examination of relevant documents and records in pursuance thereof, on test check basis, the company has generally complied with other laws identified by the management as applicable specifically to the company broadly covering Laws relating to Information Technology sector.

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

- a. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS- 2) issued by The Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the Company with the NSE read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

We further report that

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

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

All decision of Board and committee meeting were carried with requisite majority.

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

We further report that during the Audit Period, the Company has not undertaken any specific event / action that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

Place: Jaipur

Date: August 21, 2024

For MSV & Associates

Practicing Company Secretaries

FRN: P2018RJ071900

Peer Review Certificate No.: 1924/2022

Name of Company Secretary: Vivek Sharma

Partner

FCS No. 10663|CP. No. 14773

UDIN: F010663F001011619

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

Annexure-1

To,
The Members
KSOLVES INDIA LIMITED
317/276, Second floor, Lane no.3, Mehrauli Road,
Saidulajab, Saket, South Delhi, New Delhi,
Delhi, India, 110030

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. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We 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 as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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 audit practices.
7. 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.

Place: Jaipur
Date: August 21, 2024

For MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900
Peer Review Certificate No.: 1924/2022

Name of Company Secretary: Vivek Sharma
Partner
FCS No. 10663|CP. No. 14773
UDIN: F010663F001011619

Annexure-C

Particulars Pursuant To Section 197(12) Of The Companies Act, 2013 Read With Rule 5 Of The Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of the employees of the Company for the financial year 2023-24 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y.202324(in Lacs)	% increase in Remuneration in the F.Y.202324	Ratio of Remuneration of each Director/to median remuneration of employees
1	Ratan Kumar Srivastava Chairman & Managing Director	--	--	--
2	Deepali Verma Wholetime Director	--	--	--
3	Varsha Choudhry Independent Director	--	--	--
4	Sushma Samarth Independent Director	--	--	--
5	Varun Sharma Independent Director	--	--	--
6	Vineet Krishna Independent Director	--	--	--
7	Umang Soni Chief Financial Officer	20.00	47%	4.00
8	Manisha Kide Company Secretary & Compliance Officer	18.00	34%	3.60

Note: Independent Directors were paid only sitting fees during the financial year under review. Hence, their ratio to Median Remuneration has been shown as NIL.

2. The median remuneration of employee of the Company during the Financial Year was Rs. 5,00,000/-
3. In the Financial year, the median remuneration of employees is increased by 13.6%
4. There were 508 permanent employees on the rolls of the Company as on March 31, 2024;
5. Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 17.9%. There is an average Increase of 40.2% in the remuneration of Managerial personnel in comparison to the last financial year.
6. The remuneration is as per the recommendations of the Nomination & Remuneration Committee.
7. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Noida

Date: August 21,2024

For and On behalf of Board Of Directors

Ratan Kumar Srivastava
Chairman and Managing Director

DIN: 05329338

Annexure-D

Nomination and Remuneration Policy

Introduction:

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee, in compliances with Section 178 of the Companies Act, 2013 read along with applicable rules and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Objectives of the Committee:

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- ii. Formulation of criteria for evaluation of the Independent Director and to carry out evaluation of every Director's performance and to provide necessary report to the Board for further evaluation.
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- v. To provide to Key Managerial Personal and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- vi. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vii. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- viii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- ix. To perform such other functions as may be necessary or appropriate for the performance of its duties.
- x. To develop a succession plan for the Board and to regularly review the plan.

Definitions:

“Act”:- Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“Board”:-Board means Board of Directors of the Company.

“Director”:-Directors means Directors of the Company.

“Committee”:-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.

“Company”:- Company means Ksolves India Limited.

“Independent Director”:- As provided under the Companies Act, 2013, ‘Independent director’ shall mean a non-executive director, other than a nominee director of the Company:

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. apart from receiving director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives —
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; of-
 - a. A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate Company; or
 - b. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;

- iii. holds together with his relatives two per cent or more of the total voting power of the Company; or
- iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
- f. who possesses such other qualification as may be prescribed under the applicable statutory provisions/ regulations;
- g. is a material supplier, service provider or customer or a lessor or lessee of the Company;
- h. who is not less than 21 years of age.

“Key Managerial Personnel”:- Key Managerial Personnel (KMP) means-

- i. the Chief Executive Officer or the managing director or the manager;
- ii. the company secretary;
- iii. the whole-time director;
- iv. 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
- v. such other officer as may be prescribed under the applicable statutory provisions/ regulations

“Senior Management”:- The expression “senior management” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

“Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

“Policy or This Policy” means, “Nomination and Remuneration Policy”.

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Guiding Principles:

The Policy ensures that

- i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iii. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Applicability:

The Policy is applicable to

- i. Directors (Executive and Non Executive)
- ii. Key Managerial Personnel
- iii. Senior Management Personnel
- iv. Employees

Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Vineet Krishna (Non-Executive Independent Director)
- ii. Ms. Sushma Samarth, Chairman (Non-Executive Independent Director)
- iii. Ms. Varsha Choudhry, Member (Non-Executive Independent Director)

Membership:

- a. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b. Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c. Membership of the Committee shall be disclosed in the Annual Report.
- d. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman:

- a. Chairman of the Committee shall be an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:

The Committee shall meet at such regular intervals as may be required.

Committee Members' Interests:

- a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Secretary:

- a. The Company Secretary of the Company shall act as Secretary of the Committee.

Voting:

- a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.
- iv. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

1. **Managing Director/Whole-time Director/Manager (Managerial Person):-** The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director:** - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves as an Independent Director.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

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 or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

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

Criteria for Evaluation of the Board:

Following are the Criteria for evaluation of performance of the Board:

1. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time

2. Non-Executive Director: The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- (a) act objectively and constructively while exercising their duties;
- (b) exercise their responsibilities in a bona fide manner in the interest of the Company;
- (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (e) refrain from any action that would lead to loss of his independence
- (f) inform the Board immediately when they lose their independence,
- (g) assist the Company in implementing the best corporate governance practices.
- (h) strive to attend all meetings of the Board of Directors and the Committees;
- (i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

- (j) strive to attend the general meetings of the Company;
- (k) keep themselves well informed about the Company and the external environment in which it operates;
- (l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (m) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- (n) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas/fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development , Human Resources etc or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and financially literate.

Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also 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:

General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees 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.

Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government

Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission: The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission: Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Minutes of Committee Meeting:

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

Deviations from this policy:

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

Annexure-E

Management Discussion and Analysis Report

The management discussion and analysis present the industry overview, opportunities and threats, initiatives by the Company and overall strategy of becoming a market driven Service Provider of a range of offerings. The company is very optimistic of capturing a substantial share of global and domestic market in the midst of the threats faced due to the liberalization and increased competition from well established companies from India and abroad.

1. INDUSTRY OVERVIEW

IT Services and Products

Global technology spending decelerated in 2023, increasing by a modest 4.4% year-over-year. While software and IT services fueled growth, hardware and device sales contracted. The NASSCOM Strategic Review 2024 underscores these trends.

Digital transformation and infrastructure upgrades remain key global priorities, with cloud and cybersecurity taking center stage. The rising adoption of automation, AI (including responsible AI and generative AI), and emerging technologies like edge computing and 5G is creating new opportunities for the services sector.

Global IT service providers are well-positioned to assist enterprises across industries in navigating challenges through a comprehensive suite of digital transformation services. These offerings span consulting, application development, maintenance, R&D, infrastructure management, and business process optimization.

The IT services industry is poised for accelerated growth in fiscal year 2025, driven by client investments in AI, generative AI, cost reduction, operational efficiency, digital transformation, and talent development.

India's IT services sector is projected to expand by 2% in fiscal year 2024, with infrastructure management, cloud-based testing, and consulting leading the charge. Investments in cloud, IT modernization, digital customer experiences, and digital engineering are on the rise.

AI has gained significant traction, with a 270% surge in industry collaborations, product launches, and enterprise AI strategies. While generative AI is a top priority for IT service providers, the evolving regulatory landscape will likely shape adoption patterns, with widespread implementation anticipated in late 2024 and beyond. Governments worldwide are focusing on data protection, cybersecurity, and responsible AI practices.

Engineering Research and Development (ER&D) services are expected to grow by 7.4% year-over-year, according to the NASSCOM Report. Fueled by digital transformation and the AI resurgence, ER&D firms are intensifying their focus on digital engineering, resulting in the creation of novel products and services. Data analytics is driving service innovation and personalized product development. Digital testing, virtual simulations, and increased software reliance are accelerating time-to-market and reducing R&D costs.

Enterprises are prioritizing cost reduction and operational efficiency, with spending gradually recovering in fiscal year 2025. A concurrent emphasis on sustainability and resilience is driving globalization efforts to leverage cost advantages, talent pools, and innovation hubs.

While the Financial Services, Hi-Tech, and Telecom sectors remain subdued, Healthcare and Automotive industries are showing promise. Consumer goods and manufacturing clients are adopting a cautious approach due to cost pressures and weak consumer demand.

ESG considerations have become a business imperative, driving innovation, efficiency, and risk mitigation. Companies expect service providers to adhere to global ESG standards and support their ESG goals in areas like climate change, diversity, governance, and cybersecurity.

The domestic hardware market is projected to grow modestly, reaching \$17.7 billion in fiscal year 2024 from \$17.4 billion in the previous year. Overall hardware revenue is estimated at \$18.2 billion for the fiscal year.

India

Indian IT Industry in 2023-24: A Year of Consolidation and Growth

The Indian IT industry in 2023-24 exhibited a trend of consolidation amidst continued growth. While the pace of expansion was slower compared to the previous year's boom, the sector demonstrated resilience in the face of global economic challenges.

Key Highlights:

- **Slower Growth:** The industry witnessed a moderated growth rate compared to the previous year, primarily due to global economic uncertainties and a shift in client priorities.
- **Focus on Digital Transformation:** Despite the slowdown, investments in digital transformation remained robust. Cloud computing, cybersecurity, and data analytics continued to be key areas of focus.
- **Talent Crunch:** The demand for skilled IT professionals persisted, leading to intense competition for talent and increased attrition rates.
- **Cost Optimization:** Companies prioritized cost management and operational efficiency to navigate challenging market conditions.
- **Emerging Technologies:** Investments in emerging technologies like AI, machine learning, and IoT gained momentum, positioning India as a global innovation hub.

Challenges Faced:

- **Global Economic Uncertainty:** The industry was impacted by global economic headwinds, leading to cautious spending by clients.
- **Geopolitical Tensions:** Geopolitical factors influenced business decisions and created uncertainties for IT companies.
- **Talent Acquisition and Retention:** The talent shortage remained a significant challenge, impacting project delivery and costs

Overall Outlook:

While 2023-24 was a year of adjustment for the Indian IT industry, the long-term prospects remain positive. The country's strong digital foundation, large talent pool, and cost-effective services position it as a preferred destination for global IT outsourcing. As the global economy stabilizes, the industry is expected to regain momentum and continue its growth trajectory.

2. SUMMARY OF OUR BUSINESS

Ksolves India Limited is an ISO certified software services and product company offering solutions that enables client organizations to rapidly develop powerful applications addressing their strategic business needs. The applications created by us enable organizations to drive digital transformation and competitive differentiation. This may include automation of routine business functions, making them faster, easier and more accurate and increasing the channels or devices through which these functions can be performed. Our Company is basically engaged in software development, enterprise solutions and consulting, providing a range of Information Technology ("IT") solutions to companies across sectors such as Real Estate, E-commerce, Finance, Telecom and Healthcare etc. We design, develop and maintain software systems and solutions, create new applications and enhance the functionality of our customer's existing software products.

Ksolves endeavours to bring together creativity and knowledge with positive business strategy to furnish the requirements of diverse customers with an inclusive range of products and services which are comprehensive and cost effective so that the client can focus on their core-competencies to improve or expand their businesses. Ksolves have worked for numerous industries, realized their true potential and scale to global recognition such as for Real Estate - delivered customized solutions like integrating virtual tours of properties, IDX/MLS integration etc. that have helped them serve their customers better; Education and Learning - conceptualizing and delivering a knowledge network to building creative subject specific apps; E-commerce and Retail - delivering customized solutions such as setting up ecommerce stores using requirement appropriate store platforms, delivering innovative supply management solutions and modernizing ERP solutions etc. which improve traffic, retain existing customers and grow their businesses to greater milestones; Social Media and Networking - providing our expertise to help social media and networking firms in maximizing their deliverables across channels; Logistics - devising customized operations management systems to providing decision support and analytics through data consolidation, data warehousing etc.; Healthcare - providing engineering solutions for efficient patients record management to dishing out customized software requirements; Tech & Software - providing product engineering and development services to big data and business analytics related services; Life Sciences - providing them with top-of-the-line customized solutions that can help them reach their goals better and faster; CRM - providing Salesforce expertise for tracking every sales activity-each lead, customer and opportunity and be up-to-date with latest information and insights that help for better management of customer relationship; Travel - successfully developed a location based on-demand taxi app with full FAC payment integration, Google Map integration and Twilio integration for sending messages to users.

Demand environment improving further with Ksolves getting emplaned as official Vendor for many large IT Firms. Supply-side constraints are seen in highly-skilled areas such as big data/ Machine learning and attrition is kept under control by offering good salary hikes/ variables for billability period and flexible work from home environment.

For delivering the best services, company has also stepped into different platforms for tech partnerships like Salesforce, Magento (Adobe), and Odoo. The company is expanding the sales staff and delivery offices across the globe. Domestically, the company currently has set up additional place of business at Indore, India with good infrastructure facilities. Now the company has its domestic offices at Noida and Indore. Talent acquisition drive is ongoing for Sales and service deliveries. The company is constantly adopting new technologies, employing senior resources. This set up has been formed, so the customer can have direct contact with the Company and service professionals. The company is moving from traditional to hot/modern technologies like Big Data, Machine learning, AI and Salesforce.

Covid pandemic has increased the acceptance of global delivery model, with smooth transition into virtual framework of client management, project development and delivery. Ksolves sees hybrid model of "work from anywhere" and "On premise working" as optimal and targeted work model for next 2 years and will closely align with Industry direction on this. With the reduction of the pandemic risk, the company expects an increase in travel cost and facility expense but it will remain well below pre-COVID level.

Ksolves will focus on strengthening Indore location to support two location strategy for de-risking operations. It will continue to hire workforce at the bottom of the pyramid and focus on re-skilling and training exercise to address cost and demand dynamics. Existing strategy of "just in time Lateral hiring" post project wins will continue. Any short-term gap specially in niche technologies, will continue to be filled by trusted long term consultants who work as professional contractors on hourly billing basis.

Quick Facts

500+

Employees

150+

Trusting Clients

82%

Repeat Business

12+

Years Of Service

30+

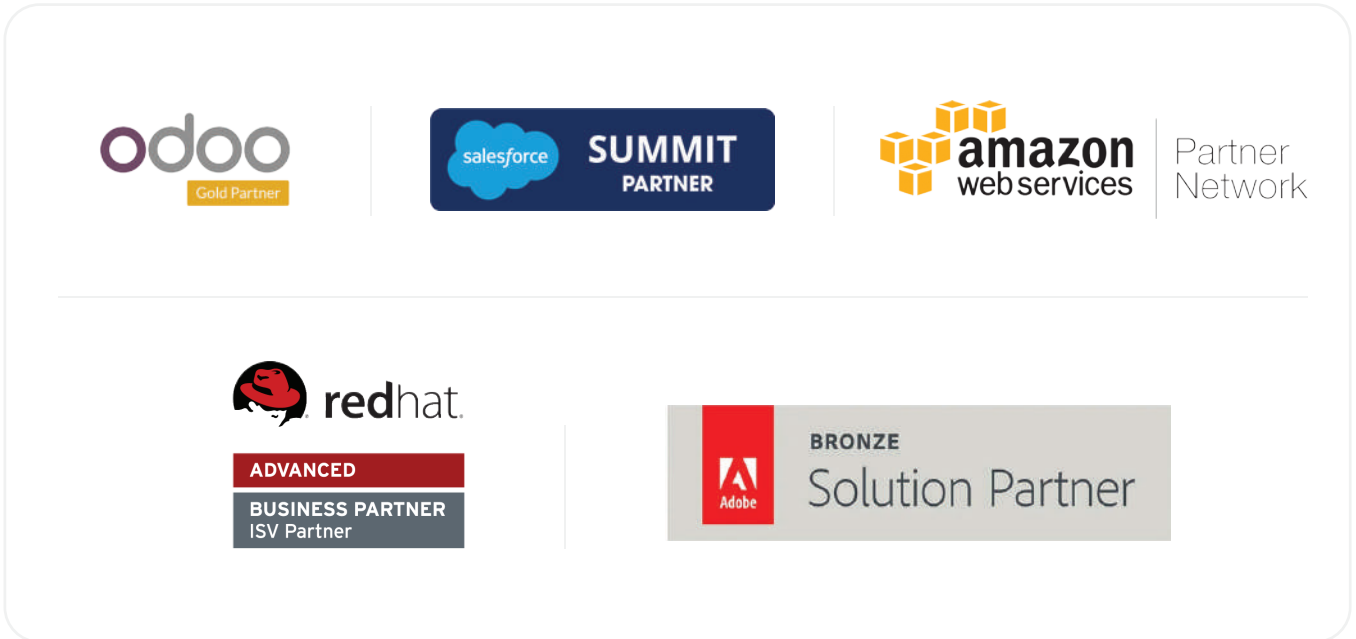
Countries

33%

Top 5 Client Contribution

Alliances & Partnerships

We have matured partnerships with top names like Salesforce, Odoo, Adobe and RedHat. We share a strong symbiotic relation with our partners and we create innovative solutions for our customers.



High End and Niche Technology Verticals

Ksolves has got a strong presence and highly skilled workforce in high end and niche technology verticals like Big Data, Machine Learning, Artificial Intelligence, Salesforce, Odoo, DevOps, Penetration Testing, etc. We are committed to invest heavily in developing new skills into these and the emerging technology verticals and be ahead of the competition.



During the FY 2023-24 , 97.5% of our revenue was from the services division and 2.5% was from our products division.

The year ended successfully for the company adding on to customers, No. of projects, employee head count crossed 500 employees, revenue crossed Rs. 100 cr.

3. OPPORTUNITIES AND THREATS

We have long-standing relationships with our customers across the world. This is, in part, due to the high criticality of our product & services and technical knowhow to many of our customer's business needs. We establish long-term relationships with our customers for multi-layered engagement with various departments and divisions of the customer's organizations. Our broad range of product and services offerings helps us to cross-sell to our existing customers as well as to acquire new customers. We also conduct regular senior management reviews with our key customers to engage with them for feedback and future opportunities.

We combine our comprehensive range of product and service offerings with industry-specific expertise to provide tailored solutions to our customers across business verticals, industries and geographies. Our commitment to customer satisfaction enables us to strengthen our relationships.

We offer direct support to our customers and channel partners through a large global support and implementation team resulting in a quick turn-around and resolution to issues. Specialized center of excellence teams have been set up for certain products and solutions to guide and train both implementation partners and customers on best practices for effective and quick implementations.

Experienced Promoters and Management Expertise

Our Company is promoted by Mr. Ratan Kumar Srivastava and Mrs. Deepali Verma who individually have more than 20 years of experience respectively. Having gained experience and worked with technology companies like Tech Mahindra, Birlasoft (India) Limited, HSBC and Persistent Systems, Mr. Ratan Kumar Srivastava ideated the incorporation of Ksolves in the year 2014. He was aided by Mrs. Deepali Verma who has vast experience in setting up business and handling overall finances further, our board of directors are supported by a team of well experienced and qualified personnel. We believe that our management team's experience and their understanding of the IT industry, specifically in the Real Estate, E-commerce, Finance, Telecom and Healthcare industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business.

Diversified revenue from multiple geographies

Our Company have diversified revenue from multiple geographical reach across the world and 100% of revenue are generated from exports sales from various countries. As an IT products & service company, our presence in multiple geographies as service provider not only helps us in expanding our client base but also helps us by keeping ourselves in tune with the latest technological advancements world-wide.

Focused on driving innovation

We are focused on driving innovation and adopting solutions in line with rapidly evolving technological trends. Our inherent culture of innovation has enabled us to develop a track record of product innovation, expand the range of our offerings and improve the delivery of our products and services. We have a dedicated team of skilled individuals with technical background and domain expertise in each of our industry verticals with a focus on evolving technologies. These teams follow a structured innovation and solutions development process and work with delivery functions to identify the key concerns of our customers and generate solutions, ideas and concepts to address such concerns.

We believe that our culture of innovation has enabled us to grow and retain our customer relationships and successfully achieve process and productivity improvement for our customers. This has enabled us to continuously expand and diversify our product and service offerings, as well as to maintain our competitiveness.

Diversified business across several industrial verticals

Our customers have used our platform to build diverse applications in many sectors. As of March 31, 2024, applications and software were built on our platform in different industrial verticals. We possess multi-vertical industry expertise and target a broad spectrum of services in our business and product offerings. This has helped us build solution frameworks which are enriched with domain knowledge from the relevant sector and subject matter experts across several industries. These frameworks have been built on our platform and are scalable and adaptable based on a particular customer's unique and constantly evolving business needs.

Scalable Business Model

Our business model is order driven, and comprises of optimum utilization of our existing resources, developing linkages with expertise of our development team and achieving consequent customer satisfaction. We believe that this business model has proved successful and scalable for us in the last few financial years. We can scale by venturing into different sectors where technologically advanced management is required and also by providing better products and solutions in the sectors that we already have presence in. The business scale generation is basically due to the development of new markets both international and domestic, innovation in the product range and by maintaining the consistent quality of the products and services.

Risk Identification And Mitigation

Retaining top talent and individuals with specialized skills presents challenges for the company. Higher attrition rates can impact the overall cost of operations and harm the company's reputation. Nevertheless, these challenges have been addressed through our people-focused approach and HR policies. The company successfully managed attrition last year by implementing a range of measures.

The implementation of partial work from home arrangements presents potential challenges regarding productivity loss and associated risks in cybersecurity and data protection. The company is actively monitoring productivity issues and security concerns that may arise from the remote work setup. Appropriate policies are in effect to adapt to the evolving business and work models. The company has established systems and processes to address these challenges effectively. Additionally, continuous employee communication and change management efforts are in place to ensure a smooth transition and ongoing adaptation to the new work environment.

Businesses facing challenges and cost pressures may seek to negotiate for more competitive pricing, which can put additional strain on profit margins. Moreover, meeting customer demand within shorter lead times can result in higher resource costs, impacting profitability. Delayed fulfillment of orders can also lead to revenue loss. To mitigate these risks, cost optimization strategies such as cloud deployment, increased automation, offshoring, and adjusting the resource profile may need to be implemented, in consultation with the customer. The business will provide demand forecasts to facilitate proactive supply planning and ensure adequate resource fulfillment. Additionally, the company is leveraging a Hire-Train-Deploy model to address high-volume and new-age skill requirements, while also prioritizing the reskilling and upskilling of existing employees.

There are inherent risks associated with data theft, non-compliance with information security requirements, and cyber attacks. Unauthorized use or disclosure of employee, company, or customer data can result in breaches of customer contracts, regulatory fines/penalties, and damage to the company's reputation. To address these risks, the company has implemented data protection controls such as encryption and data leakage prevention, as well as deployed cyber security tools like firewalls and antivirus software to prevent cyber attacks and data exfiltration. User awareness and supplier risk management practices are rigorously enforced to ensure effective implementation of data security controls. The security controls are continuously monitored and thoroughly assessed. Additionally, the company has implemented mandatory trainings and comprehensive awareness measures throughout the employee life cycle to promote a strong security culture.

Our competition

We experience intense competition in our services and see a rapidly-changing marketplace with new competitors arising in new technology areas who are focused on agility, flexibility and innovation.

We typically compete with other players, global technology service providers in response to requests for proposals. Clients often cite our industry expertise, comprehensive end to-end service capability and solutions, ability to scale, digital capabilities, established platforms, superior quality and process execution, distributed agile global delivery model, experienced management team, talented professionals and track record as reasons for awarding us contracts.

In future, we expect intensified competition. In particular, we expect increased competition from firms that offer technology-based solutions to business problems and from firms incumbent in those market segments. Additionally, insourcing of technology services by the technology departments of our clients is another ongoing competitive threat.

4. BUSINESS RISKS AND CONCERNS

- Unfavourable geo political and economic events may result in currency volatility and reduced spend on technology products and services, which may adversely impact demand of our offerings and in turn our growth and profitability.
- Talent Supply and Work From Office dynamics for junior employees and the dynamic demand of the talented resources and quick turn around time as per expectations of client could be a risk that can impact our reputation and cost structures.
- Cyberattacks that breach our network may adversely affect and impact our operations or result in significant client SLA impact or penalties
- After the outbreak of COVID-19 and the resulting work from home (WFH) situation,
 - a. Employee productivity has been a major risk and challenge for the entire IT industry. However, our approach of emerging ahead always to implement the business continuity plan and seamless optimized delivery model has really helped to overcome this challenge.
 - b. Retention of people has been a major challenge for the entire IT industry. We were able to keep our Attrition Rate below 20% with the help of our people focused approach and our HR policies. But even this level of attrition continues to be a risk to the business model.

5. OUR BUSINESS STRATEGY

Also aiming to maintain hyper revenue growth path by focusing on non-linear and scalable levers while maintaining Industry leading profitability. Continued focus on increasing revenue per employee by upgrading technology mix of projects as well higher billing projects.

Ksolves recently had Salesforce partnership status upgraded to Salesforce Summit (Platinum) Tier Partner. This will help in deal momentum in key business domain of Salesforce in coming quarters.

Initiated to establish a wholly-owned subsidiary in the UAE to further extend our global footprint

Expand our Current Business Relationships

Our goal is to build long-term sustainable business relationships with our customers to generate increasing revenues. We plan to continue to expand the scope and range of services provided to our existing customers by continuing to build our expertise in major industries and extending our capabilities into new and emerging technologies. In addition, we intend to continue to develop better solutions and new products for industry sectors which are significantly untapped. We will also seek to support a greater portion of the full product development life-cycle of our customers by offering targeted services for each phase of the software product life cycle. We also plan to assist our customers as they deploy their products to end-users through consulting and professional services that we offer onsite. In addition, we intend to continue to build relationships with various global companies as business partners which can provide us with better benefit by introducing local clients.

- Strategic Partnerships
- Multi-Channel Marketing
- Content Marketing
- Personalized Sales Outreach
- Thought Leadership
- Client Referrals & Testimonials



Attract, develop and retain highly-skilled employees

Our employees are one of our most important assets. We focus on the quality and level of service that our employees deliver by investing in recruitment, development, retention, maintenance of a culture of innovation and by creating both a challenging and rewarding work environment. Our talent development strategy focusses on engaging, motivating and developing a high performing workforce and we aim to create and sustain a positive workplace culture for our employees and benchmark ourselves against our peers. We also have a competency training framework, seamlessly integrated into our business that has been designed for new employees to be “project-ready”.

Focus on efficiency

Our goal is to help our customers with our products and solutions, in turn enabling them to deliver their products more efficiently. We have been building products and solution and providing services to leading companies. We have innovated and customized software processes that allow us to monitor and plan the progress of software projects. We have well-trained teams, pre-built frameworks and partnerships with other product companies that allow us to integrate product components and deliver products for our customers efficiently. This helps in reducing time to market and reducing the risk of engineering failures.

Optimal Utilization of Resources

Our Company constantly endeavors to improve our technical process, and will increase service activities to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for our technical and designing process which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

Investment in infrastructure and technology

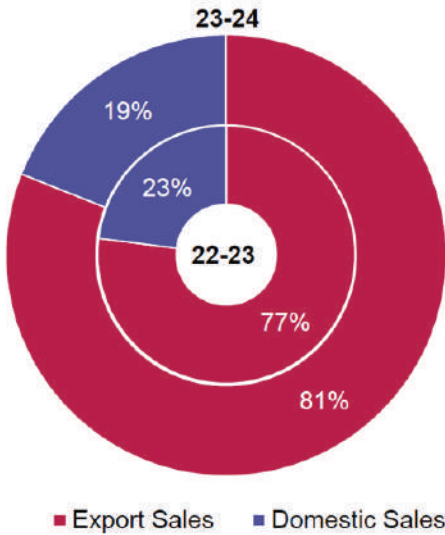
Our Company believes in making investments for continuously achieving higher levels of excellence in its products & services and implement dynamic and diverse specifications of our customers. We have invested significantly in equipping our technical team with the latest and specialized infrastructure and modern technology. We want to continue to work towards the upgradation and modernization of our infrastructure and technology.



6. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Revenue by Geography for FY24

DOMESTIC VS EXPORT

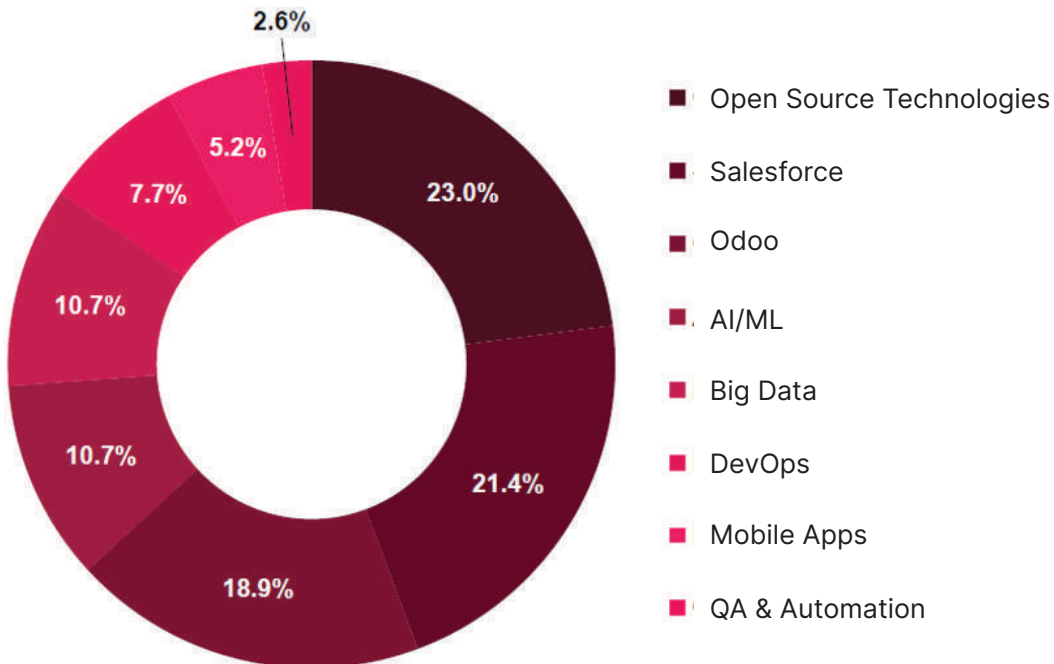


OVERSEAS REVENUE DISTRIBUTION

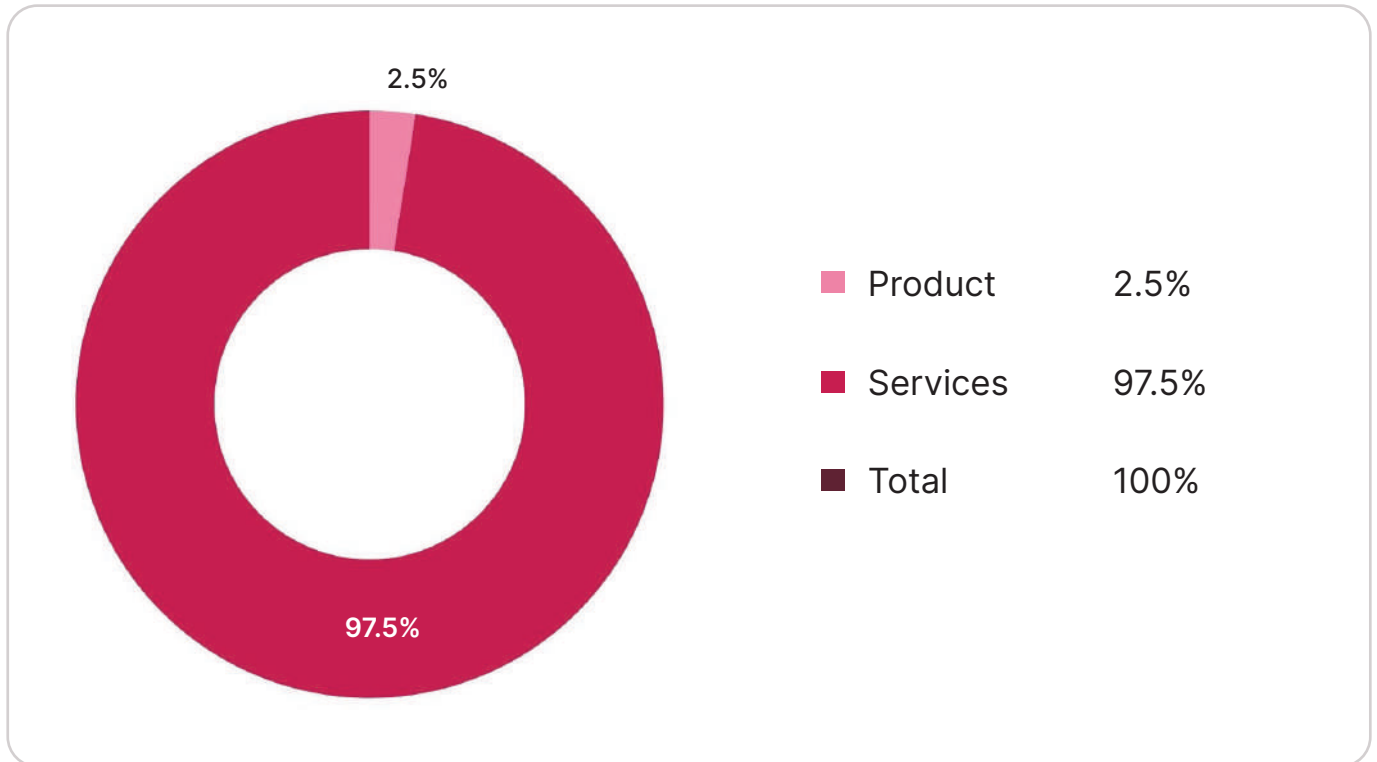
	2023-24	2022-23
North America	86%	80%
Europe	9%	9%
RoW (Rest of World)	5%	11%
Overseas Revenue to Total Revenue	81%	77%

of overseas Revenue

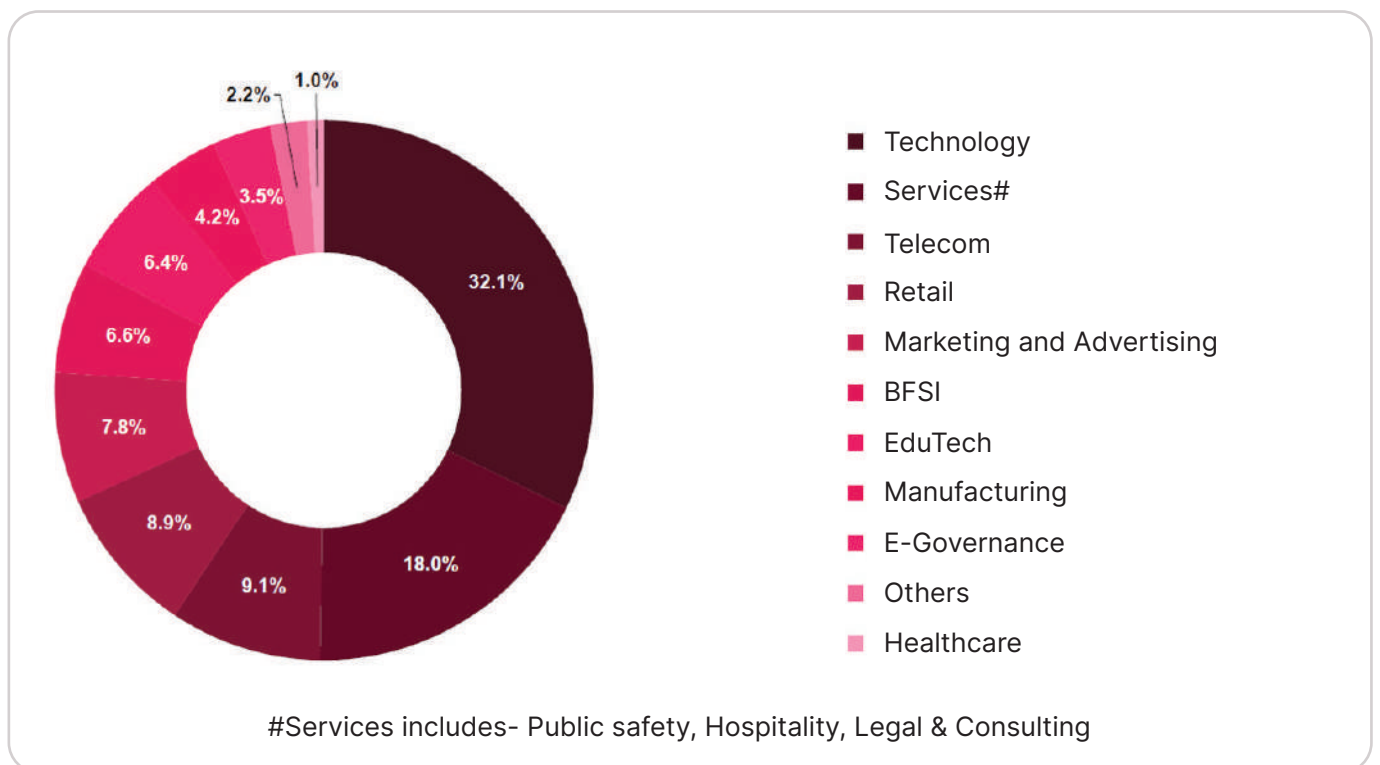
Revenue by Technology for FY24



Revenue by Business Units



Revenue by Industry for FY24



7. THREATS, RISK AND CONCERNS

The Company is concerned about prevailing exposure norms, financial position, entry of new players in the market, rising competition from new entrants, uncertain business environment, fluctuation in rupee, likely increase in cost of capital due to volatile market conditions. Further, the state of business and policy environment in the country also has a cascading effect on the interest-rate regime, cost and availability of human resource.

8. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company maintains an adequate system of Internal Controls including suitable monitoring procedures to ensure accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and Company policies. Suitable delegation of powers and guidelines for accounting have been issued for uniform compliance. In order to ensure that adequate checks and balances are in place and internal control systems are in order, regular and exhaustive Internal Audit are conducted by the in-house Internal Audit Division and external professional audit firm. The Internal Audit covers all major areas of operations, including identified critical/risk areas, as per the Annual Internal Audit Programme. The Audit Committee of Directors periodically reviews the significant findings of different Audits, as prescribed in the Companies Act, 2013 and in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

9. FINANCIAL AND OPERATIONAL PERFORMANCE

Standalone Performance: In the past year, your company achieved significant growth in revenue from operations, reaching Rs. 10,807.34 Lakhs compared to Rs. 7,711.65 Lakhs in the previous year, marking a growth of 40%. This growth was the result of well-planned and executed business expansion operations. For the year ending March 31, 2024, the profit before tax amounted to Rs.4,589.33 Lakhs, compared to Rs. 3,299.31 Lakhs in the previous year. The total net profit for the year is Rs. 3,422.95 Lakhs, an increase from the previous year's net profit of Rs. 2,487.03 Lakhs.

Consolidated Performance: The company has consistently demonstrated growth and efficiency, as reflected in its net profit performance during the fiscal year 2023-24. Income from sales increased to Rs. 10,863.73 Lakhs from Rs. 7,831.16 Lakhs, representing a growth of 39%.

Dividend: During the year, the company paid 1st interim dividend of Rs. 7 per share, involving an outflow of Rs. 8,29,92,000/-, 2nd interim dividend of Rs. 7.50 per share, involving an outflow of Rs. 8,89,20,000/-, and a 3rd interim dividend of Rs. 5 per share, involving an outflow of Rs. 5,92,80,000/-. Total Interim Dividend paid during the FY 2023-24 stands at Rs. 19.50 per share involving total outflow of Rs. 23,11,92,000 /-. Following the company's past practices, it expects to continue distributing dividends in the near future.

The company's deal funnel remains strong, and recent project wins are expected to contribute to revenue growth in the second quarter of FY 2024-25, supporting the momentum of growth. The company aims to achieve industry-leading growth in profit after tax (PAT). Going forward, the focus is on delivering sustainable long-term growth and maximizing shareholder value.

10. HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company gives utmost importance to the capacity-building and well-being of its employees. The Industrial Relations in the Company continued to be on a cordial note. There are regular interactions between the management and the representative-associations on issues pertaining to employee welfare. The Company has an atmosphere of trust and cooperation, which results in a motivated work force and consistent growth in the performance. For us, our clients and our people are two sides of the same coin and both are extremely important to us.

We have a unique way of hiring and retaining people. Robust technical tests along with aptitude and communication tests gives us the right hires. Fresh graduates are attracted to join us as we provide great projects and huge learning opportunities. Our packages are at par with the industry.

There is a strong training department and center of excellence which is constantly striving for upskilling and multi-skilling our people. Employees get to work on high end technologies and this helps us contain our attrition. We always encourage our people to upskill themselves with the latest technology trends and help them get certified which helps Ksolves stand out in the crowd.

Our HR department is always open to listen to suggestions and ideas our people and constantly working towards making Ksolves a better place to work by implementing various policies like

- a. Work Life Balance
- b. Whistle Blower Policy
- c. Sexual Harassment Policy
- d. Hiring for differently abled
- e. Gender Equality

11. ENVIRONMENT CARE, SOCIAL ACCOUNTABILITY AND QUALITY SYSTEM:

Ksolves is committed to maintain the highest standards of social accountability & quality standards. We believe that ensuring sound corporate governance is imperative to improve and retain investor trust.

12. ANALYSIS OF SIGNIFICANT CHANGES IN FINANCIAL RATIOS

As per the recent amendments to the SEBI Listing Obligations & Disclosure Requirements (LODR), we give below additional information in respect of financial parameters that are applicable to our company:

Detail of Significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation therefore as under:

- a. **Debtor Turnover Ratio:** The Debtor Turnover ratio as on March 31, 2024 is 6.97 times as compared to previous year ended on March 31, 2023 is 6.42 times. The change in the ratio is 8.49 % as compared to Previous Year.
- b. **Current Ratio:** The Current Ratio as on March 31, 2024 is 2.64 times as compared to previous year ended on March 31, 2023 is 3.10 times. The change in the ratio is (14.73) % as compared to Previous Year.
- c. **Net Profit Margin:** The Net Profit Margin Ratio as on March 31, 2024 is 31.44 % as compared to previous year ended on March 31, 2023 is 31.57%. The change in the ratio is (0.41)% as compared to Previous Year.

13. FUTURE PROSPECTS OF COMPANY

Looking forward, Ksolves will continue to seek out new and improved ways of efficiently delivering the services that our clientele needs. In line with past practices, the company expects the distribution of dividend even in near future. The company is aspiring for migration to Main Board and so have applied for main board listing of its shares in NSE & BSE. The company also has aspirations to expand globally by opening physical offices at different places. We have formulated a sound corporate vision and long-term management plan, while ensuring that we have constantly evolving management and business structures to respond quickly to the market needs & globalization. We strive to create new avenues for adding more value for the “stakeholders” being investors, business partners, employees, consumers, and communities as well.

14. DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standards.

Cautionary Note

Certain statements in “Management Discussion and Analysis” section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Management envisages in terms of future performance and outlook.

Annexure-F

Declaration in respect of Compliance with the Code of Conduct

It is hereby declared that all Board Members, Key Managerial Personnel and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct of the Company, for the financial year ended March 31, 2024.

S/d-

Mr. Ratan Kumar Srivastava
Chairman & Managing Director

Date: August 21, 2024

Place: Noida

Annexure-G

MD and CFO Certification on Financial Results

To

The Board of Directors of

Ksolves India Limited

- A. We have reviewed the Audited Standalone and Consolidated financial statements and Cash flow statement for the year ended on 31st March, 2024 and to best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 2. These statements together present a true and fair view of company's affairs and are in compliance with the existing accounting standards, applicable laws and .
- B. To the best of our knowledge and belief no transactions entered into by company, during the year ended on 31st March, 2024 which are fraudulent, illegal or violative of Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee steps have taken to rectify these deficiencies.
- D. We have indicated to Auditors and Audit Committee:
- i. there has not been any significant change in internal control over financial reporting during the quarter;
 - ii. there has not been any significant change in accounting policies during the quarter; requiring disclosure in the notes to financial statements; and
 - iii. We are not aware of any instances during the quarter of significant fraud with involvement therein of the management or any employee having a significant role on Company's internal control system over financial reporting.

Date: May 02, 2024

Place: Delhi

Mr. Ratan Kumar Srivastava
Chairman & Managing Director

Mr. Umang Soni
Chief Financial Officer

Annexure-H

Certificate On Non-Disqualification Of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Ksolves India Limited
317/276, Second Floor,
Lane No.3, Mehrauli Road,
Saidulajab, Saket,
New Delhi - 110030

In Pursuance of sub clause (i) of clause 10 of Part C of schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirement) Regulations, 2015; (LODR) in respect of KSOLVES INDIA LIMITED (CIN: L72900DL2014PLC269020), we have examined the relevant disclosures provided by the Directors (as enlisted in Table A).

In our opinion and to the best of our knowledge and based on the following:

- i. Documents available on the website of the Ministry of Corporate Affairs;
- ii. Verification of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs; and
- iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company.

We hereby certify that none of the Directors on the board of the company (as enlisted in Table A) has been Debarred or Disqualified from being appointed or continuing as Director of company by the SEBI/ Ministry of Corporate Affairs or any statutory authority as on March 31st, 2024.

Table A

S.No.	Name of the Directors	Director Identification Number (DIN)	Date of appointment in the Company
1.	Ratan Kumar Srivastava	05329338	17/07/2014
2.	Deepali Verma	05329336	17/07/2014
3.	Sushma Samarth	03514831	15/11/2021
4.	Varun Sharma	09132886	27/04/2021
5.	Varsha Choudhry	08969362	01/03/2021
6.	Vineet Krishna	07200342	31/05/2022

Date: August 21, 2024

Place: Jaipur

For MSV & Associates
Practicing Company Secretaries
FRN: P2018RJ071900
Peer Review Certificate No.: 1924/2022

Name of Company Secretary: Vivek Sharma
Partner

FCS No. 10663|CP. No. 14773
UDIN: F010663F001011652

Annexure-I

Corporate Governance Report

I. Brief Statement on Company's Philosophy on Code of Corporate Governance

Ksolves' philosophy on Corporate Governance is to create and conduct sustainable growing business with the highest standards of integrity, transparency and accountability to maximize stakeholders' value while duly complying with all applicable laws and regulations.

Ksolves firmly believes that Corporate Governance is critical to success of its business and its governance practices are reflected in its strategy, plan, culture, policies and relationship with stakeholders.

II. Board of Directors

The Board of Directors of Ksolves as on March 31, 2024, comprised of six (6) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors and four Non-Executive Independent Directors including three-woman Directors and each of them are professionals in their respective areas of specialization and have held eminent positions. The Board Members other than the executive directors are not related to each other, and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI (LODR), Regulations, 2015 and Companies Act, 2013.

(a) Composition of Board of Directors

The composition and category of Directors as on March 31, 2024:

Sl. No.	Name of the Director	Category	Number of other Directorships held in other public Companies	Number of Committee membership held in other public companies (limited to only Audit and Stakeholders' Relationship Committees)		No. and % of Equity Shares held in the Company (%)
				As Chairperson	As Member	
1	Ratan Kumar Srivastava	Promoter, Chairman and Managing Director	Nil	Nil	Nil	37,72,000 31.82%) ¹
2	Deepali Verma	Promoter and Whole Time Director	Nil	Nil	Nil	32,16,400 (27.13%)
3	Varsha Choudhary	Non-Executive Independent Director	Nil	Nil	Nil	Nil
4	Varun Sharma	Non-Executive Independent Director	Nil	Nil	Nil	Nil
5	Sushma Samarth	Non-Executive Independent Director	Nil	Nil	Nil	Nil
6	Vineet Krishna	Non-Executive Independent Director	Nil	Nil	Nil	Nil

Directorship in other listed entities as on March 31, 2024:

Sl. No.	Name of the Director	Directorship in other listed entities	Category of Directorship
1	Ratan Kumar Srivastava	Nil	NA
2	Deepali Verma	Nil	NA
3	Varsha Choudhry	Nil	NA
4	Varun Sharma	Nil	NA
5	Sushma Samarth	Nil	NA
6	Vineet Krishna	Nil	NA

During the financial year 2023-24, Seven (7) meetings of the Board were held and the gap between two meetings did not exceed one hundred and twenty days. The Board Meetings are prescheduled, and adequate notice is given to the Board members. Board Meetings were held through video conference.

These Board Meetings were held on April 23, 2023, June 24, 2023, June 30, 2023, July 15, 2023, October 15, 2023, January 18, 2023 and March 13, 2024. The necessary quorum was present for all the meetings.

(b) Core Skills/Expertise/Competencies of the Board of Directors

The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The following are the core skills, expertise and competencies identified for effective functioning of the Board and the names of directors who have such skills/expertise/competence:

Name of the Director	Interpersonal skills and personal qualities/values	Information Technology business & Industry knowledge	Legal, regulatory and financial knowhow	Strategic and analytical mindset	Leadership, Management & Governance
Ratan Kumar Srivastava	✓	✓	✓	✓	✓
Deepali Verma	✓	✓	✓	✓	✓
Varsha Choudhry	✓	✓	✓	✓	✓
Varun Sharma	✓	✓	✓	✓	✓
Sushma Samarth	✓	✓	✓	✓	✓
Vineet Krishna	✓	✓	✓	✓	✓

(c) Attendance of Directors at the Board Meetings and Annual General Meeting (AGM) held during the financial year 2023-24:

Name of the Director	Board Meetings entitled to attend	Board Meetings attended	Whether present at AGM held on July 23, 2023*
Ratan Kumar Srivastava	7	7	Yes
Deepali Verma	7	7	Yes
Varsha Choudhry	7	7	Yes
Varun Sharma	7	7	Yes
Sushma Samarth	7	7	Yes
Vineet Krishna	7	7	Yes

*Note: The AGM was held through video conferencing and other audio-visual means ("VC") because of COVID restrictions.

(d) Independent Directors

The Board is of the opinion that the Independent Directors fulfil the conditions specified in the Companies Act, 2013 and SEBI(LODR), Regulations, 2015 and that they are independent of the management.

During the financial year 2023-24, there held one(1) meeting of the Independent Directors on January 18, 2024, interalia to review the following and the meeting was attended by all the Independent Directors:

- i. Review performance of non-independent directors and the Board of Directors as a whole;
- ii. Review performance of the Chairperson of the Company;
- iii. Assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

The familiarization program and other disclosures as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the Company's website at

<https://www.ksolves.com/assets/pdf/1-Corporate/4-Familiarization-programme-for-Independent-Directors.pdf>

No Independent Director had resigned during the financial year 2023-24

(e) CEO/CFO Certification

As required under Regulation 17 (8) of SEBI (LODR) Regulations, CEO/CFO have certified to the Board that the Financial Statements for the financial year ended March 31, 2024 do not contain any untrue statement and that these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder. Copy of the Certificate is attached as **Annexure G** to this Report.

(f) Code of Conduct for Directors and Senior Management

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules and is critical to the success of the Company. The Code is available on the Company's website at

www.ksolves.com/wp-content/uploads/2024/01/4-Code-of-Conduct-for-Director-and-Senior-Executives.pdf

All the Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by the CEO/CFO to this effect is enclosed as part of **Annexure F** to this Report.

III. Audit Committee

a. Terms of Reference

The Audit Committee has interalia the following mandate:

- i. Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
- iii. Approval of payments to Statutory Auditors for any other services rendered by the Statutory Auditors of the Company;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Qualifications / modified opinion(s) in the draft audit report.
- v. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- ix. Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- x. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

- xi. Scrutiny of inter-corporate loans and investments;
- xii. Valuation of undertakings or assets of the company, wherever it is necessary;
- xii. Evaluation of internal financial controls and risk management systems;
- xiv. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xv. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xvi. Discussion with internal auditors of any significant findings and follow up there on;
- xvii. 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;
Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xix. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xx. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- xxi. Reviewing the functioning of the whistle blower mechanism;
- xxii. Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
- xxiii. Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws;
- xxiv. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
- xxv. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; and
- xxvi. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xxvii. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
- xxviii. Such roles as may be prescribed under the Companies Act and SEBI Listing Regulations.

(b) **Number of Meetings:** During the financial year 2023-24, Five (5) meetings were held i.e., on April 23, 2023, June 24, 2023, July 15, 2023, October 15, 2023, January 15, 2023 and January 18, 2024.

a. **Composition of the Committee and Meetings attended by each member:**

Name of the Member	Category	Position	Meetings	
			Held	Attended
Varun Sharma	Independent Director	Chairperson	5	5
Deepali Verma	Executive Director	Member	5	5
Varsha Choudhry	Independent Director	Member	5	5
Vineet Krishna	Independent Director	Member	5	5

IV. Nomination, Remuneration and Board Governance Committee.

a. **Terms of Reference**

The Nomination, Remuneration and Board Governance Committee has inter alia the following mandate:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- v. Analysing, monitoring and reviewing various human resource and compensation matters;
- vi. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- vii. Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
- viii. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- ix. Determining 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;
- x. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- xi. Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan (“ESOP Scheme”)
- xii. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- xiv. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time
 Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination, Remuneration and Board Governance Committee.
- xv. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations

(b) **Number of Meetings:** During the financial year 2023-24, four (4) meetings were held i.e., on April 23, 2023, June 30, 2023, October 15, 2023, January 18, 2024.

(c) **Composition of the Committee and Meetings attended by each member:**

Name of the Member	Category	Position	Meetings	
			Held	Attended
Vineet Krishna	Independent Director	Chairperson	4	4
Varsha Choudhry	Independent Director	Member	4	4
Sushma Samarth	Independent Director	Member	4	4

*Note: Mr. Vineet Krishna was appointed as Chairperson of Nomination and Remuneration committee w.e.f May 31, 2023 and Ms. Sushma Samarth ceased to be the Chairperson of Nomination and Remuneration committee w.e.f May 31, 2023.

(d) **Performance evaluation criteria for the Independent Directors:**

The indicative criteria for evaluation of performance of the Independent Director that are provided in their terms of appointment are as under:

- i. Attendance and contribution at Board and Committee meetings.
- ii. Appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
- iii. Knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and corporate governance.
- iv. Ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
- v. Effective decision making ability.
- vi. Ability to open channels of communication with executive management and other colleagues on Board to maintain high standards of integrity and probity.

- vii. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
- viii. His/her ability to monitor the performance of management and satisfy himself/herself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- ix. His/her contribution to enhance overall brand image of the Company.

V. Remuneration to Directors

a. Criteria of making payments to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members at the rate of Rs. 50,000/- each (Rupees fifty thousand only each) per quarter and commission based on their performance provided however that the aggregate remuneration including commission, so paid to such Directors in a financial year shall not exceed 1% of the net profits of the Company.

b. Criteria of making payments to Executive Directors

The remuneration of Executive Directors is approved by the Shareholders at the time of their appointment which are in line with the statutory requirements and Company's policies, but since November 2020, the executive directors are not drawing any remuneration. The revision in remuneration, if any is recommended by the Nomination Remuneration and Board Governance Committee to the Board for its consideration by taking into account their individual performance and as well performance of the Company in a given year. Perquisites, performance linked incentives and retirement benefits are paid in accordance with the Company's compensation policies, as applicable to all employees, which also details criteria for such payments. As per the current terms of their appointment, none of the Executive Directors are entitled to commission on the net profits of the Company.

(c) Details of Remuneration paid to Directors for the financial year 2023-24

Name of the Director	Salary (In `Lacs)		Perquisites (In `Lacs)	Sitting Fess & Commission (In `Lacs)	Shares Issued under ESOPs	Total Remuneration paid (In Lacs)	Details of Service Contracts, Notice Period & Severance fees
	Fixed	Variable					
Ratan Kumar Srivastava	Nil	Nil	Nil	Nil	Nil	Nil	NA
Deepali Srivastava	Nil	Nil	Nil	Nil	Nil	Nil	NA
Varsha Choudhry	Nil	Nil	Nil	2.0	Nil	2.0	NA
Varun Sharma	Nil	Nil	Nil	2.0	Nil	2.0	NA
Sushma Samarth	Nil	Nil	Nil	2.0	Nil	2.0	NA
Vineet Krishna	Nil	Nil	Nil	2.0	Nil	2.0	NA

VI. Administrative and Stakeholders Relationship Committee
a. Terms of Reference

The Administrative and Stakeholders Relationship Committee has interalia the following mandate:

- i. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., and assisting with quarterly reporting of such complaints.
- ii. Reviewing of measures taken for effective exercise of voting rights by shareholders.
- iii. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities.
- iv. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- v. Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- vi. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- vii. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority

(b) Number of Meetings: During the financial year 2023-24, one (1) meetings were held i.e., on April 23, 2023

(c) Composition of the Committee and Meetings attended by each member:

Name of the Member	Category	Position	Meetings	
			Held	Attended
Sushma Samarth*	Independent Director	Chairperson	1	1
Varun Sharma	Independent Director	Member	1	1
Ratan Kumar Srivastava	Managing Director	Member	1	1

*Note: Ms. Sushma Samarth appointed as Chairperson of Stakeholders Relationship Committee w.e.f May 31, 2023 and Ms. Varsha Choudhry ceased to be the Chairperson of Stakeholders Relationship Committee w.e.f May 31, 2023

(d) Name and designation of compliance officer : Ms. Manisha Kide, Company Secretary & Compliance Officer.

(e) Details of shareholders' complaints:

- i. Number of shareholders complaints received upto March 31, 2024: Nil
- ii. Number of shareholders complaints resolved upto March 31, 2024: Nil
- iii. Number of pending complaints as on March 31, 2024: Nil

VII. Corporate Social Responsibility Committee

a. Terms of Reference

The Corporate Social Responsibility Committee has interalia the following mandate:

- i. To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- ii. To Identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- iii. To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- iv. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- v. To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- vi. To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act.

(b) **Number of Meetings:** During the financial year 2023-24, five (5) meetings were held i.e., on April 23, 2023, June 24, 2023, July 15, 2023, October 15, 2023 and January 18, 2024.

(c) **Composition of the Committee and Meetings attended by each member:**

Name of the Member	Category	Position	Meetings	
			Held	Attended
Deepali Verma	Executive Director	Chairperson	5	5
Varsha Choudhry	Independent Director	Member	5	5
Vineet Krishna *	Independent Director	Member	5	5

VIII. Risk Management Committee

The provisions of risk management committee is not applicable to the company.

IX. General Body Meetings

The Annual General Meetings of the Company were held at the registered office of the Company either through video conference or through physical presence. Details of last three AGMs held are as below:

Financial Year	Date	Time (IST)	Mode of Meeting
2020-21	May 29, 2021	11:00 a.m	Video Conference
2021-22	August 28, 2022	11:00 a.m	Video Conference
2022-23	July 23, 2023	11:00 a.m.	Video Conference

All resolutions moved at the Annual General Meetings were passed through remote e-voting or by show of hands by the requisite majority of members attending the meeting. The following are the special resolutions passed at the previous three AGMs:

AGM held on	Summary of Special Resolutions
May 29, 2021	No Special Resolutions were placed
August 28, 2022	No Special Resolutions were placed
July 23, 2023	No Special Resolutions were placed

X. Postal Ballot

During the year under review, the company has not proposed any agenda through postal ballot.

XI. Means of Communication

(a) Financial Results and Newspaper Publication

Quarterly and annual financial results are filed with stock exchanges and displayed on stock exchanges websites. The results are also made available on Company's website. The results are also normally published in Business Standards or Pioneer (English and Hindi newspaper – Delhi NCR edition).

(b) Website

The Company maintains an active website at <https://www.ksolves.com/investors> wherein all the information relevant for the Shareholders are displayed

(c) Press Releases and Analysts/Investors Presentations

The official news releases, meetings scheduled with analysts and detailed presentations made to analysts are disseminated to stock exchanges and as well displayed on the Company's website at <https://www.ksolves.com/investors>

(d) Annual Report

Annual Report containing audited standalone and consolidated financial statements together with Board's Report, Auditors' Report and other reports/information are circulated to members entitled thereto and is also made available on the Company Website at <https://www.ksolves.com/wp-content/uploads/2024/08/Annual-Report-2024.pdf>

XII. General Shareholders Information

General shareholder information is provided under "Shareholders Information" section attached as Annexure II to this Report.

XIII. Other Disclosures

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large

During the financial year ended March 31, 2024, there were no materially significant related party transactions that had potential conflict with the interest of the Company at large.

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

The Company became listed company from July 06, 2020. No penalty or stricture was imposed by the Stock Exchanges or SEBI or any other authority, from the date of listing. All applicable requirements were fully complied with.

(c) Vigil Mechanism/Whistle-Blower Policy

The Company has adopted a Whistle Blower Policy and has established necessary Vigil Mechanism as required under Regulation 22 of the SEBI (LODR) Regulations, the details of which have been provided in the Board's Report. The Company affirms that no personnel has been denied access to the Audit Committee.

(d) Details of compliance with mandatory requirements and adoption of the non- mandatory requirements

The Company has complied with all the applicable mandatory requirements of SEBI (LODR) Regulations. Details of adoption of non-mandatory requirements are provide in clause XV below.

(e) Weblink for Policy on determination of Material Subsidiary and Policy on Related Party Transactions

Both the policies can be accessed at

<https://www.ksolves.com/assets/pdf/5-Policies/7-Policy-on-Related-Party-Transactions.pdf>

(f) Disclosure of Commodity price risks and commodity hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI (LODR) Regulations is not applicable.

(g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

During the financial year ended March 31, 2024, there were no funds raised through preferential allotment or qualified institutions placement.

(h) Certificate from Practicing Company Secretary on Non-Disqualification of Directors

The Company has obtained a certificate from a Practicing Company Secretary 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 SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with SEBI (LODR) Regulations. Copy of the Certificate is attached as Annexure III.

(i) Recommendation of Committees

During the financial year ended March 31, 2024, the Board of Directors of the Company had accepted recommendation of all the committees of the Board, which were mandatorily required.

(j) Auditors' Remuneration

The details of total fees for all services paid by the Company during FY 2023-24, to the Statutory Auditors are as follows:

Particulars	Rs. (in Lacs)
PaymenttoStatutory Audit fees (including out of pocket expenses)	9.25
Total	9.25

(k) Disclosures as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a gender neutral Anti-Sexual Harassment Policy at workplace which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the applicable rules, the details of which have been provided in the Boards' Report.

Details of sexual harassment complaints received:

- i. No. of complaints received during financial year 2023-24: Nil
- ii. No. of complaints disposed of during financial year 2023-24: NA
- iii. No. of complaints pending as on end of the financial year 2023-24: NA

(l) Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:

During the Financial Year ended March 31, 2024, there are no loans or advances provided by the Company and its subsidiaries to firms/companies in which directors are interested.

XIV. Non-compliance of Regulations relating to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any

The Company is fully compliant with SEBI (LODR) Regulations and there are no such non-compliances to report.

XV. Discretionary Requirements

The Company has adopted the following discretionary requirements as provided in the SEBI (LODR) Regulations:

(a) Modified opinion(s) in Audit Report

The Company is in the regime of unmodified opinions on financial statements and that the Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended March 31, 2024.

(b) Reporting of Internal Auditor

The Internal Auditors of the Company report directly to the Audit Committee and are invited to be present as invitees at the Audit Committee meetings held every quarter.

XVI. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

The Company does not have any unclaimed shares and hence the disclosure pursuant to SEBI (LODR) Regulations are not applicable.

XVII. Compliance

The Company is in compliance with all the mandatory requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR), Regulations, 2015 as applicable with regards to Corporate Governance.

The Company has obtained a certificate from a Practicing Company Secretary on compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations. Copy of the Certificate is attached to the Boards' Report.

ANNEXURE I TO CG REPORT

Shareholders Information

1. Annual General Meeting (AGM) of the Company

Date: Saturday, the September 14 , 2024

Time: 11:00 a.m (IST)

Venue: Through Video Conference. For details, please refer to Notice of this AGM.

2. Financial Year

The financial year of the Company was from April 1, 2023 to March 31, 2024. The quarterly results for the financial year were announced as follows:

For the quarter ended June 30, 2023	: July 15, 2023
For the quarter ended September 30, 2023	: October 15, 2023
For the quarter ended December 31, 2023	: January 18, 2024
For the quarter and Financial Year ended March 31, 2024	: April 23, 2024

Company's tentative calendar (subject to change) for the announcement of quarterly results & AGM during the financial year 2024-25 would be as below:

For the quarter ended June 30, 2024	: July, 2024
For the quarter ended September 30, 2024	: October, 2024
For the quarter ended December 31, 2024	: January, 2025
For the quarter and Financial Year ended March 31, 2025	: April, 2025
Annual General Meeting for FY 2024-25	:September, 2025

3. Dividend Payment

No dividend is proposed to be declared in this annual general meeting.

4. Stock Exchanges

The Company's equity shares are listed on following Stock Exchanges as on March 31, 2024:

Name of the Exchange and Stock Code	Address & Contact details
BSE Limited("BSE") StockCode: 543599	Phiroze Jeejee bhoy Towers, Dalal Street, Mumbai- 400 001, Maharashtra, India Tel: +91 22 22721233/34; Fax:+91 22 22721919
National Stock Exchange of India Limited("NSE") Stock Code : KSOLVES	Exchange Plaza, G-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai- 400 051, Maharashtra, India Tel: +91 22 26598100-14;Fax: +91 22 26598120

The Company hereby confirms it has duly paid the listing fees for the financial year 2024-25 to both BSE and NSE. It further confirms that the equity shares of the Company have never been suspended from trading either by BSE or NSE from the time it has been listed

5. Stock Market Price Data

High and Low (based on daily closing prices) and volume (total number of equity shares traded) during each month in the last financial year ended March 31, 2024, is as follows

Month	BSE			NSE		
	High (Amt in Rs `)	Low (Amt in Rs `)	Total Volume (in Lacs)	High (Amt in Rs `)	Low (Amt in Rs `)	Total Volume (in Lacs)
April, 2023	699.00	435.05	2.00	693.73	443.10	30.87
May, 2023	955.35	617.55	3.00	960.00	615.05	26.09
June, 2023	982.50	816.05	2.00	985.00	811.55	10.11
July, 2023	1,182.20	880.00	2.00	1186.40	882.00	13.89
August, 2023	1,447.60	1,024.85	2.00	1447.00	1025.05	11.33
September, 2023	1,247.90	992.95	1.00	1190.45	993.35	4.97
October, 2023	1,199.40	999.00	1.00	1200.00	1000.00	4.11
November, 2023	1,130.00	1,000.20	1.00	1138.00	1040.00	2.10
December, 2023	1,262.80	1,050.00	2.00	1257.95	1049.05	7.42
January, 2024	1,467.65	1,189.25	3.00	1467.40	1190.00	12.13
February, 2024	1,306.80	1,161.90	1.00	1319.25	1162.95	5.15
March, 2024	1,292.70	1,028.75	1.00	1295.35	1020.45	4.15

6. Stock Performance

Performance of the Company's equity shares (closing share price on last trading day of each month) on NSE in comparison to BSE Sensex and must be NSE Nifty during the financial year ended March 31, 2024 is as follows:

Month	Ksolves	BSE Sensex	NSE Nifty 50
April, 2023	611.45	58,793.08	18,065
May, 2023	820.20	61,002.17	18,534.4
June, 2023	901.00	62,359.14	19,189.05
July, 2023	1,106.95	64,836.16	19,753.8
August, 2023	1,186.70	64,723.63	19,253.8
September, 2023	1,049.85	64,818.37	19,638.3
October, 2023	1,050.15	63,092.98	19,079.6
November, 2023	1,066.45	63,550.46	20,133.15
December, 2023	1,182.00	67,149.07	21,731.4
January, 2024	1,236.15	70,001.6	21,725.7
February, 2024	1,219.40	70,809.84	21,982.8
March, 2024	1,118.95	71,674.42	22,326.9

7. Registrars and Transfer Agents (RTA)

All work related to Share Registry, both in physical and electronic form, are handled by the Company's Registrar and Share Transfer Agent, whose name and contact details are as given below:

8. Share Transfer System

Bigshare Services Pvt Ltd

Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre,
 Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.

Pursuant to Regulation 40 (1) of SEBI (LODR) Regulations, effective from April 1, 2019, transfer of shares in physical mode has been discontinued and accordingly the Company has not processed transfer of shares in physical mode (except in case of request received for transmission or transposition of shares) from the time the said Regulation was applicable and all the transfer of shares would be carried out only in dematerialized form by the respective Depository Participants of the shareholders.

Accordingly, shareholders holding shares in physical form are urged to have their shares dematerialized at the earliest so that they can transfer them in dematerialized form and participate in various corporate actions.

9. Distribution of Shareholding

(a). Distribution of equity shareholding as on March 31, 2024:

Category (No. of Shares)	No. of Shareholders	% of Shareholders	No. of Shares	% of Total No. of Shares
1 – 500	46,487	97.9003	15,70,105	13.2431
501 – 1000	495	1.0425	3,69,619	3.1176
1001– 2000	248	0.5223	3,63,526	3.0662
2001– 3000	102	0.2148	2,46,086	2.0756
3001– 4000	46	0.0969	1,61,438	1.3617
4001– 5000	24	0.0505	1,12,936	0.9526
5001– 10000	39	0.0821	2,77,572	2.3412
10001 & Above	43	0.0906	87,54,718	73.8421
Total	47,484	100	11,856,000	100.00

(b). Shareholding pattern:

Category of Shareholders	As on March 31, 2024			As on March 31, 2023		
	No. of Shareholders	% of Total Shareholders	Total Shares	No. of Shareholders	% of Total Shareholders	Total Shares
Promoters and Promoter group	4	58.94	6,988,400	4	58.944	69,88,400
Body corporates	75	1.41	1,66,925	35	2.0583	2,44,031
FII's/NRI's/FPI's	787	3.90	4,61,377	284	2.2287	2,64,237
Mutual funds/ Banks/FI's/ QIB	0	0	0	0	0	0
Clearing Members	1	0	60	14	0.0459	5,439
Trust	0	0	0	0	0	0
Public	45,051	35.09	41,61,302	12,376	36.7164	43,53,092
KMP	1	0.01	801	1	0.0068	801
Others	385	0.65	77,135	0	0	0
Total	46,304	100	11,856,000	12,714	100	11,856,000

*Post consolidation of multiple folios/client IDs

10. Dematerialization of shares and liquidity

100% of the Company's shares are in dematerialized form as on March 31, 2024, held with both the Depositories viz., the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and the break-up is as follows:

Description	March 31, 2024			March 31, 2023		
	No. of Holders	No. of Shares	% to Total Shares	No. of Holders	No. of Shares	% to Total Shares
NSDL	9,876	90,76,779	22.42	2,851	70,30,179	22.42
CDSL	37,608	27,79,221	77.58	9,863	48,25,821	77.58
Physical	0	0	0	0	0	0
Total	47,484	11,856,000	100	12,714	11,856,000	100

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE0D6I01015.

11. Outstanding Global Depository Receipts (GDR) or American Depository Receipts (ADR) or warrants or any convertible instruments, conversion date and likely impact on equity

The Company has no outstanding GDR / ADR / warrants or any convertible Instruments as of March 31, 2024 .

12. Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI (LODR) Regulations are not applicable. For a detailed discussion on foreign exchange risk and hedging activities with regard to Company's revenue in foreign currency, please refer to Management Discussion and Analysis Report forming part of the Annual Report.

13. Locations

The registered office address and the branch locations along with the contact details has been provided separately in the Annual Report and the details are also available __

14. Address for Correspondence

Shareholders can send their correspondence with respect to their shares, dividend, request for annual reports and grievances, if any to the Company's RTA as per contact details provided in Sl.No.7 above. They can also correspond with the Company as per below contact details:

Ms. Manisha Kide
Company Secretary & Compliance Officer
Ksolves India Limited
Smartworks, Tower D, C-28 & 29, C Block, Phase 2,
Industrial Area, Sector 62, Noida, Uttar Pradesh 201301

The Company has also email at cs@ksolves.com.

15. Credit Ratings

CRISIL Ratings has assigned its 'CRISIL BBB/Stable' corporate credit rating to Ksolves India Limited (KIL).

Annexure-J

Form AOC-1

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

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

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S.No	Particulars	Amount in Rs	Amount in Rs
1	Name of the Subsidiary	Kartik Solutions Private Limited	Ksolves LLC
2	Reporting period for the subsidiary concerned, (if different from holding company's reporting period)	FY2023-24	FY2023-24
3	Reporting currency and Exchange Rate as on the last date of relevant Financial Year in case of foreign subsidiaries.	INR	INR
4	Share Capital	1,00,000	38,310
5	Reserves and Surplus	14,97,891	19,13,457.31
6	Total Assets	16,07,891	19,51,767.31
7	Total Liabilities	10,000 (Without Share Capital)	00(Without Share Capital)
8	Investments	0	0
9	Turnover	00 (Revenue from operations) 11485.74(Other Income)	6450216.88(Revenue from operations)
10	Profit before Taxation	-2,59,618.88	-32300
11	Provision for Taxation	26,225.51 (including Deferred Tax of Rs.- 29043.29)	465244
12	Profit after Taxation	-285844.39	- 497544
13	Proposed Dividend	0	0
14	% of shareholding	99.99%	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations. Nil
- Names of subsidiaries which have been liquidated or sold during the year. Nil

Annexure-K

FORM NO. AOC.2

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

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

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

S.No	Particulars	Details
a)	Name(s) of the related party and nature of relationship	Nil
b)	Nature of contracts/arrangements/transactions	Nil
c)	Duration of the contracts/arrangements/transactions	Nil
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or Transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

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

S.No	Particulars	Details
a)	Name(s) of the related party and nature of Relationship	Ksolves LLC
b)	Nature of Relationship	Sister concern
b)	Nature of contracts/arrangements/transactions	Sale of Services
c)	Duration of the contracts/arrangements/transactions	NA
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
e)	Date(s) of approval by the Board, if any:	23 rd April, 2023
f)	Amount incurred during the year:	Total Value of Sale (in Ksolves India): 8,10,486.80/ -

Notes: The Company has received the disclosure of interest from all the Directors and Key Managerial Personnel (KMP) of the Company in the form MBP-1 as prescribed under the provisions of Section 184 of the Companies Act, 2013 read with rules made there under along with the list of their relatives as per Clause (77) of Section 2 of the Companies Act, 2013. The details of the transactions / contract / arrangements have been entered by or with any of the Directors / KMP of the Company and their relatives during the FY 2023-24 is mentioned above. Any shareholder interested in obtaining the details of the same may write to the Company Secretary at the registered office of the Company.

ANNEXURE-K

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of,
KSOLVES INDIA LIMITED

We have examined the compliance of the conditions of Corporate Governance by **KSOLVES INDIA LIMITED** ("the Company") for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

Place: Jaipur
Date: August 21, 2024

For MSV & Associates
Practicing Company Secretaries
FRN: P2018RJO71900
Peer Review Certificate No.: 1924/2022

Vivek Sharma
Managing Partner
FCS No. 10663 | COP No. 14773
UDIN – F010663F001011685

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

TO THE MEMBERS OF
KSOLVES INDIA LIMITED

Opinion

We have audited the accompanying Standalone Financial Statements of KSOLVES INDIA LIMITED ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), for the year ended on March 31, 2024, the Statement of Changes in Equity & the Statement Cash flow statement for the year ended on that date & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its Profit and total Comprehensive Income, changes in equity and its cash flows for the year ended on that date

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matter
1.	<p>Assessment of Trade Receivables: The company has trade receivables amounting to Rs. 1,599.36 Lakhs (i.e. 40.24% of total assets) at the Balance Sheet Date March 31, 2024.</p> <p>The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the company's customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Based on historical default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2024.</p> <p>For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.</p>
	<p>Auditor Response to key Audit Matter:</p>
	<p>Principal Audit Procedures: We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers. • Tested the Requirement for Provision for Expected Credit Loss on Trade Receivables. • Tested subsequent settlement of trade receivables after the balance sheet date on sample basis. <p>Conclusion:</p> <p>We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.</p>

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON.

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the Standalone Financial Statements and our Auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements to give a true and fair view of the financial position, financial performance, & cash flows of the Company in accordance with accounting standard & 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The board of directors are responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

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

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

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

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement 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 as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to the standalone financials statements.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to 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 explanation given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as at March 31, 2024 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2024.
- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- (v) a. 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.
- b. The Interim Dividend declared and Paid by the company during the year & until the date of this report is in compliance with Section 123 of the Act.
- c. The Board of Directors have not proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.

(vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421544BKFPJM1397
Place : Delhi
Date : 02.05.2024

ANNEXURE "A" TO THE AUDITOR'S REPORT

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 ('The Act')

We have audited the internal financial control over financial reporting of Ksolves India Limited ('the company') as of 31st March, 2024 in conjunction with our audit of the standalone financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421544BKFPJM1397
Place : Delhi
Date : 02.05.2024

ANNEXURE "B" TO THE AUDITOR'S REPORT

Referred to in Paragraph 2 Under "Report on Other Legal and Regulatory Requirements" of Our Report to the member of Ksolves India Limited of Even Date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- 1) In respect of the Company's Property, Plant and Equipment, right of use assets and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The company doesn't have any immovable property so that reporting under this clause is not applicable.
 - (d) The company has not revalued its Property, Plant & Equipment (including Right of use assets) or intangible assets during the year
 - (e) No proceeding have been initiated or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) a. The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
b. The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- 3) In our opinion the investments made by the company are prima facie, not prejudicial to the interest of the company. Further the company has not, provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, LLP or other parties covered in register maintained under section 189 of the companies act 2013. Hence the question of reporting such loans are not prejudicial to the company's interest or whether the receipt of the principal amount and interest are regular and whether reasonable steps for recovery of overdues of such loan are taken, does not arise.

- 4) 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 Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- 7)
 - a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities and no statutory dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable except as followings:
 - b. According to the information and explanation given to us, there are no dues of income tax, Goods & service tax & duty of customs outstanding on account of any dispute.
- 8) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 9)
 - a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

- 10) a. The Company has not raised moneys 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. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 11) a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub section (12) of section 143 of the companies act has been filed in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the central Government during the year and upto the date of this report..
- c. We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- 12) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- 14) a. In our opinion the company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 15) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16) a. In our opinion, the Company is not required to be registered under section 45-IA 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.
- 17) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 18) During the year under review, there has been no resignation of statutory auditors during the year.

- 19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- 21) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421544BKFPJM1397
Place : Delhi
Date : 02.05.2024

KSOLVES INDIA LIMITED
Standalone Balance Sheet

as at 31st March 2024

(Rs. in Lakhs)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	233.21	98.61
(b) Deferred Tax Asset	4	52.65	49.33
(c) Financial Assets			
(i) Investment	5	60.36	60.36
(ii) Other Financial Assets	6	49.02	43.81
Total Non Current Assets		395.24	252.11
(2) Current Assets			
(a) Financial Assets			
(i) Trade Receivables	7	1,599.36	1,508.39
(ii) Cash and Cash Equivalents	8	706.53	822.19
(iii) Other Bank Balance	8	60.64	3.38
(iv) Other Financial Assets	9	4.79	3.11
(b) Other Current Assets	10	1,207.89	824.74
Total Current Assets		3,579.21	3,161.81
Total Assets		3,974.45	3,413.92
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	11	1,185.60	1,185.60
(b) Other Equity	12	1,216.52	1,064.11
Total Equity		2,402.12	2,249.71
(2) Liabilities			
(A) Non-current liabilities			
(a) Borrowings		-	-
(b) Provisions	13	205.25	135.79
Total Non Current Liabilities		205.25	135.79
(B) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	14	-	-
Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		25.13	46.69
(iii) Other Financial Liabilities	15	16.84	14.67
(b) Provisions	16	1,183.65	842.06
(c) Other Current Liabilities	17	141.48	125.01
Total Current Liabilities		1,367.10	1,028.42
Total Equity and Liabilities		3,974.45	3,413.92
Significant Accounting Policies	1		

The accompanying Notes 1 to 39 form an integral part of these financial statements

As per our annexed Report of even date

For and on behalf of the Board of Directors

For AY & Company
Chartered Accountants
FRN 020829C

Deepali Verma
(Director)
DIN: 05329336

Ratan Kumar Srivastava
(Director)
DIN: 05329338

Arpit Gupta
Partner
M.No. 421544
UDIN: 24421544BKFPJM1397
Place: Delhi
Date: 02.05.2024

Umang Soni
CFO

Manisha Kide
Company Secretary

KSOLVES INDIA LIMITED
Standalone Statement of Profit and Loss
For the year ended 31st March, 2024

(Rs. in Lakhs)

	Particulars	Note	Year ended 31st March, 2024	Year ended 31st March, 2023
I	Revenue from Operations	18	10,807.34	7,711.65
	Net Revenue from operation		10,807.34	7,711.65
II	Other Income	19	33.74	62.18
III	Total Income (I+II)		10,841.08	7,773.83
IV	Expenses:			
	Employee Benefits Expense	20	4,590.94	3,439.22
	Depreciation & Amortisation Expense	21	83.73	40.18
	Other Expenses	22	1,577.08	995.13
	Total Expenses (IV)		6,251.75	4,474.52
V	Profit/(Loss) before Exceptional Items & Tax (III-IV)		4,589.33	3,299.31
VI	Exceptional Items		-	-
VII	Profit/(Loss) Before Tax (V-VI)		4,589.33	3,299.31
VIII	Tax Expense:			
	Current Tax		1,166.30	828.98
	Deferred Tax		0.09	-16.69
	Income Tax for Earlier Year		-	-
	Total Tax Expenses (VIII)		1,166.38	812.29
IX	Profit/(loss) for the year (VII-VIII)		3,422.95	2,487.03
X	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	- Remeasurement Gains/(Losses) on Defined Benefit Plans		-13.55	-36.16
	- Income tax on above		3.41	9.10
XI	Total Other Comprehensive Income for the year		-10.14	-27.06
XII	Total Comprehensive Income for the year (IX+XI)		3,412.81	2,459.97
XIII	Earnings per Equity Share: (Face value per Equity Share of ₹ 10 each)			
	Basic and Diluted (in ₹)	23	28.87	20.98
	Significant Accounting Policies	1		

The accompanying Notes 1 to 39 form an integral part of these financial statements

As per our annexed Report of even date

For AY & Company
Chartered Accountants
FRN 020829C

Arpit Gupta
Partner
M.No. 421544
UDIN: 24421544BKFPJM1397
Place: Delhi
Date: 02.05.2024

For and on behalf of the Board of Directors

Deepali Verma
(Director)
DIN: 05329336

Umang Soni
CFO

Ratan Kumar Srivastava
(Director)
DIN: 05329338

Manisha Kide
Company Secretary

KSOLVES INDIA LIMITED

Standalone Statement of Cashflows

For the year ended 31st March, 2024

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
A. Cash Flow from Operating Activities				
Profit before tax		4,589.33		3,299.31
Adjustments for:				
Remeasurement Gains/(Losses) on Defined Benefit Plans				
Depreciation & Amortisation expense	83.73		40.18	
Provision for Gratuity	60.00		39.41	
Investment Income	(33.73)		(62.17)	
		109.99		17.42
Operating profit before working capital changes		4,699.32		3,316.73
Adjustments for				
Trade receivables	(90.98)		(614.80)	
Other Financial Assets and Other Current Assets	(442.10)		(246.51)	
Trade Payables	(21.56)		(7.51)	
Other Financial Liabilities	2.18		0.43	
Other Current Liabilities/Other Financial Liabilities	16.47		75.30	
		(535.97)		(793.09)
Cash from Operating Activities		4,163.35		2,523.65
Income Tax Paid		(828.80)		(490.59)
Net Cash from Operating Activities (A)		3,334.55		2,033.06
B. Cash Flow from Investing Activities				
Purchase of property, plant and equipment	(218.33)		(78.78)	
Other Financial Assets (Non Current)	(5.21)		(26.79)	
Investment Income	33.73		62.17	
Non-Current Investment	-			
Net Cash Flow from Investing Activities(B)		(189.81)		(43.40)
C. Cash Flow from Financing Activities				
Proceeds from long term borrowings	-		-	
Proceeds from short term borrowings	-		-	
Payment of Interim Dividend	(3,260.40)		(1,837.68)	
Finance Cost	-		-	
Net cash used in Financing Activities (C)		(3,260.40)		(1,837.68)
Net increase in cash and cash equivalents(A+B+C)		(115.67)		151.99
Cash and cash equivalents at the beginning of the year		822.19		670.20
Cash and cash equivalents at the close of the year		706.53		822.19

Cash and Cash Equivalent includes:-

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash in hand	0.62	0.00
Balance with Banks - Current Accounts	123.52	170.84
Balance with Banks - Deposit Accounts	544.00	638.05
Credit Card Amount	38.40	13.26
Balance with Imprest	-	0.04
Total	706.53	822.19

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

As per our annexed Report of even date

For and on behalf of the Board of Directors

 For AY & Company
 Chartered Accountants
 FRN 020829C

 Deepali Verma
 (Director)
 DIN: 05329336

 Ratan Kumar Srivastava
 (Director)
 DIN: 05329338

 Arpit Gupta
 Partner
 M.No. 421544
 UDIN: 24421544BKFPJM1397
 Place: Delhi
 Date: 02.05.2024

 Umang Soni
 CFO

 Manisha Kide
 Company Secretary

KSOLVES INDIA LIMITED

Notes to the Standalone Financial Statements as at and for the year ended 31st March, 2024

1. Company Overview and Accounting Policies

1.01. Company Overview

Ksolves India Limited (the "Company") is a Company incorporated on 17 July 2014, under the Companies Act, 2013 with the Registrar of Companies, Delhi bearing Registration No. 269020 and limited by shares (CIN: L72900DL2014PLC269020). Its authorized share capital is Rs. 12,00,00,000 and its paid up capital is Rs. 11,85,60,000. It is involved in Other computer related activities [for example maintenance of websites of other firms/ creation of multimedia presentations for other firms etc.]. The address of the Company's registered office is 317/276, Second floor, Lane no.3, Mehrauli Road, Saidulajab, Saket, New Delhi South Delhi DL 110030 IN.

The Company has its primary listings on the Bombay Stock Exchange Ltd and National Stock Exchange of India Limited.

The Standalone financial statements are approved for issue by the Company's Board of Directors on May 02, 2024

1.02. Basis of Preparation of Financial Statements

Statement of compliance and basis of preparation and presentation

These financial statements are prepared on going concern basis following accrual basis of accounting and comply with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent notified and applicable).

Basis of preparation

"These Standalone financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

a. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2. Accounting estimates could change from period to period. Actual results could differ from those estimates. 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 the notes to the financial statements.

b. Classification of Assets and Liabilities as Current and Non-Current

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

An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

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

c. Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

1.03 Revenue recognition

"The Company derives revenues primarily from IT services comprising software development and related services, cloud and infrastructure services, maintenance, consulting and package implementation, licensing of software products and platforms across the Company's core and digital offerings (together called as "software related services"). Contracts with customers are either on a time-and-material, unit of work, fixed price or on a fixed-timeframe basis.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing, by the parties to the contract, the parties have committed to perform their obligations under the contract and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ('performance obligations') to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ('transaction price'). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved."

"The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. The Company allocates the transaction price to each distinct performance obligation based on the relative standalone selling price. The price that is regularly charged for an item, when sold separately, is the best evidence of its standalone selling price. In the absence of such evidence, the primary method used to estimate standalone selling price is the expected cost plus a margin, under which the Company estimates the cost of satisfying the performance obligation and then adds an appropriate margin based on similar services.

The Company's contracts may include variable consideration including rebates, volume discounts and penalties. The Company includes variable consideration as part of transaction price when there is a basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved."

"The billing schedules agreed with customers include periodic performance-based billing and / or milestone-based progress billings. Revenues in excess of billing are classified as unbilled revenues, while billing in excess of revenues is classified as contract liabilities (which we refer to as ""unearned revenues""). In arrangements for software development and related services and maintenance services, the revenue recognition criteria for each distinct performance obligation is applied and the arrangements with customers generally meet this criteria for considering software development and related service as distinct performance obligations. For allocating the transaction price, the Company measures the revenue in respect of each performance obligation of a contract at its relative standalone selling price.

The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Company is unable to determine the standalone selling price, the Company uses the expected cost plus margin approach in estimating the standalone selling price. 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 presents revenues net of indirect taxes in its Statement of Profit and Loss.

1.04 Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

1.05 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The charge in respect of periodic depreciation is derived at after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Company depreciates property, plant and equipment over their estimated useful lives using the straightline method. The estimated useful lives of assets are as follows:

Asset Name	Useful Life (In Years)
Furniture & Fixtures	10
Laptop	3
CCTV	8
Mobile	3
Office Appliance	8
Office Equipment	8

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The useful 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. The cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

1.06 Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.07 Income tax

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

1.08 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks, cash in hand and short-term deposits with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.

1.09 Financial assets and financial liabilities

Financial assets and financial liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. 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 of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realized or settled within operating cycle of the company, otherwise they are classified as non-current. The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Financial Assets measured at amortized cost

Financial Assets held within a business 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 are measured at amortized cost using effective interest rate.

The above Financial Assets subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is 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. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or 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.

(v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

Derecognition of financial 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 derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of Financial Instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

Impairment

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

1.10 Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

i. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the company pays a fixed contribution and will have no further obligation.

ii. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

1.11 Provisions and contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence 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. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

1.12 Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

1.13 Other income

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend income is recognized in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

1.14 Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

1.15 Equity share capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

1.16 Earnings per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

1.17 Statement of Cash Flows

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows' for operating activities.

1.18 Segment Reporting

Operating Segments are identified and reported taking into account the different risk and return, organisation structure and internal reporting system.

1.19 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

"All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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 —Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 —Valuation techniques for which the lowest level input that is significant 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 categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value only and applicable fair value disclosures, to the extent required and applicable, are given elsewhere in the notes.

2. Use of Estimates and Judgements

The preparation of the Standalone financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the 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 the notes to the Standalone financial statements.

2.1 Critical Accounting Estimates and Judgements

The key judgments, made by the management, in applying the Company's accounting policies having an effect on these financial statements are around the amount of provisions and contingencies that have been recognized in accordance with Ind AS 37-'Provisions, Contingent Liabilities and Contingent Assets' as the evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss.

Key source of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Useful lives of property, plant and equipment

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry, and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

Recoverable amount of property, plant and equipment

The recoverable amount of property plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and expected future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

Post-retirement benefit plans

Employee benefit obligation (gratuity) are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

KSOLVES INDIA LIMITED

Notes Forming Part of Standalone Financial Statements

3 Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	Furniture & Fixtures	Laptop	CCTV	Mobile	Office Appliance	Office Equipment	Total
Gross Carrying Value							
Balance at April 1, 2022	17.02	119.53	1.30	6.68	1.21	0.25	146.00
Additions	2.60	72.58	0.00	3.60	0.00	0.00	78.78
Deductions/ disposals	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-
Reclassification of assets from investment property	-	-	-	-	-	-	-
Balance at March 31, 2023 (A)	19.62	192.11	1.30	10.28	1.21	0.25	224.78
Balance at April 1, 2023	19.62	192.11	1.30	10.28	1.21	0.25	224.78
Additions	0.00	209.76	0.00	8.58	0.00	0.00	218.33
Deductions/ disposals	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-
Reclassification of assets to investment property	-	-	-	-	-	-	-
Balance at March 31, 2024 (B)	19.62	401.87	1.30	18.85	1.21	0.25	443.11
Accumulated Depreciation							
Balance at April 1, 2022	7.39	73.25	0.60	4.07	0.58	0.09	85.99
Depreciation for the year	1.83	36.27	0.16	1.73	0.15	0.03	40.18
Impairment Allowance	-	-	-	-	-	-	-
Deductions/ disposals	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-
Balance at March 31, 2023 (C)	9.22	109.53	0.77	5.80	0.74	0.12	126.17
Balance at April 1, 2023	9.22	109.53	0.77	5.80	0.74	0.12	126.17
Depreciation for the year	1.96	78.33	0.16	3.09	0.15	0.03	83.73
Impairment Allowance	-	-	-	-	-	-	-
Deductions/ disposals	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-
Balance at March 31, 2024 (D)	11.18	187.86	0.93	8.89	0.89	0.15	209.90
Net Carrying Value							
Balance at March 31, 2024 (B-D)	8.44	214.01	0.37	9.96	0.33	0.10	233.21
Balance at March 31, 2023 (A-C)	10.40	82.59	0.54	4.47	0.48	0.13	98.61

KSOLVES INDIA LIMITED

Notes Forming Part of Standalone Financial Statements

4 Deferred Tax Assets (Net)

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred Tax Assets, on account of (Fixed assets, gratuity & IPO expenses)	52.65	49.33
Deferred Tax Liabilities	-	-
Net Deferred Tax Assets	52.65	49.33

5 Non current financial assets - Investment

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Investment in Wholly Owned Subsidiaries (Carried at Cost)		
Investment in Ksolves LLC	7.86	7.86
Investment in Shares of Kartik Solutions Pvt. Ltd. (10,000 equity shares of ₹10 each, fully paid up)	52.50	52.50
Total	60.36	60.36

6 Other Financial Assets - Non Current

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
NDSL Security Deposit	0.10	0.10
Security Deposit (Installation)	0.05	0.05
Security Deposit NSE	0.25	0.25
Security Deposit with CDSL	0.10	0.10
Other Security Deposits	48.52	43.31
Total	49.02	43.81

7 Current Financial Assets: Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Trade receivable considered good – Unsecured	1,599.36	1,508.39
Less : Allowance for doubtful trade receivables	0.00	0.00
	1,599.36	1,508.39
Total Receivables	1,599.36	1,508.39

The trade receivables ageing schedule for the year ended March 31, 2024 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	-	1,599.36	-	-	-	-	1,599.36
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

The trade receivables ageing schedule for the year ended March 31, 2023 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	-	1,508.39	-	-	-	-	1,508.39
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

8 Cash & Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash and Cash Equivalents		
Cash in Hand	0.62	0.00
Balance with Banks - Current Accounts	123.52	170.84
Balance with Banks - Deposit Accounts	544.00	638.05
Credit Card Amount	38.40	13.26
Balance with Imprest	0.00	0.04
	706.53	822.19
Bank Balances other than Cash and Cash Equivalents		
Fixed Deposit with Banks	3.26	3.09
Unclaimed Dividend Account	57.38	0.29
Total	60.64	3.38

9 Other Financial Assets - Current

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest Accrued but not received on Bank Fixed Deposits	0.66	2.71
Advance to Employee/Advance Salary	3.69	0.40
Other Advances	0.45	-
Total	4.79	3.11

10 Other Current Assets

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Advance Tax	930.00	598.00
TDS Receivable	184.32	164.96
Prepaid Expense	80.07	48.65
GST Input/Refundable	13.50	13.13
Total	1,207.89	824.74

11 Equity Share Capital

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Authorised (1,20,00,000 Equity shares of ₹ 10/- each as at 31st March 2024; (1,20,00,000 Equity shares of ₹ 10/- each as at 31st March 2023;	1,200.00	1,200.00
Issued, Subscribed and Fully Paid Up (1,18,56,000 Equity shares of ₹ 10/- each as at 31st March 2024; (1,18,56,000 Equity shares of ₹ 10/- each as at 31st March 2023;	1,185.60	1,185.60
Total	1,185.60	1,185.60

a) The reconciliation of the Number of Equity Shares Outstanding:

(Shares in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year (A series)	118.56	118.56
Add: Shares Issued during the year by way of Right Issue	0.00	0.00
Add: Shares Issued during the year by way of Bonus Issue	0.00	0.00
Add: Shares Issued during the year by way of IPO	0.00	0.00
Less: Shares bought back during the year	0.00	0.00
Shares outstanding at the end of the year	118.56	118.56

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to one vote per equity share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

c) Details of Shareholders holding more than 5% shares in the Company:

(Rs. in Lakhs)

Name of Shareholder	Equity Shares			
	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Deepali Verma	32,16,400	31.82%	35,55,200	29.99%
Ratan Kumar Srivastava	37,72,000	27.13%	38,42,400	32.41%
Sachin Balkrishna Ramdasi	6,25,700	5.28%	6,28,800	5.30%
Total	76,14,100	64.23%	80,26,400	67.70%

d) The Company does not have any holding/ultimate holding company.

e) Shares held by promoters and change in shareholding of promoters

Particulars	As at March 31, 2024		% Change during the year	As at March 31, 2023		% Change during the year
	Number of Shares	% of shares held		Number of Shares	% of shares held	
Deepali Verma	32,16,400.00	31.82%	-9.53%	35,55,200.00	29.99%	6.10%
Ratan Kumar Srivastava	37,72,000.00	27.13%	-1.83%	38,42,400.00	32.41%	(16.29)%

12 Other Equity

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Securities Premium	-	-
Retained Earnings	1,216.53	1,064.12
Total	1,216.53	1,064.12

Nature, Purpose and Movement of Each Reserve

(i) Securities Premium

(Amount in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	-	-
Add: Transfer during the year	-	-
Less: Utilization for Issue of Bonus shares	-	-
Add: DTA on Deferred Tax Expenditure	-	-
At the end of the year	-	-

(ii) Retained Earnings

Retained earnings are the profits that Company has earned till date, less dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans (net of taxes) that will not be reclassified to Profit and Loss. Retained earnings is a free reserve available to the Company.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Retained Earnings At the beginning of the year	1,064.12	441.82
Add : Profit/(Loss) for the year	3,422.95	2,487.03
Less: Other Comprehensive Income	(10.14)	(27.06)
Less: Dividend Paid	(3,260.40)	(1,837.68)
Retained Earnings At the end of the year	1,216.53	1,064.12

13 Non Current Liabilities: Provisions

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits:		
Gratuity	205.25	135.79
Total	205.25	135.79

14 Current Financial Liabilities: Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Payable to:		
Micro and Small Enterprises	0.00	0.00
Other than Micro and Small Enterprises	25.13	46.69
Total	25.13	46.69

The trade payables ageing schedule for the years ended as on March 31, 2024 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Outstanding dues to MSME		-	-	-	-	-
Other		25.13	-	-	-	25.13
Total Trade Payables		25.13	-	-	-	25.13

The trade payables ageing schedule for the years ended as on March 31, 2023 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Outstanding dues to MSME		-	-	-	-	-
Other		46.69	-	-	-	46.69
Total Trade Payables		46.69	-	-	-	46.69

15 Other Current Financial Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Auditor Remuneration Payable		
Statutory Auditors	2.50	2.00
Internal Auditors	1.80	0.80
Unclaimed Dividend Payable	-	0.32
Salary Payable	9.65	10.65
Expenses Payable	2.89	0.91
Total	16.84	14.67

16 Short Term Provisions

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Gratuity	17.17	13.08
Income Tax Provision	1,166.48	828.98
Total	1,183.65	842.06

17 Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
PF & ESIC Contribution Payable	39.05	28.67
TDS Payable	99.45	81.39
IGST Payable	-	14.29
Provision for Warranty	0.48	0.48
Equalization Levy Payable	0.07	0.04
Profession Tax Payable	2.43	0.14
Total	141.48	125.01

KSOLVES INDIA LIMITED

Notes Forming Part of Standalone Financial Statements

18 Revenue From Operations

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Sale of services	10,807.34	7,711.65
Total	10,807.34	7,711.65

Disaggregation of revenue

Revenue based on Geography

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Domestic	2,066.76	1,798.60
Export	8,740.58	5,913.05
Revenue from operations	10,807.34	7,711.65

19 Other Income

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest Income		
- On Fixed Deposits	33.74	19.17
Dividend Income	0.00	43.00
Misc. Income	0.00	0.01
Total	33.74	62.18

20 Employee Benefit Expense

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Salaries and Wages	4,172.60	2,996.42
Contributions to -		
-Admin Charges(PF)	11.47	8.82
-Leave Encashment Expenses	15.50	9.07
-Employer PF Contribution	204.61	150.71
-Bonus to Employees	91.68	152.29
-ESIC Expense	0.00	0.13
Staff Welfare Expense	26.16	75.33
Gratuity	68.92	46.45
Total	4,590.94	3,439.22

21 Depreciation & Amortisation Expense

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Depreciation on Property, Plant & Equipment	83.73	40.18
Total	83.73	40.18

21 Other Expenses

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Advertisement Expense	37.38	11.85
Auditor's Remuneration	16.26	13.25
Secreterial Audit Fees	0.75	0.75
Bank Charges	5.19	0.58
Business Development Expenses	20.31	15.82
Computer Accessories & Maintenance Expense	10.13	12.70
Conveyance Expense	0.15	0.20
Certification Charges	14.46	13.97
Director Sitting Fees	8.00	5.25
Electricity Expense	19.30	5.25
Exchange Fluctuation & conversion charges	35.89	17.28
Equalization Levy	0.53	0.92
Insurance Expenses	8.28	0.04
Interest & Fine	5.31	2.81
Internet Expense	40.62	18.79
Miscellaneous Expense	2.21	10.53
Office Expense	46.63	55.38
Postage & Courier Expenses	10.04	5.31
Printing & Stationery Expenses	0.60	2.30
Legal & Professional Expense	0.33	0.27
Professional & Consultancy Fees	721.64	516.74
Online Access Subscription Expenses	132.95	79.89
Office Rent Expense	211.07	68.58
Repair & Maintenance	1.02	6.13
Server & Website Expense	28.17	29.38
Stock Exchange Fees	15.66	14.18
ROC Fee & Registration Fee	0.74	0.54
Telephone Expense	6.50	2.85
Software Development & Subscription	19.27	30.44
Bad Debts	36.50	0.12
Expenses incurred towards Corporate Social Responsibility	42.48	21.10
Travelling Expenses	78.71	31.94
Total	1,577.08	995.13

(a) Payment To Auditors includes:-

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Statutory Audit Fees	8.50	6.50
Internal Audit fees	6.26	5.25
Tax Audit Fees	1.50	1.50
Total	16.26	13.25

23 Earning Per Share

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Net Profit after tax available for equity shareholders (a)	3,422.95	2,487.03
Weighted Average number of equity shares (b)	118.56	118.56
Basic & Diluted Earning per share (a/b)	28.87	20.98
Nominal Value per share (Rs.)	10.00	10.00

KSOLVES INDIA LIMITED

Notes Forming Part of Standalone Financial Statements

24 Income Taxes

(a) Income Tax Expense

(i) Income Tax recognized in the statement of profit and loss account

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Current Tax Expense		
Current Income Tax	1,166.30	828.98
Adjustment for earlier year	-	-
Total current tax expenses	1,166.30	828.98
Deferred Tax		
Deferred Tax expenses	0.09	(16.69)
Total deferred tax expenses	0.09	(16.69)
Total Income Tax Expenses	1,166.39	812.29

(ii) Income Tax recognized in other comprehensive income (OCI)

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Deferred Tax Expenses		
Actuarial gain/(loss) on defined benefit plans	3.41	9.10
Total Deferred Tax expenses	3.41	9.10

(iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit before tax	4,589.33	3,299.31
Applicable Tax Rate	25.17%	25.17%
	1,155.04	830.37
Adjustments for:		
Gratuity Disallowed	17.35	11.69
IPO Expenses Allowed Under Income Tax	1.36	1.36
Previous year tax liability	0.00	0.00
Other Adjustment	(4.73)	(14.44)
Tax as per Statement of Profit & Loss	1,166.30	828.98

(b) Movement in Deferred Tax balances

(Rs. in Lakhs)

31st March 2024

Particulars	As at 1st April 2023	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2024
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	0.05	(1.44)	-	(1.39)
Expenses deductible on payment basis	53.51	1.35	3.41	58.27
Other adjustments	(4.23)	-	-	(4.23)
Total	49.33	(0.09)	3.41	52.65

31st March 2023

(Rs. in Lakhs)

Particulars	As at 1st April 2022	Recognised in Profit or Loss	Recognised in OCI/Retained	As at 31st March 2023
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	1.02	(0.97)	-	0.05
Expenses deductible on payment basis	26.75	17.66	9.10	53.51
Other adjustments	(4.23)	-	-	(4.23)
Total	23.54	16.69	9.10	49.33

The Company has exercised the option of availing lower tax rate of 25.17% (inclusive of surcharge and cess) under section 115BBA of The Income Tax Act, 1961 introduced by The Taxation Laws (Amendment) ordinance, 2019 effective from 01st April, 2019.

25 Disclosure of Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Average Net Profits of the Company for three immediate Preceding financial years (A)	1,596.06	1,053.93
Gross amount required to be spent by the company during the year i.e. 2% of (A)	31.92	21.08
Amount spent during the year on :		
Food distribution i.e., mid day meal	9.81	7.83
Projection Education for enhancing vocation skills among the children and other people	0.00	5.95
Cloth distribution	0.00	0.55
Promoting day care centres for orphans	2.81	2.13
Facilities for poor senior citizens	4.05	1.10
Focusing on Women Empowerment and Skills	5.50	0.15
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects and Supplies participants of Educational Assistance Program and Alternative Learning System for street children	14.70	3.59
Promoting Healthcare including preventive healthcare	5.61	0.00
Distribution of green four, Animal Fodder etc. to Gauthala	0.00	0.34
Total	42.48	21.63

26 Employee Benefits

a) Defined Contribution plan

The Company has defined contribution plan for its employees' retirement benefits comprising Provident Fund & Family Pension Fund. The contribution of Rs. 204.61 Lakhs (Pr. Yr. Es. 150.71 Lakhs) towards provident fund are charged to Profit & loss account. The contributions payable to the plan by the company are at a rate specified in rules to the schemes of GOI.

b) Defined benefit plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
(i) Change in defined benefit obligation		
Present value of the obligation at the beginning of the period	148.87	73.30
Interest Cost	11.17	4.58
Current service cost	57.75	41.87
Past service cost	-	-
Benefits paid	(8.92)	(7.04)
Actuarial (gains)/losses	13.55	36.16
Present value of the obligation at the end of the period	222.41	148.87
(ii) Net Liability/(Asset) recognized in the Balance Sheet		
Present value of the obligation at the end of the period	222.41	148.87
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	222.41	148.87
Funded Status - Surplus/ (Deficit)	(222.41)	(148.87)
Non- Current	205.25	135.79
Current	17.17	13.08
(iii) Expenses recognized in Statement of Profit or Loss		
Interest Costs	11.17	4.58
Past Service cost	-	-
Current service cost	57.75	41.87
Expected return on plan asset	-	-
Total Expense recognised in statement of profit or loss	68.92	46.45
(iv) Remeasurements recognized in other comprehensive income(OCI)		
Cumulative unrecognized actuarial (gain)/loss opening. B/F	52.96	16.80
Actuarial (gain)/loss - obligation	13.55	36.16
Actuarial (gain)/loss - plan assets	-	-
Total Actuarial (gain)/loss	13.55	36.16
Cumulative total actuarial (gain)/loss. C/F	66.50	52.96

Maturity Profile of Defined Benefit Obligation	(Rs. in Lakhs)
01 Apr 2024 to 31 Mar 2025	17.17
01 Apr 2025 to 31 Mar 2026	2.86
01 Apr 2026 to 31 Mar 2027	3.18
01 Apr 2027 to 31 Mar 2028	3.20
01 Apr 2028 to 31 Mar 2029	0.13
01 Apr 2029 Onwards	192.89

Sensitivity Analysis for significant assumptions*	Amount in Rs
Increase/(Decrease) on present value of defined benefits obligation at the end of	
1% increase in salary escalation rate	2,33,90,630.00
1% decrease in salary escalation rate	2,11,78,410.00
1% increase in Attrition rate	2,18,45,858.00
1% decrease in Attrition rate	2,26,60,246.00
1% increase in discount rate	2,11,62,332.00
1% decrease in discount rate	2,34,33,069.00

Acturial Assumptions	As at 31st March 2024	As at 31st March 2023
Discount rate (p.a)	7.50%	6.25%
Salary Escalation Rate (p.a.)	10.00%	10.00%
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal Rate (p.a.)	20.00%	20.00%

*These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow :

- a. **Changes in Discount rate** - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- b. **Salary increase risk** - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- c. **Life expectancy** - Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- d. **Withdrawals** - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

27 Related Parties

The company has identified all the related parties as per details given below:

A. List of Related Parties :

a) Key Management Personnel :

Mr. Ratan Kumar Srivastava	Chairman Cum Director
Mrs. Deepali Verma	Whole time Director
Mr. Umang Soni	Chief Financial Officer
Ms. Manisha Kide	Company Secretary & Compliance Officer
Ms. Sushma Samarth	Non-Executive Independent Director
Ms. Varsha Choudhry	Non-Executive Independent Director
Mr. Varun Sharma	Non-Executive Independent Director
Mr. Vineet Krishna	Non-Executive Independent Director

b) Wholly owned subsidiaries :

Kartik Solutions Private Limited	100% Subsidiary incorporated in India
Ksolves LLC	100% Subsidiary incorporated in USA

(B) Transaction carried out with related parties referred above, in ordinary course of business:

(Rs. in Lakhs)

Nature of Transaction	As at 31st March 2024	As at 31st March 2023
A. Revenue		
Sale of services		
Wholly owned subsidiary		
- Ksolves LLC	8.10	80.13
B. Key Managerial Personnel		
Director Sitting Fees	4.00	4.90
Umang Soni (Chief Financial Officer)	18.58	13.28
Manish Kide (Company Secretary & Compliance Officer)	16.72	13.84

28 Contingent Liabilities

(Rs. in Lakhs)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
A. Claims against the company not acknowledged as debt		NA	NA
B. Bank Guarantee Issued			
In the form of Earnest Money Deposit & others		NA	NA
In the form of performance		NA	NA
		NA	NA

29 Operating Segments

A. The Company operates mainly in one segment i.e. the business of software development services, which constitutes a primary segment. The secondary segment is geographical, information related to which is given as under:

B. Geographical Information

The Company operates in geographical areas - India (country of domicile) and others (outside India).

(Rs. in Lakhs)

Particulars	Revenue from Customers	
	Year ended 31st March 2024	Year ended 31st March 2023
Within India	2,066.76	1,798.60
Outside India	8,740.58	5,913.05
Total	10,807.34	7,711.65

30 Financial Risk Management

Risk management framework

The Company's activities are exposed to a variety of financial risks. The key financial risks includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed with the Company's policies and risk objectives. The Board of Directors reviews and agree to policies for managing each of these risks which are summarized as below:

(i) Credit risk management

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹1,599.36 and ₹1,508.39 Lakhs as at March 31, 2024 and March 31, 2023 respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue from customers majorly located in US. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customers to which the Company grants credit terms in the normal course of business. The Company uses the expected credit loss model to assess any required allowances; and uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues. This matrix takes into account credit reports and other related credit information to the extent available.

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there is no single customer contributing more than 10% of outstanding trade receivables and unbilled revenues.

Provision for Expected Credit or Loss

- i. Financial assets for which loss allowance is measured using 12 month expected credit losses.
The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.
- ii. Financial assets for which loss allowance is measured using life time expected credit losses.
The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

Carrying amount of maximum credit risk as on reporting date

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss		
Trade Receivables	1,599.36	1,508.39
Total	1,599.36	1,508.39

Movement of Allowance for expected credit losses

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Opening balance	-	-
Allowance created during the year	-	-
Amount written off	-	-
Closing Balance	-	-

Ageing of trade receivables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Less than 6 months	1,599.36	1,508.39
6 to 12 months	-	-
More than 1 year	-	-
Total	1,599.36	1,508.39

Financial instruments and bank deposits

Cash and cash equivalents and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

(ii) Liquidity Risk Management

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. in Lakhs)

Particulars	On Demand	0-1 year	1-5 years	More than 5 years	Total
As at 31st March 2024					
Trade Payables	-	25.13	-	-	25.13
Other Financial Liabilities	-	16.84	-	-	16.84
Total	-	41.97	-	-	41.97
As at 31st March 2023					
Trade Payables	-	46.69	-	-	46.69
Other Financial Liabilities	-	14.67	-	-	14.67
Total	-	61.35	-	-	61.35

(iii) Market Risk Management

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments.

Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) 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 rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by maximising the use of fixed rate instruments.

b) Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating and financing activities (when revenue or expense and borrowing is denominated in foreign currency). The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

(Rs. in Lakhs)

Outstanding Foreign currency exposure	Currency	As at 31st March 2024	As at 31st March 2023
(a) Net Financial Asset	USD	0.77	1.11
	EUR	0.32	0.21
	AED	13.62	0.95
(b) Net Financial Liabilities	-	-	-
Total (a-b)		14.71	2.27

(Foreign currency risk sensitivity)

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO and AED, with all other variables held constant. The impact on the Company profit before tax and equity is due to changes in the fair value of monetary assets and liabilities. Foreign currency exposures recognised by the Company that have not been hedged by a derivative instrument or otherwise are as under:

5% increase or decrease in foreign exchnages rates will have the following impact on profit before tax:

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Foreign Currency - USD	0.77	1.11
Indian Rupees	17.51	104.46
5% movement in USD		
Impact on P&L (Strengthening)	0.88	5.22
Impact on P&L (Weakening)	0.88	5.22
Foreign Currency - EURO	0.32	0.21
Indian Rupees	32.32	32.38
5% movement in EURO		
Impact on P&L (Strengthening)	1.62	1.62
Impact on P&L (Weakening)	1.62	1.62
Foreign Currency - AED	13.62	0.95
Indian Rupees	1,128.01	21.25
5% movement in AED		
Impact on P&L (Strengthening)	56.40	1.06
Impact on P&L (Weakening)	56.40	1.06

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting period and the current reporting period.

31 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital & Borrowings. The primary objective of Company's Capital Management is to maximize shareholder's value and to maintain an appropriate capital structure of debt and equity. The company manages it's capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages it's capital using Debt to Equity Ratio which is Net Debt/Total Equity. Net Debt is total borrowing (Non-current and current) less cash and cash equivalent.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Borrowings	-	-
Less: Cash and Cash Equivalents	706.53	822.19
Net Debt (a)	(706.53)	(822.19)
Total Equity (b)	2,402.12	2,249.71
Net Debt to Equity Ratio (a/b)	(0.29)	(0.37)

32 Fair Value Measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

Financial Instruments by category

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Financial Assets at amortised cost		
Investment	60.36	60.36
Cash and cash equivalents (incl. other bank balance)	767.17	825.57
Trade receivables	1,599.36	1,508.39
Other Financial Assets	53.81	46.92
Total Financial Assets	2,480.71	2,441.24
Financial Liabilities at amortised cost		
Trade Payables	25.13	46.69
Other Financial Liabilities	16.84	14.67
Total Financial Liabilities	41.97	61.35

The carrying value of the financial assets & liabilities are equivalent to fair value due to the nature of the instruments.

33 Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts of all the financial instruments mentioned in the table above are considered to be the same as their fair values due to the short term maturities or payable/receivable on demand and are classified as Level 3 in the fair value hierarchy. There have been no transfers between Level 1, Level 2 and Level 3 during the period.

Other Information in terms of the amendment in schedule III of the companies Act vide notification dated 24th March, 2021

- a. The Company does not have any Benami Property, and no proceeding has been initiated or pending against the Company for holding any Benami Property.
- b. The Company does not have any transactions with companies which are struck off.
- c. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- d. The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- e. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - ii. Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries
- f. The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - ii. Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.
- g. The Company has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- h. The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.
- i. The company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.
- j. There is no change in opening balance of other equity due to change in any accounting policy and prior period errors.

34 Events occurring after the Balance Sheet Date

There are no material events occurred after the Balance sheet Date

35 Code on social security

The Code on Social Security, 2020 ('code') relating to employee benefits, during employment and post-employment, received Presidential assent on September 28, 2020. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders. The Company will assess the impact on its financial statements in the period in which the related rules to determine the financial impact are notified and the Code becomes effective.

36 Details of dues to Micro and Small Enterprises as per MSMED Act 2006

Particulars	31-Mar-24 (Rs. in lakhs)	31-Mar-23 (Rs. in lakhs)
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
i) Principal amount due to micro and small enterprise	-	-
ii) Interest due on above	-	-
iii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Ad 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) 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 the MSMED Act 2006.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as 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.	-	-

37 Ratio Analysis and its elements

Sl. No.	Ratio	Numerator	Denominator		31-Mar-2024	31-Mar-2023	% variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Times	2.62	3.07	-14.84%	Not required
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	Times	NA	NA	NA	Not required
3	Debt Service Coverage Ratio	PAT+Depreciation / Amortisation +Interest on term loan	Principal repayments of Current Maturity of Long term borrowings+ Interest on Term Loan	Times	NA	NA	NA	Not required
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	% age	147.17%	128.29%	14.71%	Not required
5	Inventory Turnover	Net Sales	Average Inventory	Times	NA	NA	NA	Not required
6	Trade receivables Turnover	Net Sales	Average trade receivables	Times	6.96	6.42	8.32%	Not required
7	Trade payables Turnover	Net Purchases	Average Trade payables	Times	43.92	20.61	113.10%	Increased cash accruals and effective management of debts and cash flow has resulted into increased trade payable turnover
8	Net Capital Turnover	Net Sales	Working Capital	Times	4.89	3.61	35.16%	Increased sales with same level of working capital this ratio has increased significantly!
9	Net Profit ratio	Net Profit after tax	Net Sales	% age	31.67%	32.25%	-1.79%	Not required
10	Return on Capital Employed	EBIT	Capital employed (Tangible Networth+ Total Debt)	% age	191.05%	146.65%	30.27%	This Ratio is increased due to increase in profit significantly with no addition in capital employed
11	Return on Investments	Total Return	Cost of Investment	% age	NA	NA	NA	Not required

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

TO THE MEMBERS OF
KSOLVES INDIA LIMITED

Opinion

We have audited the accompanying consolidated financial statements of **KSOLVES INDIA LIMITED** ("the Company"), and its subsidiaries i.e. Kartik Solution Private Limited & Ksolves LLC (Incorporated in USA) (the 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) for the year ended on March 31, 2024, the Statement of Changes in Equity, the Consolidated Cash flow statement for the period ended & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") & other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its Profit/(loss) & 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 Consolidated Financial Statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. .

We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matter
1.	<p>Assessment of Trade Receivables: The company has trade receivables amounting to Rs. 1,605.35 Lakhs (i.e. 40.58% of total assets) at the Balance Sheet Date March 31, 2024.</p> <p>The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the company's customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Based on historical default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2024.</p> <p>For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.</p>
	<p>Auditor Response to key Audit Matter:</p>
	<p>Principal Audit Procedures: We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers. • Tested the Requirement for Provision for Expected Credit Loss on Trade Receivables. • Tested subsequent settlement of trade receivables after the balance sheet date on sample basis. <p>Conclusion:</p> <p>We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.</p>

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON.

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the Consolidated Financial Statements and our Auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these consolidated financial statements to give a true and fair view of the financial position, financial performance, & cash flows of the Group in accordance with accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 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 of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective board of directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

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

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

- identify and assess the risks of material misstatements of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies 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 going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 company 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 within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company & its subsidiaries so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Consolidated financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors and the report of statutory auditor of subsidiary company incorporated in India, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act;

- f. With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to 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 explanation given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements.
 - ii. The Company has made provision, as at March 31, 2024 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2024.

(iv) a) The respective management of the companies & its subsidiaries incorporated in India whose financial statements are audited under the Act, have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or subsidiary to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective management of the companies & its subsidiaries incorporated in India whose financial statements are audited under the Act, has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- v. a. 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.
 - b. The Interim Dividend declared and Paid by the company during the year & until the date of this report is in compliance with Section 123 of the Act.
 - c. The Board of Directors have not proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- vii. 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 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

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421544BKFPJP6251
Place : Delhi
Date : 02.05.2024

ANNEXURE “A” TO THE AUDITOR’S REPORT

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 (‘The Act’)

We have audited the internal financial control over financial reporting of Ksolves India Limited (‘the company’) & its subsidiaries as of 31st March, 2024 in conjunction with our audit of the Consolidated financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion, the Company and its subsidiary company, which is company incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421544BKFPJP6251
Place : Delhi
Date : 02.05.2024

KSOLVES INDIA LIMITED

Consolidated Balance Sheet

as at 31st March 2024

(Rs. in Lakhs)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	236.04	104.30
(b) Intangible Assets		5.99	5.99
(c) Deferred Tax Asset	4	54.05	50.44
(d) Financial Assets			
(i) Investment	5	-	-
(ii) Other Financial Assets	6	49.02	43.81
Total Non Current Assets		345.10	204.54
(2) Current Assets			
(a) Financial Assets			
(i) Trade Receivables	7	1,605.35	1,513.01
(ii) Cash and Cash Equivalents	8	731.28	857.31
(iii) Other Bank Balance	8	60.64	3.38
(iv) Other Financial Assets	9	4.79	3.11
(b) Other Current Assets	10	1,208.49	827.44
Total Current Assets		3,610.56	3,204.25
Total Assets		3,955.66	3,408.79
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	11	1,185.60	1,185.60
(b) Other Equity	12	1,197.62	1,052.75
Total Equity		2,383.22	2,238.35
(2) Liabilities			
(A) Non-current liabilities			
(a) Borrowings		-	-
(b) Provisions	13	205.25	135.79
Total Non Current Liabilities		205.25	135.79
(B) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	14	-	-
Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		25.13	46.67
(iii) Other Financial Liabilities	15	16.94	14.67
(b) Provisions	16	1,183.65	848.18
(c) Other Current Liabilities	17	141.48	125.11
Total Current Liabilities		1,367.20	1,034.64
Total Equity and Liabilities		3,955.66	3,408.79
Significant Accounting Policies	1		

The accompanying Notes 1 to 39 form an integral part of these financial statements

As per our annexed Report of even date

For and on behalf of the Board of Directors

For AY & Company
Chartered Accountants
FRN 020829C

Deepali Verma
(Director)
DIN: 05329336

Ratan Kumar Srivastava
(Director)
DIN: 05329338

Arpit Gupta
Partner
M.No. 421544
UDIN: 24421544BKFPJP6251
Place: Delhi
Date: 02.05.24

Umang Soni
CFO

Manisha Kide
Company Secretary

KSOLVES INDIA LIMITED
Consolidated Statement of Profit and Loss
For the year ended 31st March, 2024

(Rs. in Lakhs)

	Particulars	Note	Year ended 31st March, 2024	Year ended 31st March, 2023
I	Revenue from Operations	18	10,863.73	7,831.16
	Net Revenue from operation		10,863.73	7,831.16
II	Other Income	19	33.85	62.57
III	Total Income (I+II)		10,897.58	7,893.73
IV	Expenses:			
	Employee Benefits Expense	20	4,590.94	3,464.28
	Depreciation & Amortisation Expense	21	86.59	54.73
	Other Expenses	22	1,633.35	1,081.15
	Total Expenses (IV)		6,310.88	4,600.17
V	Profit/(Loss) before Exceptional Items & Tax (III-IV)		4,586.69	3,293.56
VI	Exceptional Items		-	-
VII	Profit/(Loss) Before Tax (V-VI)		4,586.69	3,293.56
VIII	Tax Expense:			
	Current Tax		1,170.95	836.99
	Deferred Tax		-0.20	-15.46
	Income Tax for Earlier Year		0.55	-
	Total Tax Expenses (VIII)		1,171.29	821.52
IX	Profit/(loss) for the year (VII-VIII)		3,415.40	2,472.03
X	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	- Remeasurement Gains/(Losses) on Defined Benefit Plans		-13.55	-36.16
	- Income tax on above		3.41	9.10
XI	Total Other Comprehensive Income for the year		-10.14	-27.06
XII	Total Comprehensive Income for the year (IX+XI)		3,405.26	2,444.97
XIII	Earnings per Equity Share: (Face value per Equity Share of ₹ 10 each)			
	Basic and Diluted (in ₹)	23	28.81	20.85
	Significant Accounting Policies	1		

The accompanying Notes 1 to 39 form an integral part of these financial statements

As per our annexed Report of even date

For AY & Company
Chartered Accountants
FRN 020829C

Arpit Gupta
Partner
M.No. 421544
UDIN: 24421544BKFPJP6251
Place: Delhi
Date: 02.05.24

For and on behalf of the Board of Directors

Deepali Verma
(Director)
DIN: 05329336

Umang Soni
CFO

Ratan Kumar Srivastava
(Director)
DIN: 05329338

Manisha Kide
Company Secretary

KSOLVES INDIA LIMITED

Consolidated Statement Of Changes In Equity

For the year ended 31st March, 2024

A. Equity Share Capital (Rs. in Lakhs)

Particulars	Amount
As at 1st April 2022	1,185.60
Add: Issue of Bonus Shares	-
As at 31st March 2023	1,185.60
Changes in equity share capital during the year	-
As at 31st March 2024	1,185.60

B. Other Equity

Year ended 31st March 2024

(Rs. in Lakhs)

Particulars	Reserves and Surplus		Total
	Securities Premium	Retained Earnings	
Balance As at 1st April, 2023	-	1,052.74	1,052.74
Profit for the year	-	3,415.40	3,415.40
Other Comprehensive Income (expense)(net of tax)	-	(10.14)	(10.14)
Dividend Paid	-	(3,260.40)	(3,260.40)
Balance as at 31st March, 2024	-	1,197.62	1,197.62

Year ended 31st March 2023

(Rs. in Lakhs)

Particulars	Reserves and Surplus		Total
	Securities Premium	Retained Earnings	
Balance As at 1st April, 2022	-	482.02	482.02
Profit for the year	-	2,472.03	2,472.03
Other Comprehensive Income (expense)(net of tax)	-	-27.06	-27.06
Prior Period Items of Subsidiary Companies	-	6.43	6.43
Dividend Paid	-	-1,880.68	-1,880.68
Balance as at 31st March, 2023	-	1,052.74	1,052.74

As per our annexed Report of even date

For and on behalf of the Board of Directors

For AY & Company
Chartered Accountants
FRN 020829C

Deepali Verma
(Director)
DIN: 05329336

Ratan Kumar Srivastava
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M.No. 421544
UDIN: 24421544BKFPJP6251
Place: Delhi
Date: 02.05.24

Umang Soni
CFO

Manisha Kide
Company Secretary

KSOLVES INDIA LIMITED

Consolidated Statement of Cashflows

For the year ended 31st March, 2024

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
A. Cash Flow from Operating Activities				
Profit before tax		4,586.69		3,293.56
Adjustments for:				
Remeasurement Gains/(Losses) on Defined Benefit Plans				
Depreciation & Amortisation expense	86.59		54.73	
Provision for Gratuity	60.00		39.41	
Investment Income	(33.85)		(62.56)	
		112.74		31.58
Operating profit before working capital changes		4,699.43		3,325.13
Adjustments for:				
Trade receivables	(92.34)		(587.31)	
Other Financial Assets and Other Current Assets	(440.01)		(230.35)	
Trade Payables	(21.55)		(10.14)	
Other Financial Liabilities	2.27		0.32	
Other Current Liabilities/Other Financial Liabilities	16.37		75.17	
		(535.25)		(752.31)
Cash from Operating Activities		4,164.18		2,572.82
Income Tax Paid		(840.13)		(501.88)
Net Cash from Operating Activities (A)		3,324.05		2,070.94
B. Cash Flow from Investing Activities				
Purchase of property, plant and equipment	(218.33)		(58.23)	
Other Financial Assets (Non Current)	(5.21)		(26.79)	
Investment Income	33.85		62.56	
Non-Current Investment	-		-	
Net Cash Flow from Investing Activities(B)		(189.69)		(22.46)
C. Cash Flow from Financing Activities				
Proceeds from long term borrowings	-		-	
Proceeds from short term borrowings	-		-	
Payment of Interim Dividend	(3,260.40)		(1,880.68)	
Finance Cost	-		-	
Net cash used in Financing Activities (C)		(3,260.40)		(1,880.68)
Net increase in cash and cash equivalents(A+B+C)		(126.04)		167.81
Cash and cash equivalents at the beginning of the year		857.31		689.50
Cash and cash equivalents at the close of the year		731.27		857.31

Cash and Cash Equivalent includes:-

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash in hand	0.71	0.10
Balance with Banks - Current Accounts	146.58	204.11
Balance with Banks - Deposit Accounts	545.60	639.80
Credit Card Amount	38.40	13.26
Balance with Imprest	-	0.04
Total	731.28	857.31

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

As per our annexed Report of even date

For and on behalf of the Board of Directors

 For AY & Company
 Chartered Accountants
 FRN 020829C

 Deepali Verma
 (Director)
 DIN: 05329336

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 Umang Soni
 CFO

 Manisha Kide
 Company Secretary

KSOLVES INDIA LIMITED

Notes to the Consolidated Financial Statements as at and for the year ended 31st March, 2024

1. Company Overview and Accounting Policies

1.01. Company Overview

Ksolves India Limited (the "Company") is a Company incorporated on 17 July 2014, under the Companies Act, 2013 with the Registrar of Companies, Delhi bearing Registration No. 269020 and limited by shares (CIN: L72900DL2014PLC269020). Its authorized share capital is Rs. 12,00,00,000 and its paid up capital is Rs. 11,85,60,000. It is involved in Other computer related activities [for example maintenance of websites of other firms/ creation of multimedia presentations for other firms etc.]. The address of the Company's registered office is 317/276, Second floor, Lane no.3, Mehrauli Road, Saidulajab, Saket, New Delhi South Delhi DL 110030 IN.

The Company has its primary listings on the Bombay Stock Exchange Ltd and National Stock Exchange of India Limited.

The Consolidated financial statements are approved for issue by the Company's Board of Directors on May 02, 2024

1.02. Basis of Preparation of Financial Statements

Statement of compliance and basis of preparation and presentation

These financial statements are prepared on going concern basis following accrual basis of accounting and comply with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent notified and applicable).

Basis of Preparation

These Consolidated financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year end figures reported in this statement.

Principals of Consolidation

- The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equities, incomes and cashflows, after fully eliminating intragroup balances and intra – group transactions.
- Profits & losses resulting from intra group transaction that are recognized in assets, such as inventory and property, plant and equipments are eliminated in full.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- The carrying amount of parent's investments in subsidiary is offset against the parent's portion of equity in subsidiary.
- Since both are wholly owned subsidiary so that there are minorities or non-controlling interest

a. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2. Accounting estimates could change from period to period. Actual results could differ from those estimates. 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 the notes to the financial statements.

b. Classification of Assets and Liabilities as Current and Non-Current

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

An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

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

c. Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

1.03 Revenue recognition

The Company derives revenues primarily from IT services comprising software development and related services, cloud and infrastructure services, maintenance, consulting and package implementation, licensing of software products and platforms across the Company's core and digital offerings (together called as "software related services"). Contracts with customers are either on a time-and-material, unit of work, fixed price or on a fixed-timeframe basis.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing, by the parties to the contract, the parties have committed to perform their obligations under the contract and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ('performance obligations') to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ('transaction price'). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. The Company allocates the transaction price to each distinct performance obligation based on the relative standalone selling price. The price that is regularly charged for an item, when sold separately, is the best evidence of its standalone selling price. In the absence of such evidence, the primary method used to estimate standalone selling price is the expected cost plus a margin, under which the Company estimates the cost of satisfying the performance obligation and then adds an appropriate margin based on similar services.

The Company's contracts may include variable consideration including rebates, volume discounts and penalties. The Company includes variable consideration as part of transaction price when there is a basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved.

The billing schedules agreed with customers include periodic performance-based billing and / or milestone-based progress billings. Revenues in excess of billing are classified as unbilled revenues, while billing in excess of revenues is classified as contract liabilities (which we refer to as "unearned revenues"). In arrangements for software development and related services and maintenance services, the revenue recognition criteria for each distinct performance obligation is applied and the arrangements with customers generally meet this criteria for considering software development and related service as distinct performance obligations. For allocating the transaction price, the Company measures the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Company is unable to determine the standalone selling price, the Company uses the expected cost plus margin approach in estimating the standalone selling price. 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 presents revenues net of indirect taxes in its Statement of Profit and Loss.

1.04 Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

1.05 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management. The charge in respect of periodic depreciation is derived at after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Company depreciates property, plant and equipment over their estimated useful lives using the straightline method. The estimated useful lives of assets are as follows :

Asset Name	Useful Life (In Years)
Furniture & Fixtures	10
Laptop	3
CCTV	8
Mobile	3
Office Appliance	8
Office Equipment	8

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The useful 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. The cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

1.06 Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.07 Income tax

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

1.08 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks, cash in hand and short-term deposits with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.

1.09 Financial assets and financial liabilities

Financial assets and financial liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. 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 of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realized or settled within operating cycle of the company, otherwise they are classified as non-current. The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Financial Assets measured at amortized cost

Financial Assets held within a business 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 are measured at amortized cost using effective interest rate.

The above Financial Assets subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is 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. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or 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.

(v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

Derecognition of financial 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 derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of Financial Instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

Impairment

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

1.10 Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

a. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the company pays a fixed contribution and will have no further obligation.

b. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted.

The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

1.11 Provisions and contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence 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. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

1.12 Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

1.13 Other income

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend income is recognized in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

1.14 Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

1.15 Equity share capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital. Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

1.16 Earnings per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

1.17 Statement of Cash Flows

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows' for operating activities.

1.18 Segment Reporting

Operating Segments are identified and reported taking into account the different risk and return, organisation structure and internal reporting system.

1.19 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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 —Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 —Valuation techniques for which the lowest level input that is significant 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 categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value only and applicable fair value disclosures, to the extent required and applicable, are given elsewhere in the notes.

2. Use of Estimates and Judgements

The preparation of the Consolidated financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the 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 the notes to the Consolidated financial statements.

2.1 Critical Accounting Estimates and Judgements

The key judgments, made by the management, in applying the Company's accounting policies having an effect on these financial statements are around the amount of provisions and contingencies that have been recognized in accordance with Ind AS 37-'Provisions, Contingent Liabilities and Contingent Assets' as the evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss.

Key source of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Useful lives of property, plant and equipment

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry, and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

Recoverable amount of property, plant and equipment

The recoverable amount of property plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and expected future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the Consolidated financial statements.

Post-retirement benefit plans

Employee benefit obligation (gratuity) are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

KSOLVES INDIA LIMITED

Notes Forming Part of Consolidated Financial Statements

3 Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	Furniture & Fixtures	Laptop	CCTV	Mobile	Office Appliance	Motor Car	Office Equipment	Goodwill	Total
Gross Carrying Value									
Balance at April 1, 2022	36.41	163.96	1.30	7.05	1.21	54.66	2.86	5.99	273.44
Additions	2.60	73.24	0.00	3.60	0.00	0.00	0.00	0.00	79.44
Deductions/ disposals	-	-	-	-	-	-21.21	-	-	-21.21
Assets classified as held for sale	-	-	-	-	-	-	-	-	-
Reclassification of assets from investment property	-	-	-	-	-	-	-	-	-
Balance at March 31, 2023 (A)	39.00	237.20	1.30	10.65	1.21	33.45	2.86	5.99	331.67
Balance at April 1, 2023	39.00	237.20	1.30	10.65	1.21	33.45	2.86	5.99	331.67
Additions	0.00	209.76	0.00	8.58	0.00	0.00	0.00	0.00	218.33
Deductions/ disposals	-	-	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-	-	-
Reclassification of assets to investment property	-	-	-	-	-	-	-	-	-
Balance at March 31, 2024 (B)	39.00	446.96	1.30	19.23	1.21	33.45	2.86	5.99	550.00
Accumulated Depreciation									
Balance at April 1, 2022	20.74	109.15	0.60	4.26	0.58	29.02	2.30	0.00	166.65
Depreciation for the year	3.77	44.23	0.16	1.78	0.15	4.43	0.20	0.00	54.73
Impairment Allowance	-	-	-	-	-	-	-	-	-
Deductions/ disposals	-	-	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-	-	-
Balance at March 31, 2023 (C)	24.51	153.38	0.77	6.04	0.74	33.45	2.50	0.00	221.38
Balance at April 1, 2023	24.51	153.38	0.77	6.04	0.74	33.45	2.50	0.00	221.38
Depreciation for the year	3.90	79.12	0.16	3.14	0.15	0.00	0.12	0.00	86.59
Impairment Allowance	-	-	-	-	-	-	-	-	-
Deductions/ disposals	-	-	-	-	-	-	-	-	-
Assets classified as held for sale	-	-	-	-	-	-	-	-	-
Balance at March 31, 2024 (D)	28.41	232.49	0.93	9.18	0.89	33.45	2.62	0.00	307.97
Net Carrying Value									
Balance at March 31, 2024 (B-D)	10.59	214.47	0.37	10.05	0.33	0.00	0.23	5.99	242.03
Balance at March 31, 2023 (A-C)	14.49	83.82	0.54	4.61	0.48	0.00	0.36	5.99	110.29

KSOLVES INDIA LIMITED

Notes Forming Part of Consolidated Financial Statements

4 Deferred Tax Assets (Net)

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred Tax Assets, on account of (Fixed assets, gratuity & IPO expenses)	54.05	50.44
Deferred Tax Liabilities	-	-
Net Deferred Tax Assets	54.05	50.44

5 Non current financial assets - Investment

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Investment in Wholly Owned Subsidiaries (Carried at Cost)		
Investment in Ksolves LLC	0.00	0.00
Investment in Shares of Kartik Solutions Pvt. Ltd. (10,000 equity shares of ₹10 each, fully paid up)	0.00	0.00
Total	0.00	0.00

6 Other Financial Assets - Non Current

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
NDSL Security Deposit	0.10	0.10
Security Deposit (Installation)	0.05	0.05
Security Deposit NSE	0.25	0.25
Security Deposit with CDSL	0.10	0.10
Other Security Deposits	48.52	43.31
Total	49.02	43.81

7 Current Financial Assets: Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Trade receivable considered good – Unsecured	1,605.35	1,570.50
Less : Allowance for doubtful trade receivables	0.00	0.00
	1,605.35	1,570.50
Less: Inter Company Elimination	0.00	-57.50
Total Receivables	1,605.35	1,513.01

The trade receivables ageing schedule for the year ended March 31, 2024 is as follows:

(Rs. in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	-	1,605.35	-	-	-	-	1,605.35
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

The trade receivables ageing schedule for the year ended March 31, 2023 is as follows:

(Rs. in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed trade receivables – considered good	-	1,513.01	-	-	-	-	1,513.01
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

8 Cash & Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Cash and Cash Equivalents		
Cash in Hand	0.71	0.10
Balance with Banks - Current Accounts	146.58	204.11
Balance with Banks - Deposit Accounts	545.60	639.80
Credit Card Amount	38.40	13.26
Balance with Imprest	0.00	0.04
	731.28	857.31
Bank Balances other than Cash and Cash Equivalents		
Fixed Deposit with Banks	3.26	3.09
Unclaimed Dividend Account	57.38	0.29
Total	60.64	3.38

9 Other Financial Assets - Current

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Interest Accrued but not received on Bank Fixed Deposits	0.66	2.71
Advance to Employee/Advance Salary	3.69	0.40
Other Advances	0.45	-
Total	4.79	3.11

10 Other Current Assets

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Advance Tax	930.00	598.50
TDS Recoverable	184.36	167.16
Prepaid Expense	80.58	48.65
GST Input/Refundable	13.55	13.14
Total	1,208.49	827.44

11 Equity Share Capital

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Authorised (1,20,00,000 Equity shares of ₹ 10/- each as at 31st March 2024; (1,20,00,000 Equity shares of ₹ 10/- each as at 31st March 2023;	1,200.00	1,200.00
Issued, Subscribed and Fully Paid Up (1,18,56,000 Equity shares of ₹ 10/- each as at 31st March 2024; (1,18,56,000 Equity shares of ₹ 10/- each as at 31st March 2023;	1,185.60	1,185.60
Total	1,185.60	1,185.60

a) The reconciliation of the Number of Equity Shares Outstanding:

(Shares in Lakhs)

Particulars	As 31st March 2024	As at 31st March 2023
	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year (A series)	118.56	118.56
Add: Shares Issued during the year by way of Right Issue	0.00	0.00
Add: Shares Issued during the year by way of Bonus Issue	0.00	0.00
Add: Shares Issued during the year by way of IPO	0.00	0.00
Less: Shares bought back during the year	0.00	0.00
Shares outstanding at the end of the year	118.56	118.56

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to one vote per equity share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

c) Details of Shareholders holding more than 5% shares in the Company:

Name of Shareholder	Equity Shares			
	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Deepali Verma	32,16,400	27.13%	35,55,200	29.99%
Ratan Kumar Srivastava	37,72,000	31.82%	38,42,400	32.41%
Sachin Balkrishna Ramdasi	6,25,700	5.28%	6,28,800	5.30%
Total	76,14,100	64.22%	80,26,400	67.70%

d) The Company does not have any holding/ultimate holding company.

e) Shares held by promoters and change in shareholding of promoters

Particulars	As at March 31, 2024		% Change during the year	As at March 31, 2023		% Change during the year
	Number of Shares	% of shares held		Number of Shares	% of shares held	
Deepali Verma	32,16,400.00	27.13%	-9.53%	35,55,200.00	29.99%	6.10%
Ratan Kumar Srivastava	37,72,000.00	31.82%	-1.83%	38,42,400.00	32.41%	(16.29)%

12 Other Equity

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Securities Premium	-	-
Retained Earnings	1,197.62	1,052.75
Total	1,197.62	1,052.75

Nature, Purpose and Movement of Each Reserve

(i) Securities Premium

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	-	-
Add: Transfer during the year	-	-
Less: Utilization for Issue of Bonus shares	-	-
Add: DTA on Deferred Tax Expenditure	-	-
At the end of the year	-	-

(ii) Retained Earnings

Retained earnings are the profits that Company has earned till date, less dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans (net of taxes) that will not be reclassified to Profit and Loss. Retained earnings is a free reserve available to the Company.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	1,052.75	482.02
Add : Profit/(Loss) for the year	3,415.40	2,472.04
Less: Other Comprehensive Income	(10.14)	(27.06)
Add: Prior Period Items of Subsidiary Companies	-	6.43
Less: Dividend Paid	(3,260.40)	(1,880.68)
At the end of the year	1,197.62	1,052.75

13 Non Current Liabilities: Provisions

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits:		
Gratuity	205.25	135.79
Total	205.25	135.79

14 Current Financial Liabilities: Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Payable to:		
Micro and Small Enterprises	0.00	0.00
Other than Micro and Small Enterprises	25.13	104.17
Less: Inter Company Elimination	0.00	-57.50
Total	25.13	46.67

The trade payables ageing schedule for the years ended as on March 31, 2024 is as follows: (Rs. in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Outstanding dues to MSME		-	-	-	-	-
Other		25.13	-	-	-	25.13
Total Trade Payables		25.13	-	-	-	25.13

The trade payables ageing schedule for the years ended as on March 31, 2023 is as follows:

(Rs. in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Outstanding dues to MSME		-	-	-	-	-
Other		46.67	-	-	-	46.67
Total Trade Payables		46.67	-	-	-	46.67

15 Other Current Financial Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Auditor Remuneration Payable		
Statutory Auditors	2.60	2.00
Internal Auditors	1.80	0.80
Unclaimed Dividend Payable	-	0.32
Salary Payable	9.65	10.65
Expenses Payable	2.89	0.91
Total	16.94	14.67

16 Short Term Provisions

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Gratuity	17.17	13.08
Income Tax Provision	1,166.48	835.10
Total	1,183.65	848.18

17 Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
PF & ESIC Contribution Payable	39.05	28.67
TDS Payable	99.45	81.39
IGST Payable	-	14.29
Other Payables	-	0.10
Provision for Warranty	0.48	0.48
Equalization Levy Payable	0.07	0.04
Profession Tax	2.43	0.14
Total	141.48	125.11

KSOLVES INDIA LIMITED

Notes Forming Part of Consolidated Financial Statements

18 Revenue From Operations

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Sale of services (Net Off Inter Company Elimination)	10,863.73	7,831.16
Total	10,863.73	7,831.16

Disaggregation of revenue

Revenue based on Geography

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Domestic	2,066.76	1,798.60
Export	8,796.97	6,032.56
Revenue from operations	10,863.73	7,831.16

19 Other Income

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest Income		
- On Fixed Deposits	33.85	19.17
Dividend Income	0.00	43.00
Misc. Income	0.00	0.40
Total	33.85	62.57

20 Employee Benefit Expense

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Salaries and Wages	4,172.60	3,014.15
Contributions to -		
-Admin Charges(PF)	15.50	8.82
-Leave Encashment Expenses	11.47	9.07
-Employer PF Contribution	204.61	150.71
-Bonus to Employees	91.68	152.29
-ESIC Expense	0.00	0.13
- Social Security Tax	0.00	7.33
Staff Welfare Expense	26.16	75.33
Gratuity	68.92	46.45
Total	4,590.94	3,464.28

21 Depreciation & Amortisation Expense

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Depreciation on Property, Plant & Equipment	86.59	54.73
Total	86.59	54.73

21 Other Expenses

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Advertisement Expense	42.88	27.50
Auditor's Remuneration	16.36	13.35
Secreterial Audit Fees	0.75	0.75
Bank Charges	6.27	1.22
Business Development Expenses	20.31	15.82
Computer Accessories & Maintenance Expense	10.13	12.70
Conveyance Expense	0.15	0.20
Certification Charges	14.46	13.97
Director Sitting Fees	8.00	5.25
Electricity Expense	19.30	5.25
Meals & Entertainment Expense	0.00	0.00
Exchange Fluctuation & conversion charges	33.30	17.79
Equalization Levy	0.53	0.92
Insurance Expenses	8.28	0.04
Interest & Fine	5.57	3.09
Internet Expense	40.62	18.79
Loss on Sale of Car	0.00	0.21
Membership & Subscription Expneses	0.00	1.08
Miscellaneous Expense	2.21	10.53
Office Expense	47.21	55.93
Postage & Courier Expenses	10.04	5.37
Printing & Stationery Expenses	0.60	2.30
Legal & Professional Expense	11.08	0.27
Professional & Consultancy Fees	721.82	578.82
Online Access Subscription Expenses	132.95	79.89
Office Rent Expense	214.79	72.04
Repair & Maintenance	1.02	6.13
Server & Website Expense	28.32	29.50
Stock Exchange Fees	15.66	14.18
ROC Fee & Registration Fee	0.74	0.54
Telephone Expense	6.50	2.85
Software Development & Subscription	19.27	30.44
Bad Debts	73.06	0.12
Expenses incurred towards Corporate Social Responsibility	42.48	21.10
Travelling Expenses	78.71	33.23
Total	1,633.35	1,081.15

(a) Payment To Auditors includes:-

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Statutory Audit Fees	8.60	6.50
Internal Audit fees	6.26	5.25
Tax Audit Fees	1.50	1.50
Total	16.36	13.25

23 Earning Per Share

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Net Profit after tax available for equity shareholders (a)	3,415.40	2,472.03
Weighted Average number of equity shares (b)	118.56	118.56
Basic & Diluted Earning per share (a/b)	28.81	20.85
Nominal Value per share (Rs.)	10.00	10.00

KSOLVES INDIA LIMITED

Notes Forming Part of Consolidated Financial Statements

24 Income Taxes

(a) Income Tax Expense

(i) Income Tax recognized in the statement of profit and loss account

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Current Tax Expense		
Current Income Tax	1,170.95	836.99
Adjustment for earlier year	0.55	-
Total current tax expenses	1,171.50	836.99
Deferred Tax		
Deferred Tax expenses	(0.20)	(15.46)
Total deferred tax expenses	(0.20)	(15.46)
Total Income Tax Expenses	1,171.30	821.52

(ii) Income Tax recognized in other comprehensive income (OCI)

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Deferred Tax Expenses		
Actuarial gain/(loss) on defined benefit plans	3.41	9.10
Total Deferred Tax expenses	3.41	9.10

(iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

(Rs. in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit before tax	4,586.69	3,293.56
Applicable Tax Rate	25.17%	25.17%
	1,154.38	828.92
Adjustments for:		
Gratuity Disallowed	17.35	11.69
IPO Expenses Allowed Under Income Tax	1.36	1.36
Previous year tax liability	0.55	-
Other Adjustment	0.58	(4.98)
Tax as per Statement of Profit & Loss	1,171.50	836.99

(b) Movement in Deferred Tax balances

31st March 2024

(Rs. in Lakhs)

Particulars	As at 1st April 2023	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2024
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	2.39	(1.15)	-	1.24
Expenses deductible on payment basis	52.28	1.35	3.41	57.04
Other adjustments	(4.23)	-	-	(4.23)
Total	50.44	0.20	3.41	54.05

31st March 2023

(Rs. in Lakhs)

Particulars	As at 1st April 2022	Recognised in Profit or Loss	Recognised in OCI/Retained	As at 31st March 2023
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	3.36	(0.97)	-	2.39
Expenses deductible on payment basis	26.74	16.44	9.10	52.28
Other adjustments	(4.23)	-	-	(4.23)
Total	25.87	15.47	9.10	50.44

The Company has exercised the option of availing lower tax rate of 25.17% (inclusive of surcharge and cess) under section 115BBA of The Income Tax Act, 1961 introduced by The Taxation Laws (Amendment) ordinance, 2019 effective from 01st April, 2019.

25 Disclosure of Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Average Net Profits of the Company for three immediate Preceding financial years (A)	1,596.06	1,053.93
Gross amount required to be spent by the company during the year i.e. 2% of (A)	31.92	21.08
Amount spent during the year on :		
Food distribution i.e., mid day meal	9.81	7.83
Projection Education for enhancing vocation skills among the children and other people	0.00	5.95
Cloth distribution	0.00	0.55
Promoting day care centres for orphans	2.81	2.13
Facilities for poor senior citizens	4.05	1.10
Focusing on Women Empowerment and Skills	5.50	0.15
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects and Supplies participants of Educational Assistance Program and Alternative Learning System for street children	14.70	3.59
Promoting Healthcare including preventive healthcare	5.61	0.00
Distribution of green four, Animal Fodder etc. to Gaushala	0.00	0.34
Total	42.48	21.63

26 Employee Benefits

a) Defined Contribution plan

The Company has defined contribution plan for its employees' retirement benefits comprising Provident Fund & Family Pension Fund. The contribution of Rs. 204.61 Lakhs (Pr. Yr. Es. 150.71 Lakhs) towards provident fund are charged to Profit & loss account. The contributions payable to the plan by the company are at a rate specified in rules to the schemes of GOI.

b) Defined benefit plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
(i) Change in defined benefit obligation		
Present value of the obligation at the beginning of the period	148.87	73.30
Interest Cost	11.17	4.58
Current service cost	57.75	41.87
Past service cost	-	-
Benefits paid	(8.92)	(7.04)
Actuarial (gains)/losses	13.55	36.16
Present value of the obligation at the end of the period	222.41	148.87
(ii) Net Liability/(Asset) recognized in the Balance Sheet		
Present value of the obligation at the end of the period	222.41	148.87
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	222.41	148.87
Funded Status - Surplus/ (Deficit)	(222.41)	(148.87)
Non- Current	205.25	135.79
Current	17.17	13.08
(iii) Expenses recognized in Statement of Profit or Loss		
Interest Costs	11.17	4.58
Past Service cost	-	-
Current service cost	57.75	41.87
Expected return on plan asset	-	-
Total Expense recognised in statement of profit or loss	68.92	46.45
(iv) Remeasurements recognized in other comprehensive income(OCI)		
Cumulative unrecognized actuarial (gain)/loss opening. B/F	52.96	16.80
Actuarial (gain)/loss - obligation	13.55	36.16
Actuarial (gain)/loss - plan assets	-	-
Total Actuarial (gain)/loss	13.55	36.16
Cumulative total actuarial (gain)/loss. C/F	66.50	36.16

Maturity Profile of Defined Benefit Obligation	(Rs. in Lakhs)
01 Apr 2024 to 31 Mar 2025	17.17
01 Apr 2025 to 31 Mar 2026	2.86
01 Apr 2026 to 31 Mar 2027	3.18
01 Apr 2027 to 31 Mar 2028	3.20
01 Apr 2028 to 31 Mar 2029	0.13
01 Apr 2029 Onwards	192.89

Sensitivity Analysis for significant assumptions*	Amount in Rs.
Increase/(Decrease) on present value of defined benefits obligation at the end of the year	
1% increase in salary escalation rate	2,33,90,630.00
1% decrease in salary escalation rate	2,11,78,410.00
1% increase in Attrition rate	2,18,45,858.00
1% decrease in Attrition rate	2,26,60,246.00
1% increase in discount rate	2,11,62,332.00
1% decrease in discount rate	2,34,33,069.00

Acturial Assumptions	As at 31st March 2024	As at 31st March 2023
Discount rate (p.a)	7.50%	6.25%
Salary Escalation Rate (p.a.)	10.00%	10.00%
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal Rate (p.a.)	20.00%	20.00%

*These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow :

- a. **Changes in Discount rate** - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- b. **Salary increase risk** - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- c. **Life expectancy** - Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- d. **Withdrawals** - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

27 Related Parties

The company has identified all the related parties as per details given below:

A. List of Related Parties :

a) Key Management Personnel :

Mr. Ratan Kumar Srivastava	Chairman Cum Director
Mrs. Deepali Verma	Whole time Director
Mr. Umang Soni	Chief Financial Officer
Ms. Manisha Kide	Company Secretary & Compliance Officer
Ms. Sushma Samarth	Non-Executive Independent Director
Ms. Varsha Choudhry	Non-Executive Independent Director
Mr. Varun Sharma	Non-Executive Independent Director
Mr. Vineet Krishna	Non-Executive Independent Director

b) Wholly owned subsidiaries :

Kartik Solutions Private Limited	100% Subsidiary incorporated in India
Ksolves LLC	100% Subsidiary incorporated in USA

(B) Transaction carried out with related parties referred above, in ordinary course of business:

(Rs. in Lakhs)

Nature of Transaction	As at 31st March 2024	As at 31st March 2023
Key Managerial Personnel		
Director Sitting Fees	4.00	4.90
Umang Soni (Chief Financial Officer)	18.58	13.28
Manish Kide (Company Secretary & Compliance Officer)	16.72	13.84

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

28 Contingent Liabilities

(Rs. in Lakhs)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
A. Claims against the company not acknowledged as debt		NA	NA
B. Bank Guarantee Issued		NA	NA
In the form of Earnest Money Deposit & others		NA	NA
In the form of performance		NA	NA

29 Operating Segments

A. The Company operates mainly in one segment i.e. the business of software development services, which constitutes a primary segment. The secondary segment is geographical, information related to which is given as under:

B. Geographical Information

The Company operates in geographical areas - India (country of domicile) and others (outside India).

(Rs. in Lakhs)

Particulars	Revenue from Customers	
	Year ended 31st March 2024	Year ended 31st March 2023
Within India	2,066.76	1,798.60
Outside India	8,796.97	6,032.56
Total	10,863.73	7,831.16

30 Financial Risk Management

Risk management framework

The Company's activities are exposed to a variety of financial risks. The key financial risks includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed with the Company's policies and risk objectives. The Board of Directors reviews and agree to policies for managing each of these risks which are summarized as below:

(i) Credit risk management

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹1605.35 and ₹1513.01 Lakhs as at March 31, 2024 and March 31, 2023 respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue from customers majorly located in US. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customers to which the Company grants credit terms in the normal course of business. The Company uses the expected credit loss model to assess any required allowances; and uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues. This matrix takes into account credit reports and other related credit information to the extent available.

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Exposure to customers is diversified and there is no single customer contributing more than 10% of outstanding trade receivables and unbilled revenues.

Provision for Expected Credit or Loss

- i. Financial assets for which loss allowance is measured using 12 month expected credit losses.

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

- ii. Financial assets for which loss allowance is measured using life time expected credit losses.

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

Carrying amount of maximum credit risk as on reporting date

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss		
Trade Receivables	1,605.35	1,513.01
Total	1,605.35	1,513.01

Movement of Allowance for expected credit losses

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening balance	-	-
Allowance created during the year	-	-
Amount written off	-	-
Closing Balance	-	-

Ageing of trade receivables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Less than 6 months	1,605.35	1,513.01
6 to 12 months	-	-
More than 1 year	-	-
Total	1,605.35	1,513.01

Financial instruments and bank deposits

Cash and cash equivalents and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

(ii) Liquidity Risk Management

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings. The Company believes that the working capital is sufficient to meet its current requirements.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. in Lakhs)

Particulars	On Demand	0-1 year	1-5 years	More than 5 years	Total
As at 31st March 2024					
Trade Payables	-	25.13	-	-	25.13
Other Financial Liabilities	-	16.94	-	-	16.94
Total	-	42.07	-	-	42.07
As at 31st March 2023					
Trade Payables	-	46.67	-	-	46.67
Other Financial Liabilities	-	14.67	-	-	14.67
Total	-	61.34	-	-	61.34

(iii) Market Risk Management

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments.

Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) 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 rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by maximising the use of fixed rate instruments.

b) Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating and financing activities (when revenue or expense and borrowing is denominated in foreign currency). The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

(Rs. in Lakhs)

Outstanding Foreign currency exposure	Currency	As at 31st March 2024	As at 31st March 2023
(a) Net Financial Asset	USD	0.77	6.86
	EUR	0.32	0.23
	AED	13.62	-
(b) Net Financial Liabilities	-	-	-
Total (a-b)		14.71	7.09

(Foreign currency risk sensitivity)

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO and AED, with all other variables held constant. The impact on the Company profit before tax and equity is due to changes in the fair value of monetary assets and liabilities. Foreign currency exposures recognised by the Company that have not been hedged by a derivative instrument or otherwise are as under:

5% increase or decrease in foreign exchnages rates will have the following impact on profit before tax:

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Foreign Currency - USD	0.77	1.11
Indian Rupees	17.51	104.46
5% movement in USD		
Impact on P&L (Strengthening)	0.88	5.22
Impact on P&L (Weakening)	0.88	5.22
Foreign Currency - EURO	0.32	0.21
Indian Rupees	32.32	32.38
5% movement in EURO		
Impact on P&L (Strengthening)	1.62	1.62
Impact on P&L (Weakening)	1.62	1.62
Foreign Currency - AED	13.62	0.95
Indian Rupees	1,128.01	21.25
5% movement in AED		
Impact on P&L (Strengthening)	56.40	1.06
Impact on P&L (Weakening)	56.40	1.06

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting period and the current reporting period.

31 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital & Borrowings. The primary objective of Company's Capital Management is to maximize shareholder's value and to maintain an appropriate capital structure of debt and equity. The company manages it's capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages it's capital using Debt to Equity Ratio which is Net Debt/Total Equity. Net Debt is total borrowing (Non-current and current) less cash and cash equivalent.

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Borrowings	-	-
Less: Cash and Cash Equivalents	731.28	857.31
Net Debt (a)	(731.28)	(857.31)
Total Equity (b)	2,383.22	2,238.35
Net Debt to Equity Ratio (a/b)	(0.31)	(0.38)

32 Fair Value Measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

Financial Instruments by category

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Financial Assets at amortised cost		
Investment	-	-
Cash and cash equivalents(incl. other bank balance)	791.92	860.69
Trade receivables	1,605.35	1,513.01
Other Financial Assets	53.81	46.92
Total Financial Assets	2,451.08	2,420.62
Financial Liabilities at amortised cost		
Trade Payables	25.13	46.67
Other Financial Liabilities	16.94	14.67
Total Financial Liabilities	42.07	61.34

The carrying value of the financial asstes & liabilities are equivalent to fair value due to the nature of the instruments.

33 Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts of all the financial instruments mentioned in the table above are considered to be the same as their fair values due to the short term maturities or payable/receivable on demand and are classified as Level 3 in the fair value hierarchy. There have been no transfers between Level 1, Level 2 and Level 3 during the period.

Other Information in terms of the amendment in schedule III of the companies Act vide notification dated 24th March, 2021

- a. The Company does not have any Benami Property, and no proceeding has been initiated or pending against the Company for holding any Benami Property.
- b. The Company does not have any transactions with companies which are struck off.
- c. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- d. The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- e. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - ii. Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries
- f. The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - ii. Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.
- g. The Company has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- h. The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.
- i. The company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.
- j. There is no change in opening balance of other equity due to change in any accounting policy and prior period errors.

34 Events occurring after the Balance Sheet Date

There are no material events occurred after the Balance sheet Date

35 Code on social security

The Code on Social Security, 2020 ('code') relating to employee benefits, during employment and post-employment, received Presidential assent on September 28, 2020. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders. The Company will assess the impact on its financial statements in the period in which the related rules to determine the financial impact are notified and the Code becomes effective.

36 Details of dues to Micro and Small Enterprises as per MSMED Act 2006

Particulars	31-Mar-24 (Rs. in lakhs)	31-Mar-23 (Rs. in lakhs)
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
i) Principal amount due to micro and small enterprise	-	-
ii) Interest due on above	-	-
iii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Ad 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) 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 the MSMED Act 2006.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as 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.	-	-

37 Ratio Analysis and its elements

Sl. No.	Ratio	Numerator	Denominator		31-Mar-2024	31-Mar-2023	% variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Times	2.64	3.10	-14.73%	Not required
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	Times	NA	NA	NA	Not required
3	Debt Service Coverage Ratio	PAT+Depreciation / Amortisation +Interest on term loan	Principal repayments of Current Maturity of Long term borrowings+ Interest on Term Loan	Times	NA	NA	NA	Not required
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	% age	147.80%	126.58%	16.77%	Not required
5	Inventory Turnover	Net Sales	Average Inventory	Times	NA	NA	NA	Not required
6	Trade receivables Turnover	Net Sales	Average trade receivables	Times	6.97	6.42	8.49%	Not required
7	Trade payables Turnover	Net Purchases	Average Trade payables	Times	45.50	20.90	117.74%	Increased cash accruals and effective management of debts and cash flow has resulted into increased trade payable turnover
8	Net Capital Turnover	Net Sales	Working Capital	Times	4.84	3.61	34.16%	Increased sales with same level of working capital this ratio has increased significantly!
9	Net Profit ratio	Net Profit after tax	Net Sales	% age	31.44%	31.57%	-0.41%	Not required
10	Return on Capital Employed	EBIT	Capital employed (Tangible Networth+Total Debt)	% age	192.46%	147.14%	30.80%	This Ratio is increased due to increase in profit significantly with no addition in capital employed
11	Return on Investments	Total Return	Cost of Investment	% age	NA	NA	NA	Not required