

September 7, 2022

To

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

Sub: Annual Report of Xelpmoc Design and Tech Limited ('Company') for Financial Year 2021-22

This is to inform you that the 7th Annual General Meeting ("**AGM**") of the Company scheduled to be held on Friday, September 30, 2022 at 10.00 a.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("**Act**"), the General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and any updates thereto (referred as "**MCA Circulars**") and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any updated thereto ("**SEBI Circulars**").

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report including the Notice convening the AGM of the Company has been sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 2, 2022.

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

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

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited

Vaishali Kondbhar
Company Secretary and Compliance Officer
Enc: as above

XELPMOC DESIGN AND TECH LIMITED

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



Building India ground-up



Find Inside

STRATEGIC REVIEW

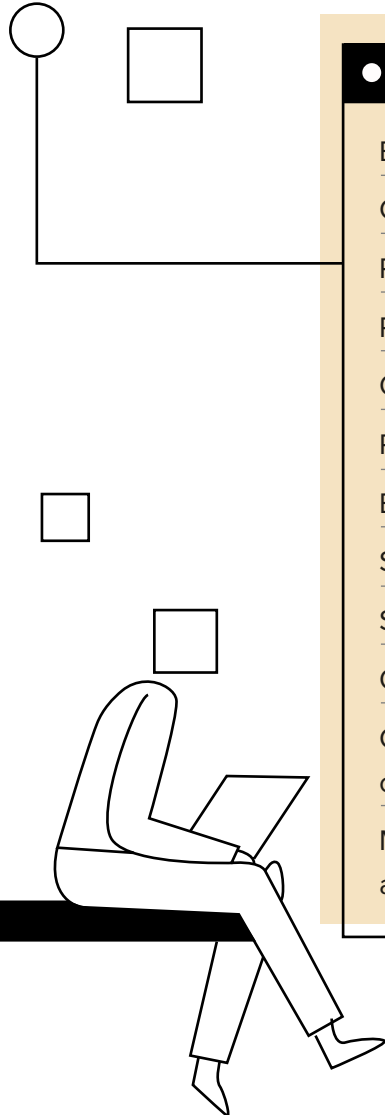
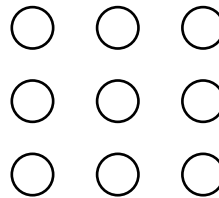
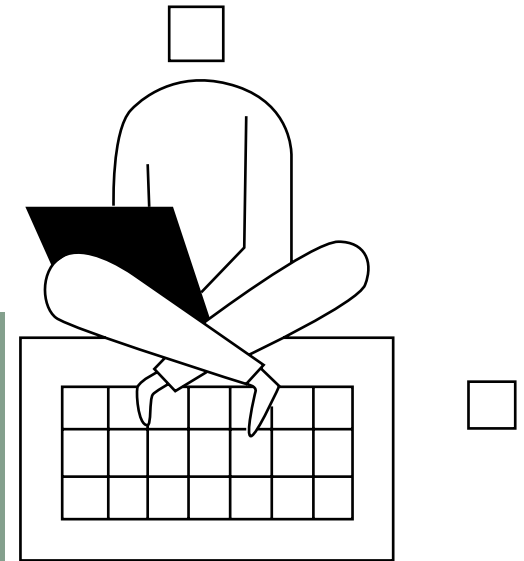
Building India ground-up	02
Company Overview	03
Philosophy	05
Partnerships	07
Operating Environment	11
Performance Highlights	14
Board of Directors	17
Senior Management	20
Strategic Review	21
Q & A with the Founder	23
CFO'S annual communique	25
Management Discussion and Analysis	26

STATUTORY REPORTS

Notice	39
Directors' Report & Annexures	53
Corporate Governance Report & Annexures	67

FINANCIAL STATEMENTS

Standalone Financial Statements	84
Consolidated Financial Statements	157



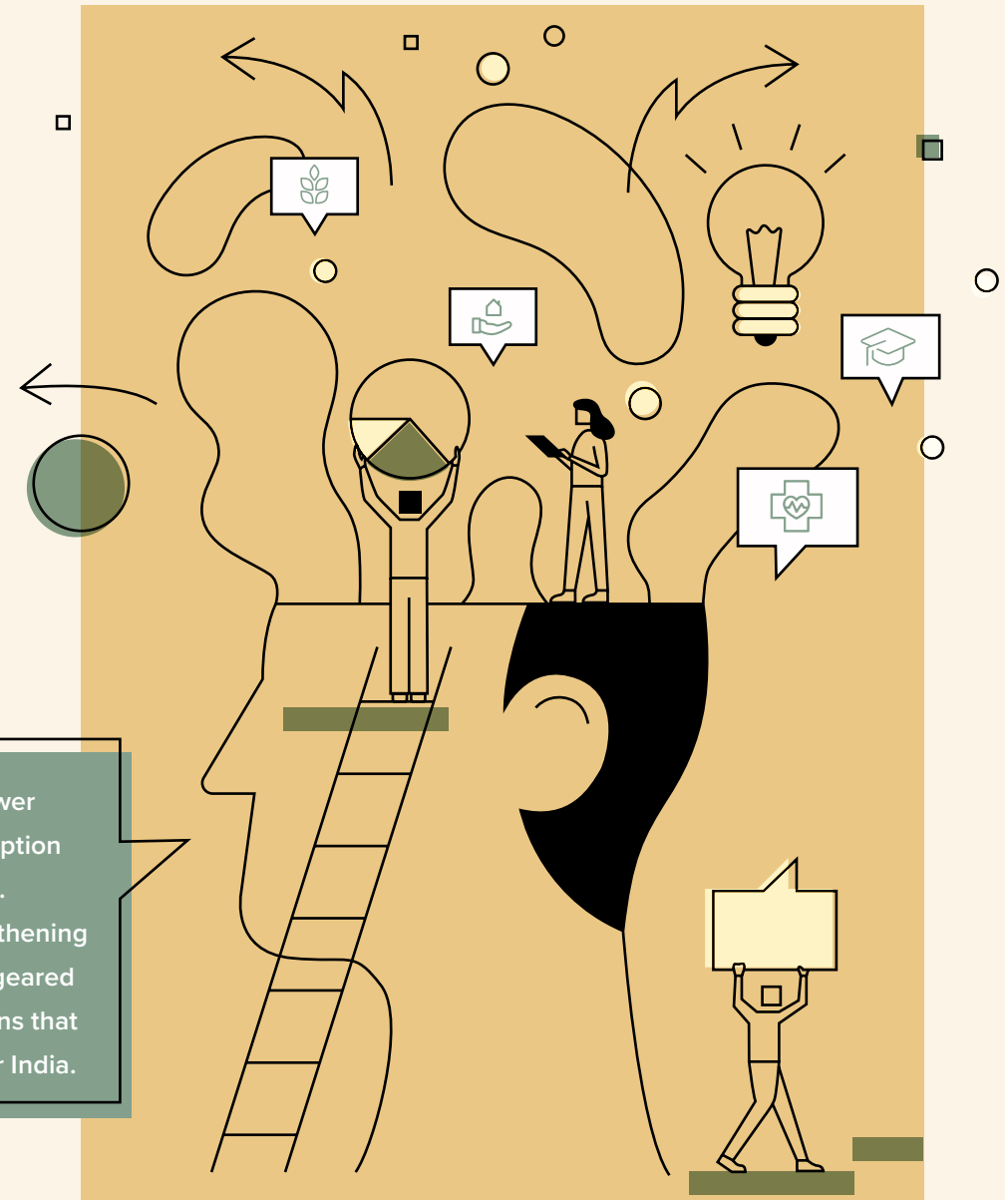
Building India ground-up

From the very onset, Xelp had its priorities set, and since then, it has worked relentlessly towards the same. Its technology solutions & services, and investment portfolio reflects its belief in the four pillars of society - **Health, Education, Agriculture and Livelihood (HEAL)**. Xelp being a technology-driven Company, is well aware of the quantum of the difference it can create in these four industries by supporting promising enterprises engaged in technology-focused innovation.

What Xelp knew from its inception is now gaining thrust with a larger audience. With the recent global events such as the pandemic, it is even more apparent that HEAL is not just a focus for Xelp alone but also what the businesses, economies, and the government is driving towards. In the last few years, and especially during these testing times, technology has come to the forefront in full swing. There was a surge in the number of startups that prioritised technology in Health and Education, and essential functions within these domains moved to a technology-based platform. Also, unemployment hit a new record during this time, and multiple concerted efforts were taken

to provide livelihood opportunities to the ones in need. As for agriculture, it has been and will remain India's backbone, but technology has made recent inroads into this sector as well, and is proving to be a game changer for the country.

Xelp has always believed in the power of HEAL and has facilitated the adoption of technology in these core sectors. The Company is resolute on strengthening India's backbone industries and is geared to make investments in organisations that share the same belief and vision for India.



COMPANY OVERVIEW

The world of Xelp


Xelpmoc Design and Tech Limited ('Xelp', 'Xelpmoc' or 'the Company') commenced its operations in the year 2015 at Bengaluru, and was founded by technocrat Sandipan Chattopadhyay. The Company provides professional and technical consulting services in the domains of product development, data science, and analytics. Xelp is adept at developing next-generation Artificial Intelligence and Machine Learning technology, specialising in Natural Language Processing and Data Analytics. The Company collaborates as a Technology Partner and Consultant, working with multiple clients across the spectrum, such as governments, businesses, individuals, and startups, and helping them optimise their data.

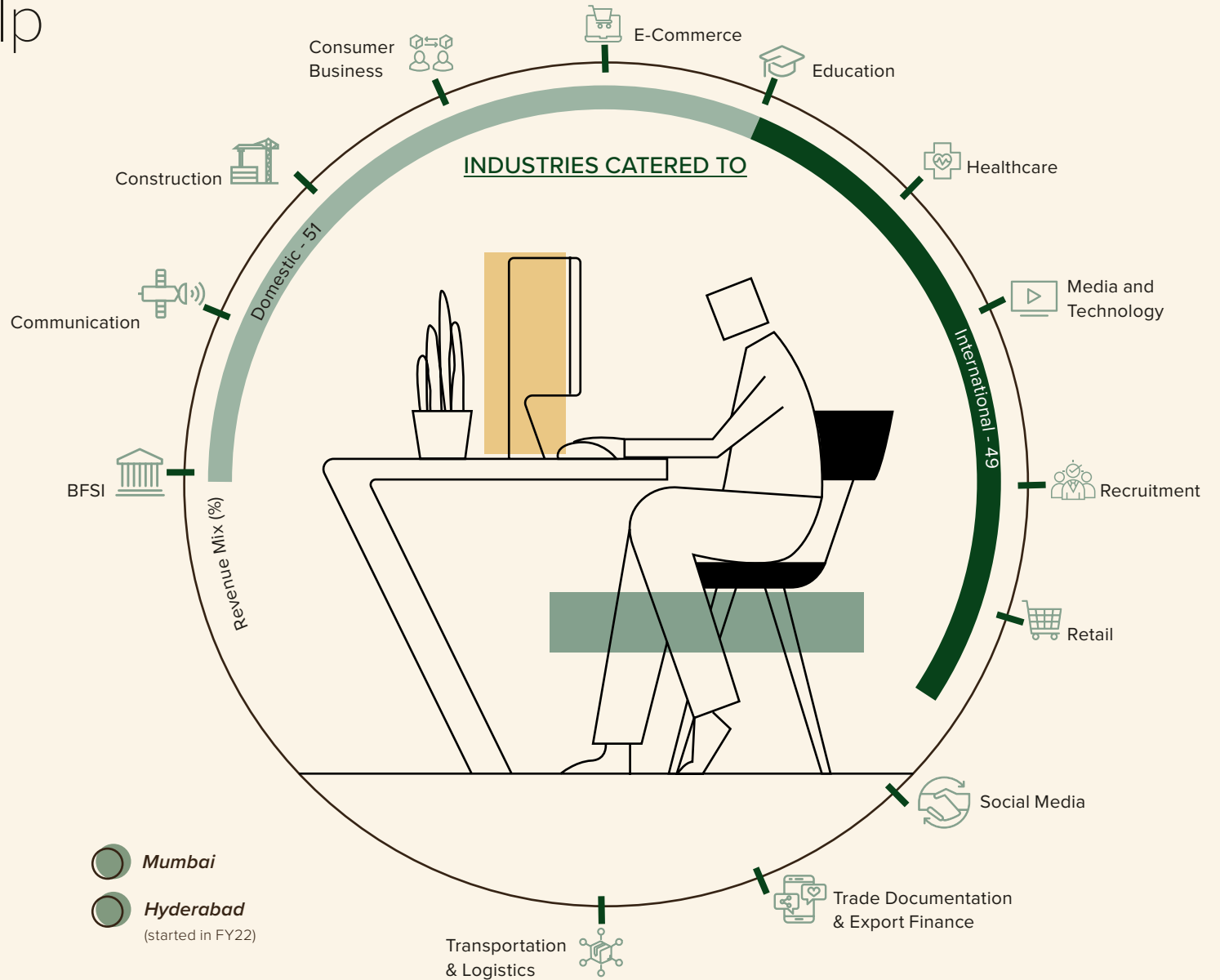
20
Investee Company

53
Clients

91
Team Members

OPERATIONS IN

-  Bengaluru (HQ)
-  Gurugram
-  Mumbai
-  Kolkata
-  London
(started in FY22)
-  Hyderabad
(started in FY22)



COMPANY OVERVIEW (CONTINUED)

Our Journey so far

Xelp, in the brief seven years journey, has achieved significant milestones & growth and is determined to deliver more. Recently, in FY22, the Company has taken several critical decisions that will be critical for its performance in the years to come.

2015

- The Company was incorporated in Bengaluru as 'Xelpmoc Design and Tech Private Limited'
- Entered into its first Technology Services Agreement with Fortigo Network Logistics Private Limited

2017

- A Joint Venture Agreement entered with Fortigo Network Logistics Private Limited
- Entered into its first Agreement with a Government organisation for rendering services

2019

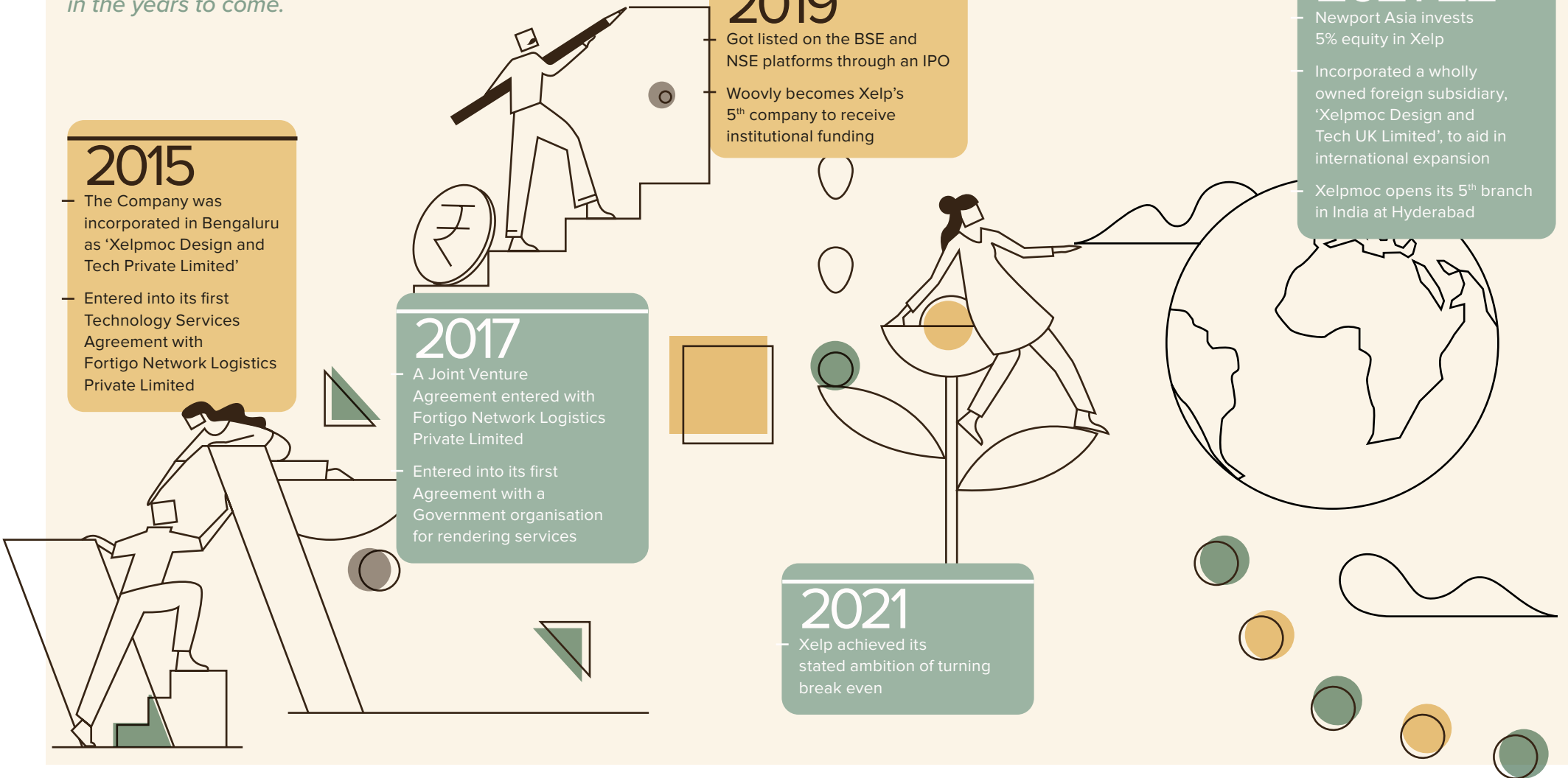
- Got listed on the BSE and NSE platforms through an IPO
- Woovly becomes Xelp's 5th company to receive institutional funding

2021-22

- Newport Asia invests 5% equity in Xelp
- Incorporated a wholly owned foreign subsidiary, 'Xelpmoc Design and Tech UK Limited', to aid in international expansion
- Xelpmoc opens its 5th branch in India at Hyderabad

2021

- Xelp achieved its stated ambition of turning break even



PHILOSOPHY

Investments in Xelp's H.E.A.L portfolio

Since its inception in 2015, Xelp has prioritised its investments in certain key sectors such as Health, Education, Agriculture and Livelihood.

BUT WHY THESE SECTORS?

Besides being the backbone of society, these sectors also enable the growth and development of the nation. Therefore, Xelp believes that its contribution to these sectors would indirectly allow it to create a meaningful impact on the ground.

ARE THERE ANY CHALLENGES FOR INVESTMENT IN THESE SECTORS?

Yes, there are. Traditionally these sectors have been the priority of the government, state and centre. Therefore, these sectors heavily rely on government policies and public expenditure, and private enterprises find these sectors particularly tricky to engage with due to their multiple linkages to the government.

THEN WHY DOES XELP SEEK OUT STARTUPS CATERING TO THESE SECTORS?

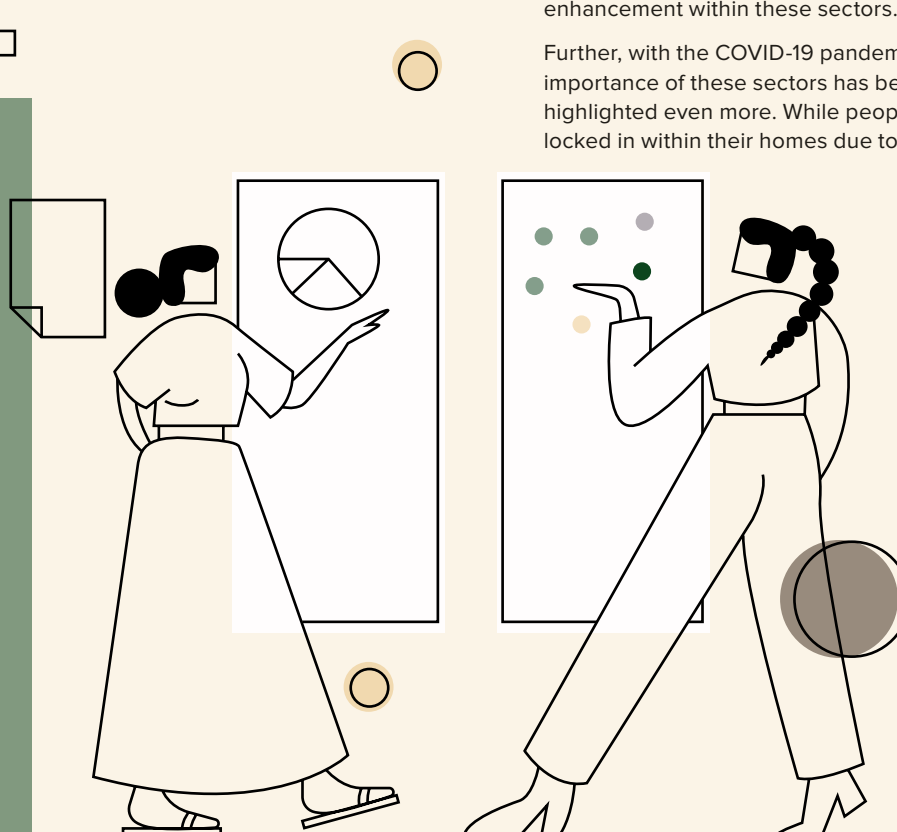
Xelp truly believes in the potential of these sectors, in terms of endless possibilities of technology development in these sectors as well as the scale of impact it can achieve. To that extent, the Company actively scouts for startups invested in infrastructure, system and process enhancement within these sectors.

Further, with the COVID-19 pandemic, the importance of these sectors has been highlighted even more. While people were locked in within their homes due to the

pandemic, technology took over health, education and livelihoods in a massive way. Moreover, the ever-growing food needs of the population of India, coupled with India's export ambitions, have made the growth of the AgriTech sector an apparent reality. Xelp has always believed these sectors to be critical, and the pandemic has added further mileage to its belief. As the world prepares for a post-pandemic economic and social landscape, the growth of these sectors will also have to be aligned with it. Xelp is confident that the HEAL sectors, which had only received altruistic support earlier, will now become the drivers of India's growth story.

IS THERE ANY DATA IN SUPPORT OF THE HEAL GROWTH STORY?

In 2021, EdTech (13.5%) and HealthTech (8.5%) were in the top 5 startup sectors, constituting more than 51% of the Indian tech startups. In fact, EdTech is the topmost among the highest growth sectors, defined as a sector with a 5-year CAGR of more than 50%. The AgriTech sector, on the other hand, has consistently gained momentum since the pandemic and is receiving investor traction across all funding stages.



13.5%



8.5%



PHILOSOPHY (CONTINUED)

Xelp's HEAL portfolio

Xelp is committed to its HEAL portfolio, besides exploring opportunities in other high-growth sectors. As data suggests, most of the innovation that is taking place in India today is in these sectors, thereby enriching Xelp's portfolio.

HEALTH

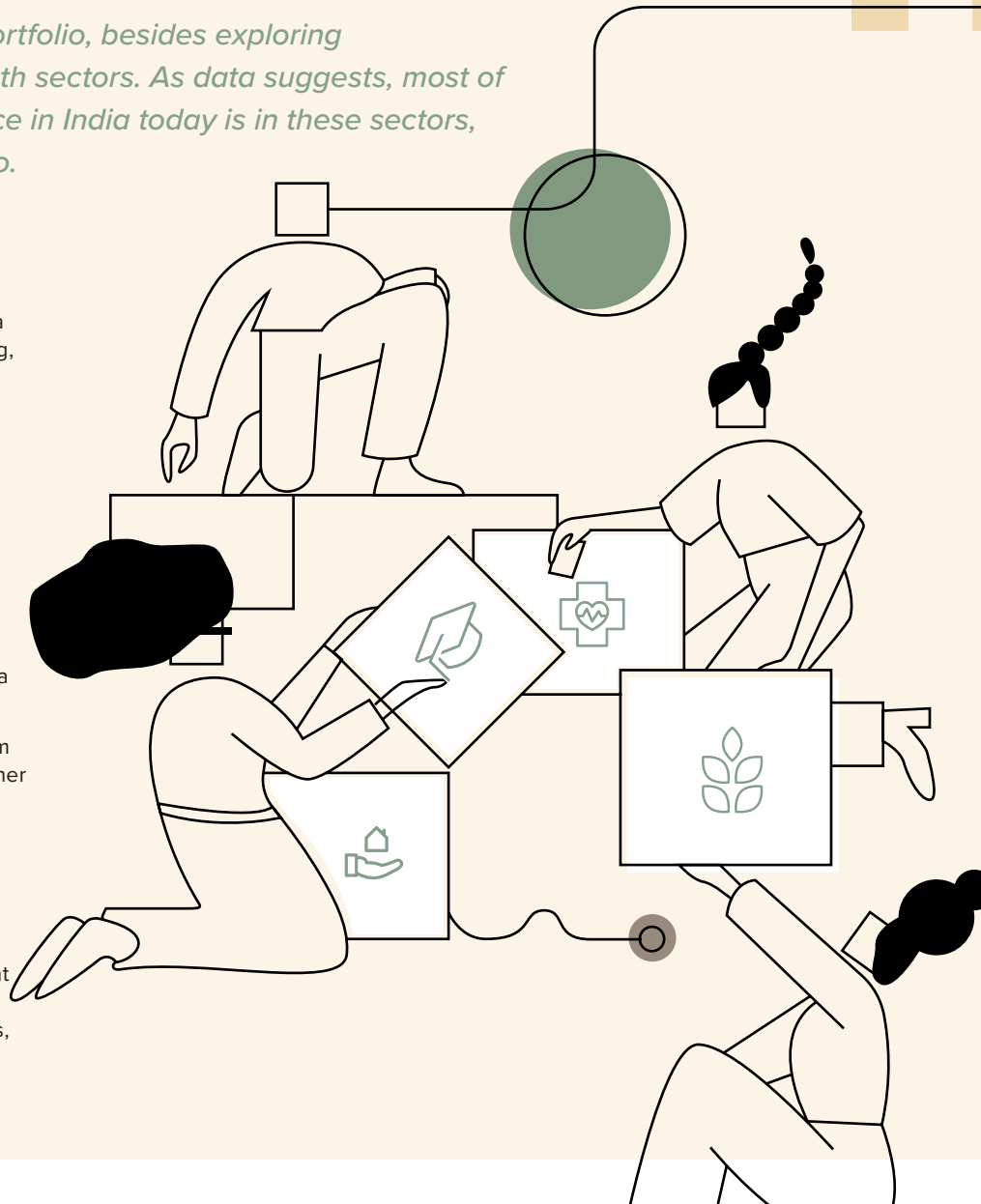
Catailyst Inc is a healthcare technology platform that engages with cutting-edge data science techniques such as Machine Learning, Natural Language Processing, Predictive Analytics and AI models, to create a unified dataset of drugs.

EDUCATION

- **Learning Hats Pte Limited** is a Singapore-based company that provides world-class technology solutions to the education sector.
- **Signal Analytics Private Limited** is an Edutainment company that engages with data analytics.
- **Graposs Edutech Private Limited** is a platform for education content development and teacher capacity building.

AGRICULTURE

Inqube Innoventures Private Limited leverages the power of technology and data to meaningfully impact agriculture-dependent rural economies from the developing world. The company engages Technology, Analytics, Imaging and Internet of Things (IoT) to create superior solutions.



LIVELIHOOD

- **Fortigo Network Logistic Private Limited** is a freight exchange facilitator built for the trucking ecosystem in India. Catering to every participant in the trucking ecosystem, Fortigo has a common technology platform that enables them to manage the entire goods transportation lifecycle.
- **KidsStopPress Media Limited** is India's foremost parenting website, aiding parents to take a well-informed decision, by sharing reviews of kids' brands, services and events from across India.
- **Rype Fintech Private Limited**, with its Natural Language Processing engine, enables businesses to manage their finances by providing real-time actionable insights.
- **One Point Six Technologies Private Limited** (Earlier named as Leadstart Publishing Private Limited) is a leading publishing house from India, focusing on the creative and progressive development of authors and writers. Its 'PENCIL' platform helps writers and authors upload a book's script, design its cover page, edit the content, and publish the book on all available digital platforms (like Kindle).
- **Woovly** is a social commerce platform driven by a creator community, for Tier 1 and 2 shoppers. Woovly's users discover and shop lifestyle products instantly, by going through short video content created by micro and nano influencers.

PARTNERSHIPS

Xelp's valuable partnerships

Xelp partners with startups in high-impact and high-growth sectors, providing world-class technology solutions, technology consultancy and advisory services, thereby helping them scale their business operations.

The goal is to actualise the visions of these startups and, through that, realise Xelp's own vision of impacting the world. At present, the Company has invested in 20 startups from varied sectors and from across the globe. Here is a list of some of its key partnerships which have made a significant impact on society.

FORTIGO NETWORK LOGISTIC PRIVATE LIMITED

Fortigo is a freight exchange facilitator that has set out on a mission to empower the **Indian goods transportation industry ecosystem** through technology and the power of networking. Fortigo provides a common technology platform complemented with business services for every trucking ecosystem participant, thereby enabling a quantum leap in productivity, efficiency and customer service. The network members interact, transact and manage the entire goods transportation lifecycle and business on the platform.

KEY INVESTORS:

Accel India IV (Mauritius),
Nandan Nilekani

ASSOCIATION SINCE

2015

MIHUP COMMUNICATION PRIVATE LIMITED

Headquartered in Kolkata, Mihup is building a **Voice AI platform for enterprises** such as customer contact centres and Automotive & TV OEMs. The company works with top enterprises in India. Its platform provides the capability to build offline VPA for cars and contact centre call analysis on a spectrum of criteria, generating suggestions and guidance for agents and businesses. At its core, Mihup aspires to be a conversation protocol and aims to sit between Human or Machine actors, remove personal biases or specific terminologies, and aid communication.

KEY INVESTORS:

Accel India IV (Mauritius)
Limited, Idea Spring
Capital

ASSOCIATION SINCE

2016



PARTNERSHIPS (CONTINUED)

WOOVLY INDIA PRIVATE LIMITED

Woovly is a social commerce platform driven by a creator community for Tier 1 and 2 shoppers. Woovly's users instantly discover and shop lifestyle products through short video content created by micro and nano influencers. The company pays cash incentives to the influencers whose content creates traction and sales. Every month, its millions of users generate more than views on content development by thousands of homegrown influencers. Woovly has hundreds of brands and thousands of SKUs active on its platform.

KEY INVESTORS:

Duane Park, SOSV

ASSOCIATION SINCE

2019

RYPE FINTECH PRIVATE LIMITED

Rype Fintech, with its Natural Language Processing engine, provides real-time actionable insights to its clients enabling them to manage their finances better. Xelp's engagement with Slate.ac is centred around accumulating real-time data and an accurate view of cash flow statuses, including:

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

KEY INVESTORS:

Aditya Parekh, Patni
Wealth Advisors LLP

ASSOCIATION SINCE

2019

ONE POINT SIX TECHNOLOGIES PRIVATE LIMITED

One Point Six Technologies Private Limited, earlier known as Leadstart Publishing Private Limited, is a leading publishing house with authors' creative and progressive development as its primary focus. Leadstart's 'PENCIL' platform features prominent authors and their writings from across the world. Xelp collaborated with Leadstart to build an integrated digital platform for authors and writers, providing stellar features such as uploading a book's script, designing the cover page, editing, and publishing on all available digital platforms (like Kindle).

KEY INVESTORS:

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

ASSOCIATION SINCE

2019

PARTNERSHIPS (CONTINUED)

VALUE OF PORTFOLIO

(₹ in 000's)

COMPANY	COST OF INVESTMENT (AS AT 31 ST MARCH, 2022)	FAIR VALUE (AS AT 31 ST MARCH, 2022)	% HOLDING ON FULLY DILUTED BASIS* (AS AT 31 ST MARCH, 2022)
AT FAIR VALUE			
Fortigo Network Logistic Private Limited	11.1	2,26,288.10	4.95
Mihup Communication Private Limited	6,080.82	2,24,130.79	10.40
Snaphunt Pte Limited	615.37	45,192.44	9.87
Inqube Innoventures Private Limited	9,298.51	4,457.69	5.78
PHI Robotics Research Private Limited	2,505.00	318.19	1.59
KidsStopPress Media Limited	9,044.13	9,388.25	15.00
Rype Fintech Private Limited	5,892.92	19,352.15	7.19
Woovly India Private Limited	572.03	51,319.42	13.74
Graphixstory Private Limited	409.50	409.50	NA-Pref shares
One Point Six Technologies Private Limited (Earlier known as Leadstart Publishing Private Limited)	22,678.11	24,378.90	5.10
Femmevista Technologies Private Limited	1,223.00	14,377.83	7.16
Catalyst Inc	293.45	283.20	NA-Pref shares
Learning Hats Pte Limited	272.48	251.71	9.90
Naik TechXP Private Limited	241.52	247.54	18.56

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

Note - Investment in Ideal Insurance Brokers Private Limited has been sold during the financial year.

PARTNERSHIPS (CONTINUED)

VALUE OF PORTFOLIO

(₹ in 000's)

COMPANY	COST OF INVESTMENT (AS AT 31 ST MARCH, 2022)	FAIR VALUE (AS AT 31 ST MARCH, 2022)	% HOLDING ON FULLY DILUTED BASIS* (AS AT 31 ST MARCH, 2022)
AT FAIR VALUE			
Firstsense Technology Private Limited	161.55	161.55	NA-Pref shares
Graposs Edutech Private Limited	1,999.79	2,005.28	2.04
SUBTOTAL	61,299.29	6,22,562.53	
AT COST			
Signal Analytics Private Limited	1,000.00	1,000.00	91.95
Xelpmoc Design and Tech UK Limited	9.97	9.97	100.00
SUBTOTAL	1,009.97	1,009.97	
PROVIDED FOR			
Intellibuzz TEM Private Limited	2,499.98	-	5.38
Taxitop Media Private Limited	2,084.70	-	16.00
SUBTOTAL	4,584.68		
GRANDTOTAL	66,893.94	6,23,572.50	

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

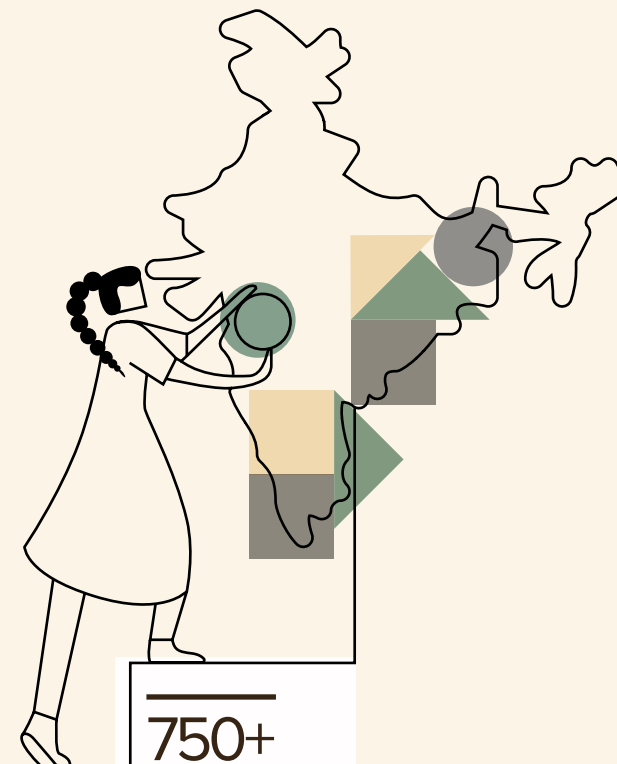
Note - Investments in Madworks Ventures Private Limited and Gyankosh Solutions Private Limited have been sold during the financial year.

OPERATING ENVIRONMENT

India's booming startup ecosystem

The Indian startup ecosystem is experiencing a surge of new ideas, thoughts and innovations. While the country has been inevitably preparing for this moment of growth, in 2021, it surpassed its expectations. India currently is home to the 3rd highest number of unicorns in the world, following the USA and China.

In fact, the country added 42 unicorns to its list in 2021 alone. With this, it can be said that the year 2021 will go down in history as a momentous year for the startup ecosystem.



25,000
-26,000

Number of Indian tech startups founded between 2011-2021

42

New unicorns added in 2021

2,250+

Tech startups founded in 2021

12%

Share of Indian startups leveraging deep technology

750+

Active institutional investors in 2021

39%

Cumulative growth rate (10-year CAGR) of Indian startups

OPERATING ENVIRONMENT (CONTINUED)

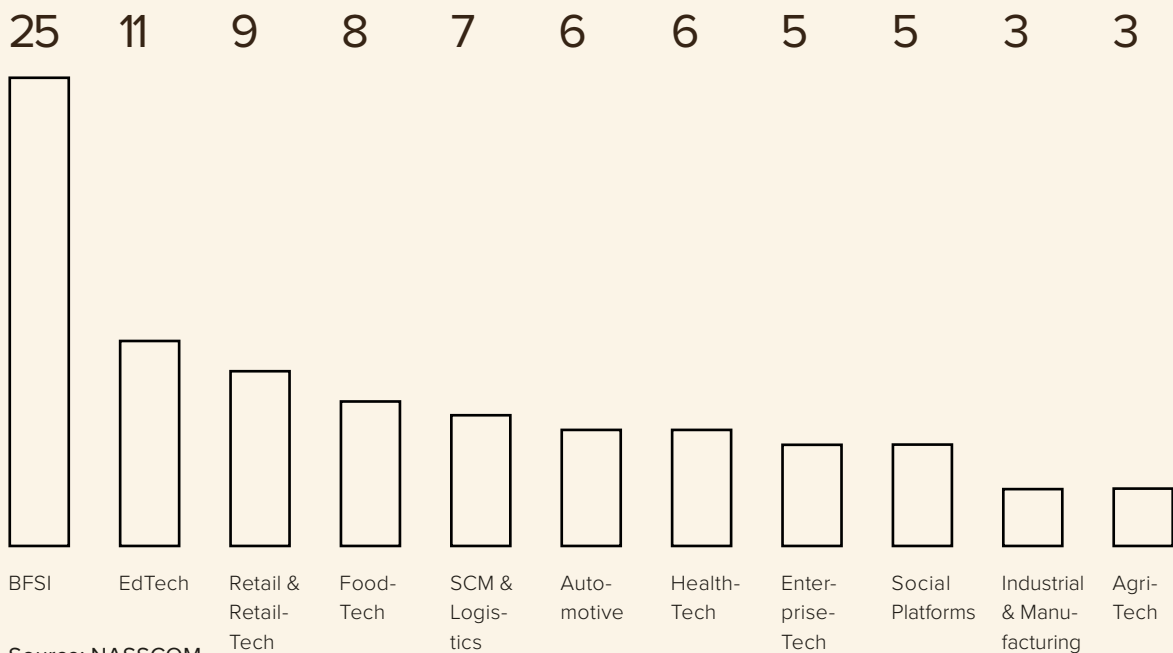


The Indian startup ecosystem is rooted in a strong foundation which is geared to deliver long-term success

1. A diverse and inclusive startup ecosystem
2. Widening breadth and depth presence in sectors
3. Intensifying corporate participation
4. Deepening investor commitment
5. Home to Unicorns
6. Collaborative growth playbook
7. Leveraging India's unique digital infrastructure
8. Wealth creation for 1.4bn of India's population

INVESTMENTS IN STARTUPS BY SECTOR (2021)

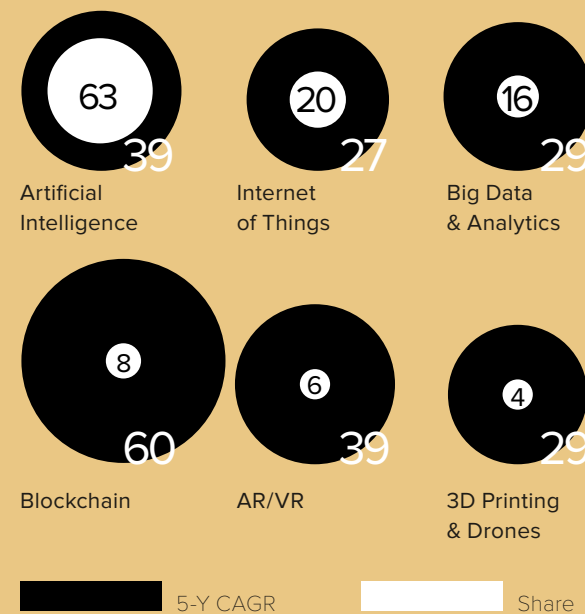
(in %)



Source: NASSCOM

DISTRIBUTION OF STARTUPS LEVERAGING DEEP-TECH

(in %)



OPERATING ENVIRONMENT (CONTINUED)

The Indian startup landscape indicates high growth potential in 3 of Xelp's core sectors -

Health, Education and Agriculture. The other focus area of Livelihood is a by-product of all

these sectors, which is generating massive job opportunities for people across the country.

HEALTHTECH

3 HealthTech unicorns added in 2021

81% of total 2021 investments in HealthTech attributed to late-stage funding

POPULAR AND EMERGING FOCUS AREAS:

- Remote screening and monitoring
- Data integration & analytics
- Tele-consulting
- Hybrid Virtual/In-person care
- Software aided pathology imaging
- Digital therapeutics & self-help tools
- Online pharmacy & diagnostics

EDTECH

140+ EdTech startups funded in 2021

80% of total investments in EdTech attributed to Unicorns

POPULAR AND EMERGING FOCUS AREAS:

- Vernacular education
- Classroom digitization
- AR/VR immersive learning
- Personalised learning
- Workforce upskilling
- Learning management solutions
- Non-academic courses
- Education financing

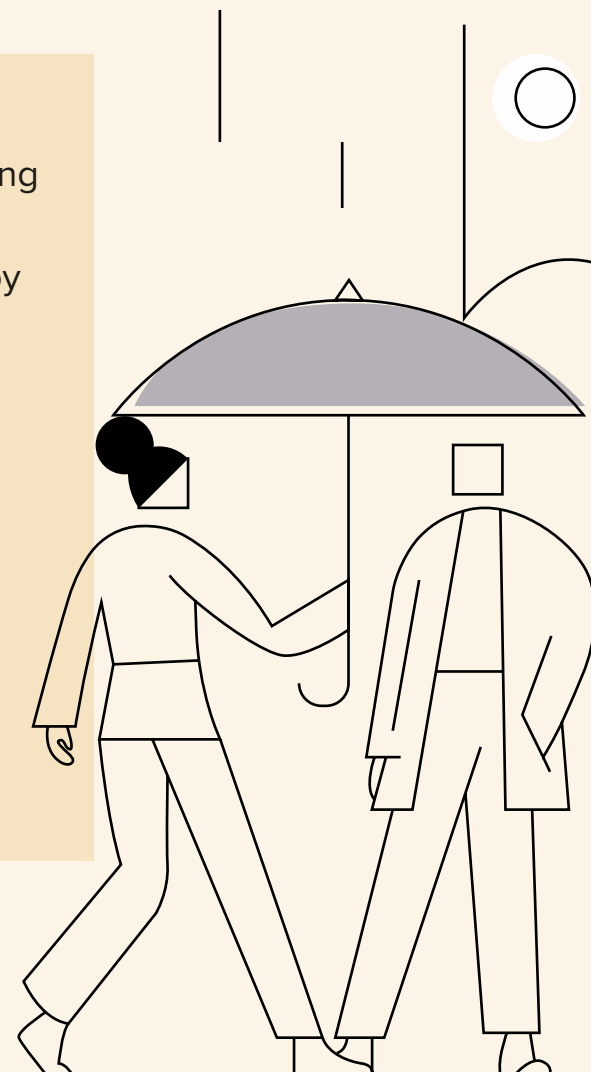
AGRITECH

USD 650 million funding received in 2021

~70% funding raised by late-stage startups

POPULAR AND EMERGING FOCUS AREAS:

- Agri-financing
- Market linkages for farm produce/ livestock
- Drone based precision farming
- Quality management & traceability
- Farm automation



PERFORMANCE HIGHLIGHTS

Xelp's annual performance at a glance

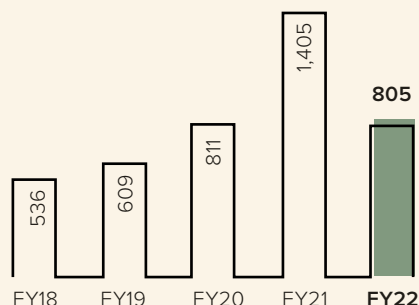
The Company generated operating revenue of ₹ 80.5 million in FY22, and it successfully increased its portfolio value of investments from ₹ 476.7 million in FY21 to ₹ 623.6 million in FY22. Further, Xelp also raised ₹ 270 million through preferential allotment to Newport Asia Group, amounting to 4.99% of the post-issue paid-up capital for the augmentation of senior management personnel and overseas business expansion.

Going forward, the Company is geared to fund startups that align with its HEAL portfolio so that it can maximise its impact in these crucial sectors.



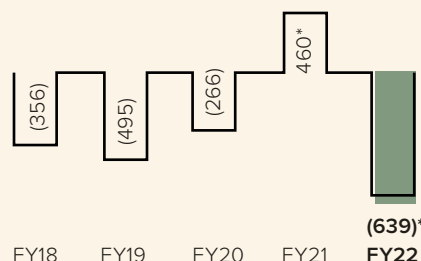
REVENUE FROM OPERATIONS

(in ₹ lakhs)



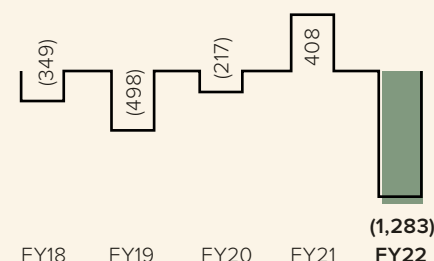
EBITDA

(in ₹ lakhs)



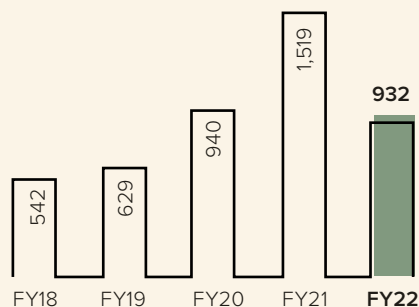
PAT

(in ₹ lakhs)



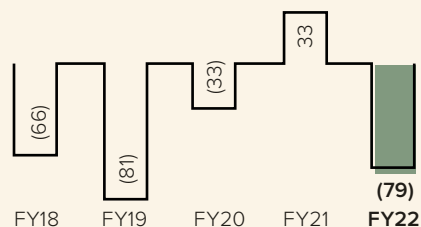
TOTAL INCOME

(in ₹ lakhs)



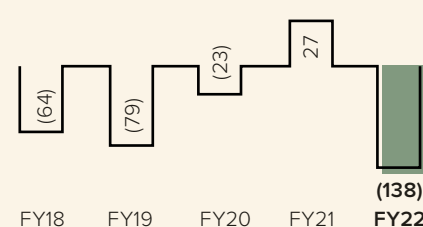
EBITDA MARGIN

(in %)



PAT MARGIN

(in %)



*EBITDA is Adjusted Operating EBITDA, after excluding ESOP of 104 lakhs in FY21 & 824.31 lakhs in FY22

PERFORMANCE HIGHLIGHTS (CONTINUED)

OPERATIONAL HIGHLIGHTS

In FY22, Xelp continued to expand its startup deployment through multiple investments across the board:

- Incorporated a wholly-owned subsidiary, Xelpmoc Design and Tech UK Limited, for international expansion.
- Opened office at a new location - Hyderabad, for business expansion.
- Signal Analytics, a wholly-owned subsidiary of Xelpmoc, raised ₹ 52.4 million by way of preferential allotment of Pre-Series A CCPS to new investors. This has led to Xelpmoc owning 91.95% of shares of Signal, on a fully diluted basis.
- Additional investment in India's largest book distributor, One Point Six Technologies, publishing 100+ titles annually and spread across 100 cities.
- Additional investment in Slate.ac, a simplified business finance & accounting platform for SMEs.



- Investment in data science platform, Naik TechXP, which delivers financial advisory through personalised engagement and decision assist tools.
- Investment in visual intelligence platform, First Sense Technologies, which uses distributed edge AI for automated classroom feedback.
- Investment in an Edutech platform, Graposs Edutech, which engages in education content development and teacher capacity building.

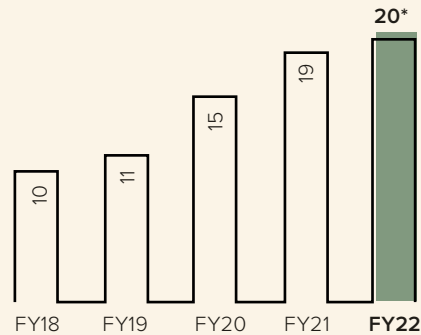
PERFORMANCE HIGHLIGHTS (CONTINUED)

QUALITATIVE HIGHLIGHTS OF FY22

Xelpmoc is a fast-growing company that has made significant progress in the past few years in terms of its people, clients and startup investment strength. Moreover, the Company has taken additional steps this year to diversify its business through a new branch in Hyderabad and a wholly owned subsidiary for international expansion. With this, Xelp hopes to amplify its presence in India and abroad and create meaningful synergies with impactful startups.

NUMBER OF INVESTMENTS

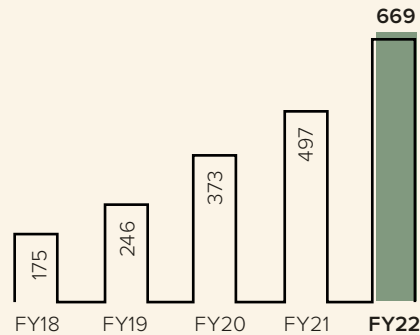
20*



COST OF INVESTMENT

(in ₹ lakhs)

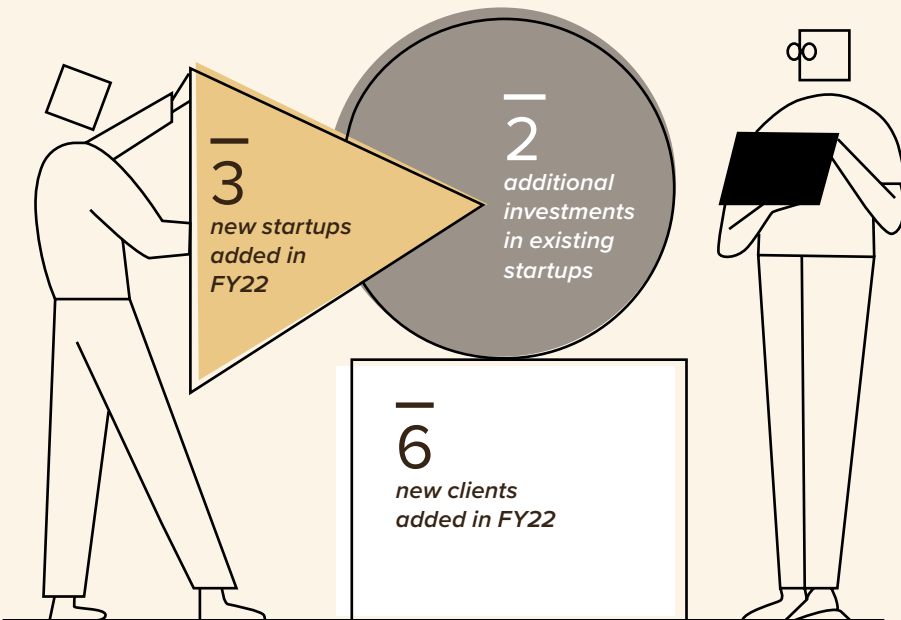
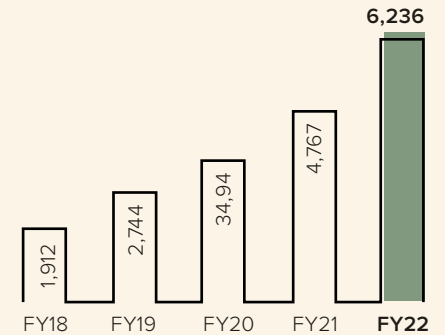
669



FAIR VALUE OF INVESTMENT

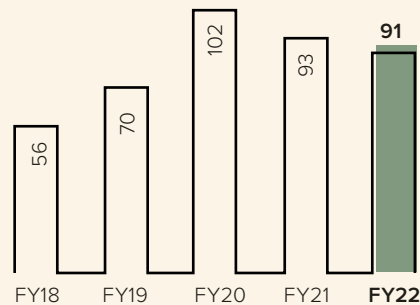
(in ₹ lakhs)

6,236



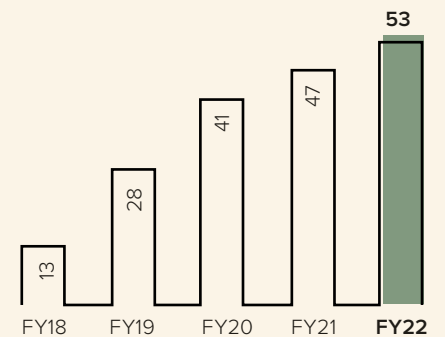
TEAM STRENGTH

91



CUMULATIVE CLIENTS

53



*including investments in subsidiary

BOARD OF DIRECTORS

Leading the Company with innovative ideas and thoughts

Association with Xelpmoc since
 Years of experience



TUSHAR TRIVEDI

Chairman - Independent and Non Executive Director

Banking, Business Process Transformation, Industrial Manufacturing

Mr. Trivedi has completed his M.Sc. from the University of Mumbai and has earned an MBA degree from the Narsee Monjee Institute of Management Studies.

He has a rich experience across functions such as digital banking, transactional banking, relationship management, business process transformation, business solutions and industrial manufacturing. Prior to joining Xelp, he worked with Kotak Mahindra Bank and served as the Vice President of Citibank NA, UAE.

2018 | 34



SANDIPAN CHATTOPADHYAY

Founder, Managing Director & CEO

Technology, Strategy, Planning, startup Development, New Initiatives

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

He founded Xelp in 2015, and was responsible for getting it listed on the Bombay Stock Exchange and the National Stock Exchange in February 2019. Prior to founding Xelp, he was the Chief Technical Officer with Just Dial Limited. Over the years, he has helped the technology development of several startups and new initiatives at large enterprises such as Tata Motors, Crisil Marketwire, Standard Chartered Bank, Deutsche Bank, Edelweiss, Business Standard, and others. He was also conferred the prestigious "Red Hat Innovator of the Year" award.

INCEPTION
2015 | 24



SRINIVAS KOORA

Founder, Executive Director, CFO

Finance, Accounts, Investor Relations, Fund Raising, Tax Compliance

Mr. Koora holds a B. Com degree from Osmania University and an MBA degree from Swami Ramanand Teerth Marathwada University, Nanded. He has a rich experience across functions such as accounts and finance. His previous stints include serving as the Deputy CFO at Just Dial Limited.

INCEPTION
2015 | 23



JAISION JOSE

Executive Director

Human Resource Services, Business Development and Operations

Mr. Jose holds a B. Com and an M. Com degree along with a Master's Degree in Marketing Management from the University of Mumbai. He has diverse experiences spanning functions such as Human Resource Services and Business Development and Operations. He was previously one of the founding team members of Qness Corp Limited and has also worked with Adecco India PeopleOne Private Limited in the past.

2017 | 17

BOARD OF DIRECTORS (CONTINUED)

**PREMAL MEHTA**

Independent, Non Executive Director

Financial Advisory

Mr. Mehta holds a Master's degree in Management Studies from the Narsee Monjee Institute of Management Studies. He has a solid experience in financial advisory services. He is also a Founder Director and on the Board of Wealth First Advisors Private Limited, at present.

2018 | 35

**PRANJALI SHARMA**

Non Executive, Non Independent Director

Leadership positions in Media organisations

Mr. Sharma received his bachelors' degree in economics from Delhi University, and has also completed his post-graduate studies at the University of Westminster. He has a strong track record of holding leadership positions in the media sector, which includes prestigious media houses such as CNBC and Bloomberg. He has also advised government bodies and private enterprises in the past. As an author, he has published and edited several books, the latest one being 'India Automated: How the Fourth Industrial Revolution is Transforming India.' In addition, he served on the Global Agenda Council of the World Economic Forum for eight years and is a member of its expert network at present.

2020 | 28

**KARISHMA BHALLA**

Independent, Non Executive Director

Consulting in Technology, Media & Telecom sector

Ms. Bhalla holds an MBA degree from the Indian Institute of Management, Calcutta. She has a rich experience in management and has been associated with several industry stalwarts. Prior to joining Xelp, she was a Managing Director and Partner at the Boston Consulting Group (BCG) and a core member of BCG's Consumer and Retail Practice, leading BCG's digital marketing and personalization topic. She led multiple engagements in the consumer space, including new business development, digital acceleration, and brand redesign at BCG. In addition, she has been closely associated with the women's initiative at BCG and drove higher women participation in the workforce. She has also been deeply engaged in CII-BCG collaborations in the media space and has authored three papers (2015, 2016, and 2017) besides multiple other thought papers.

2020 | 16

**SOUMYADRI BOSE**

Non- Executive and Non- Independent Director

Leadership and consulting positions in Technology organisations

With over 33 years of global executive experience with Siemens, Dassault Systems, and Hewlett Packard, Mr. Bose, independently as a board member, consults organisations on their growth and operating strategies, globalisation, market-entry, product-services portfolio rationalisation, and application of critical technologies. He has also co-founded GoFar – an innovation- technology company based out of Singapore, with operations across Asia, Europe, and Africa. In addition, Mr. Bose is actively engaged with impact projects and funds in the domains of Environmental, Social and Governance (ESG) frameworks, the UN Sustainable Development Goals 2030 (SDG 2030) and related global initiatives in health areas, education, environment, agriculture, and livelihood. He also serves as a trustee in a school for the underprivileged children in the Himalayan foothills.

2020 | 33

Association with Xelpmoc since Years of experience

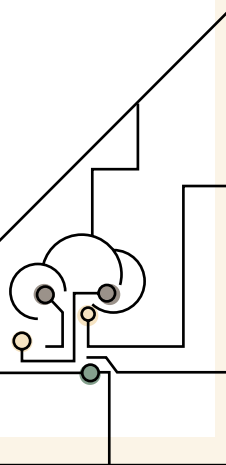
BOARD OF DIRECTORS (CONTINUED)

KNOWLEDGE AND EXPERTISE OF THE BOARD

Xelpmoc's board has a diverse set of skill sets and expertise across multiple domains. The members and the skills can be broadly categorised as below:

INFORMATION TECHNOLOGY AND DIGITALISATION

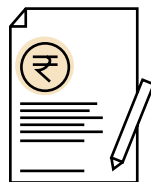
- Mr. Sandipan Chattopadhyay
- Mr. Srinivas Koora
- Mr. Jaison Jose
- Mr. Tushar Trivedi
- Mr. Pranjal Sharma
- Mr. Soumyadri Bose

SALES, MARKETING, CORPORATE STRATEGY AND PLANNING

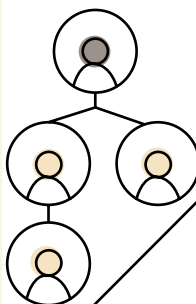
- Mr. Sandipan Chattopadhyay
- Mr. Srinivas Koora
- Mr. Jaison Jose
- Mr. Tushar Trivedi
- Mr. Premal Mehta
- Mr. Pranjal Sharma
- Ms. Karishma Bhalla
- Mr. Soumyadri Bose

ACCOUNTING, FINANCE, TAXATION, RISK MANAGEMENT, LEGAL & COMPLIANCE AND CORPORATE GOVERNANCE

- Mr. Sandipan Chattopadhyay
- Mr. Srinivas Koora
- Mr. Tushar Trivedi
- Mr. Premal Mehta
- Mr. Pranjal Sharma
- Mr. Soumyadri Bose

WIDE MANAGEMENT AND LEADERSHIP EXPERIENCE

- Mr. Sandipan Chattopadhyay
- Mr. Srinivas Koora
- Mr. Jaison Jose
- Mr. Tushar Trivedi
- Mr. Premal Mehta
- Mr. Pranjal Sharma
- Ms. Karishma Bhalla
- Mr. Soumyadri Bose

ADHERING TO PRINCIPLES OF GOOD CORPORATE GOVERNANCE

Non-Executive Chairman

Internal Audit performed by an external firm

Audit committee comprises of 75% Independent Directors



Formal dividend policy in place

Whistle blower mechanism in place

Proactive on all disclosures to Stock Exchanges

SENIOR MANAGEMENT

A hands on leadership team

 Association with Xelpmoc since
  Years of experience



SANDIPAN CHATTOPADHYAY

Founder, Managing Director & CEO

Technology, Strategy, Planning, startup Development, New Initiatives

24 07



SRINIVAS KOORA

Founder, Executive Director, CFO

Finance, Accounts, Investor Relations, Fund Raising, Tax Compliance

23 07



JAISON JOSE

Executive Director

Human Resource Services, Business Development and Operations

17 05



MADHU POOMALIL

Group President, Strategic Initiatives

Local and International Business Expansion

30 01



SRINIVAS KOLLIPARA

Group President, Startup Ventures

Startup Opportunities and Scale

30 01



VISHAL CHADDHA

Chief Venture Partner

Product Market Fit, GTM strategy, Sales and Business Development, Alliances, Client Relations and Government Relations

25 05



AJAY PANDEY

CTO, Technology

Platform Development, Testing, Deployment, Maintenance, Data Science

19 03



NAUSHAD VALI

Senior Tech Advisor

Solution and System Architecture, Algorithm Design

16 07



SAMBIT MUKHERJEE

VP Data Science

Spatial Data Science, Analytics

10 05

STRATEGIC REVIEW

Xelp's strategies in action

At Xelp, our strategies and the way in which we do business is based on four fundamental pillars, which enable us to add value to our clients' businesses, promote innovation and enhance efficiencies. Our approach is firmly backed by our core ethos of strengthening businesses with the requisite tools and the wherewithal, which puts them on a path towards enduring, sustainable growth.

EXCELLENCE IN TECHNOLOGY

Artificial Intelligence (AI) and Machine Learning (ML) are areas on which we are keenly focussed, which lends well to our Natural Language Processing and Data Analytics competencies. In addition, we assist our clients as Consulting and Technology Partners, leveraging our technological prowess, to create value and solutions out of their data.

In order to do this:

- We understand and internalise the problem statement of our client
- Study and discern identifiable statistical trends emerging from the data sets
- Design a well-rounded solution, tailored to address the problem at hand
- Identifying points of data collection, data quality and its type, to then derive a Machine Learning Model

20+

To date, we have supported 20+ startups with high growth potential



REACHING OUT TO DIVERSE SECTORS

Given the trust reposed to us by our existing clientele, we can capitalise on the same and augment our gains through repeat business and cross-selling our other offerings. We are also in discussions with businesses and authorities globally, including in the Middle East, North Africa, Asia-Pacific and the United States of America, to broaden our reach to these markets. Our push to acquire new businesses is bolstered by our continuous efforts to enhance our technical capabilities in Artificial Intelligence, Deep Learning, and Data Science.

ONBOARDING NASCENT STARTUPS IN HIGH-POTENTIAL SECTORS

We offer our services to early-stage startups and help them achieve scale and reach, which would otherwise not have been attainable. Furthermore, we engage with the founders of these new businesses and make equity funding available, thereby enabling them to operationalise their business plans effectively. To date, we have supported 20+ startups with high growth potential. In the past few years, we have partnered with multiple startups in emerging sectors like edtech, social networking, fintech and digital outdoor marketing, thereby enabling them to maximise their potential.

IMPROVING OPERATIONAL PERFORMANCE

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

Further, to boost our capabilities we are also committed to:



Maintaining a centralised database of our operating modules, which will enable us to leverage our rich experience and roll out solutions with minimal latency

Using robust management utilities to monitor project planning and implementation, thereby allowing greater visibility and control to our clients



Achieving higher standardisation and enabling greater efficiencies in product quality and delivery, through thorough detailed documentation and upgradation of processes

STRATEGIC REVIEW (CONTINUED)

Xelp's uniqueness

We understand that, in a marketplace as diversified as it is today, the only way to be noticed is to stand out. All of our efforts are geared towards distinguishing ourselves, from how we design our offerings, to how we interface with our clientele, to how we structure ourselves. Thus, we are able to deliver unique, bespoke solutions to our clients, thereby setting ourselves apart.

① A SUPERIOR CLIENT SERVICING MODEL

Our strength comes from our coterie of clients who hold us in trust for the excellent services that we offer to them. We empower them through our whole suite of services and world-class professionals across verticals to service their specific needs. Being thoroughly entrenched with our clients, a strong and stable framework of respect and support is created between our team members and the clients. This personal touch differentiates us from our competition and enables us to assess and service the needs of our clients, thus providing them with an unmatched experience.

② TURNKEY SOLUTIONS AND SUPPORT

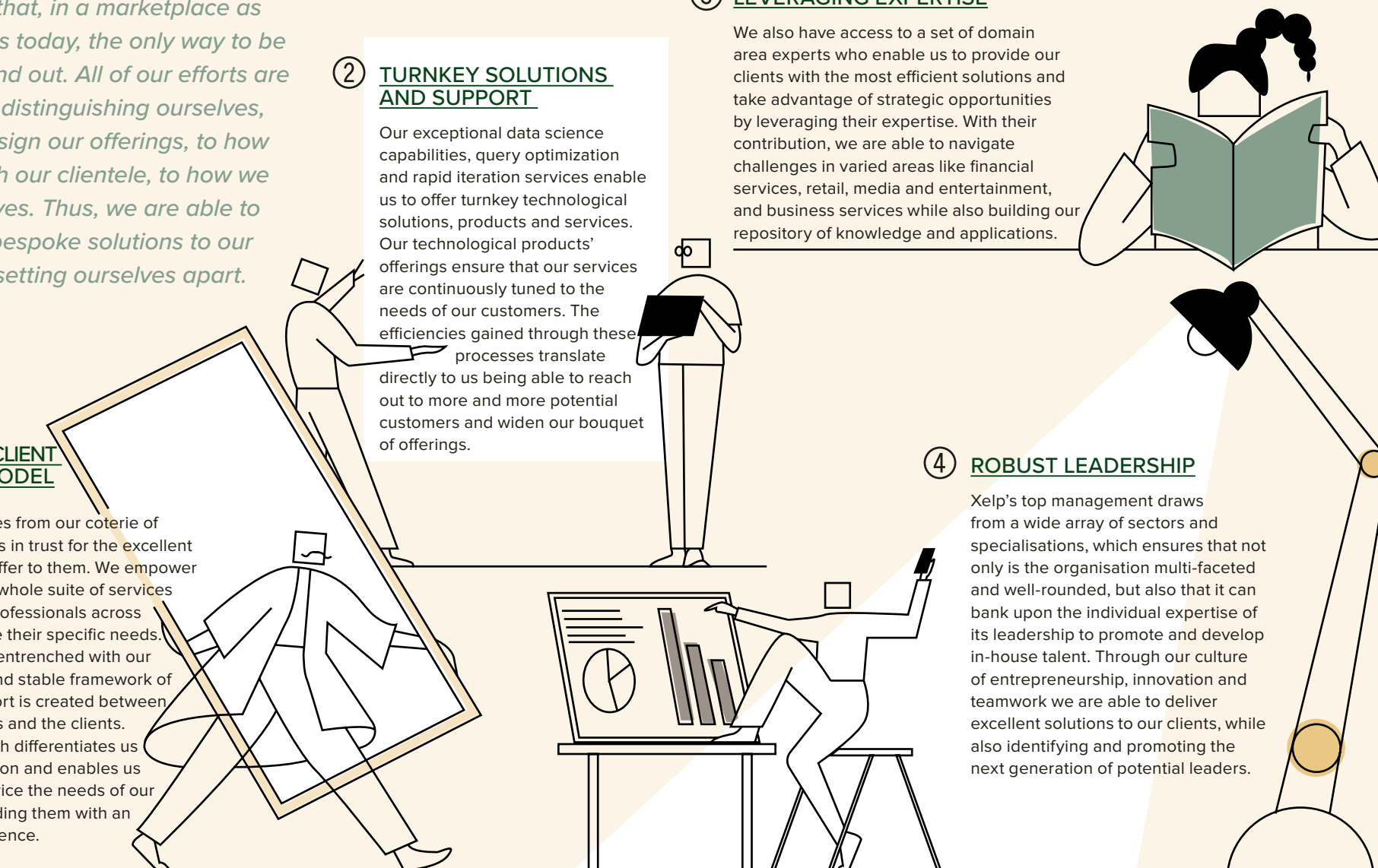
Our exceptional data science capabilities, query optimization and rapid iteration services enable us to offer turnkey technological solutions, products and services. Our technological products' offerings ensure that our services are continuously tuned to the needs of our customers. The efficiencies gained through these processes translate directly to us being able to reach out to more and more potential customers and widen our bouquet of offerings.

③ LEVERAGING EXPERTISE

We also have access to a set of domain area experts who enable us to provide our clients with the most efficient solutions and take advantage of strategic opportunities by leveraging their expertise. With their contribution, we are able to navigate challenges in varied areas like financial services, retail, media and entertainment, and business services while also building our repository of knowledge and applications.

④ ROBUST LEADERSHIP

Xelp's top management draws from a wide array of sectors and specialisations, which ensures that not only is the organisation multi-faceted and well-rounded, but also that it can bank upon the individual expertise of its leadership to promote and develop in-house talent. Through our culture of entrepreneurship, innovation and teamwork we are able to deliver excellent solutions to our clients, while also identifying and promoting the next generation of potential leaders.



Q&A WITH THE FOUNDER

A candid conversation with the founder

Q. Can you please give a brief overview of how you see the current Indian startup ecosystem?

A. The Indian economy is nearly \$ 3 trillion, and technology enables 10% of that GDP. Assuming startups will handle 40% of that \$ 300 billion in sales due to the innovation cycle, this large market size will result in high market capitalisation. As a result, startups have a crucial component, since somewhere there was an innovation that seemed to log-jump into the mainstream. Having said that, we have focused our perspective on what we refer to as the 'HEAL' and allied sectors. And from an Indian as well as a global viewpoint, we do believe that HEAL sectors will have a somewhat higher rate of return.

Q. What is the core of Xelpmoc's business model, and where does value creation exist for Xelpmoc and the shareholders?

A. Regarding value creation, we operate in sectors that we believe in, and our organisational style is that of a tech co-founder. So, in that context, we are practically earning something like stock options when we do a cost plus equity model with startups. And the second part of our revenues is expected to come from corporates, where we operate in a manner that is somewhat like the service sector. The only difference is that instead of engaging in body shopping, we are serving as enablers for startups and doing end-to-end innovation projects. A large part of our model is built on the characteristics of innovation.

Q. Can you just give a brief elaboration on what is the strategy for the next three to five years as far as the startups are concerned?

A. Broadly, we will stick to our core competencies; we will release products that primarily make use of our expertise in data science, statistics, mathematics, design, and auxiliary components. Our ownership share in our recent investments are increasing as compared to our first batch which happened 5-7 years ago. We are getting into longer and more significant roles in startups, hence the larger level of equity ownership. In three to five years, you will see Xelpmoc holding more than 75% in a few startups, which essentially indicates that we will be the majority holder and there may be no other large participants, and those will be a bet. This type of product venture mix is what we anticipate the market to look like in three to five years.

Q. What was the rationale behind the private placement to Newport Asia?

A. I believe that we have grown a little more quickly than we anticipated. We wanted to ensure that we could carry out our strategic execution of management augmentation and global expansion in a hassle-free manner, and for that the funds were critical. We believed that the timing was ideal for us to reap the benefits. Opportunities are therefore coming our way since, in my opinion, our model has worked; and the faster we build on it, the better. Therefore, it was crucial to add smart people to the

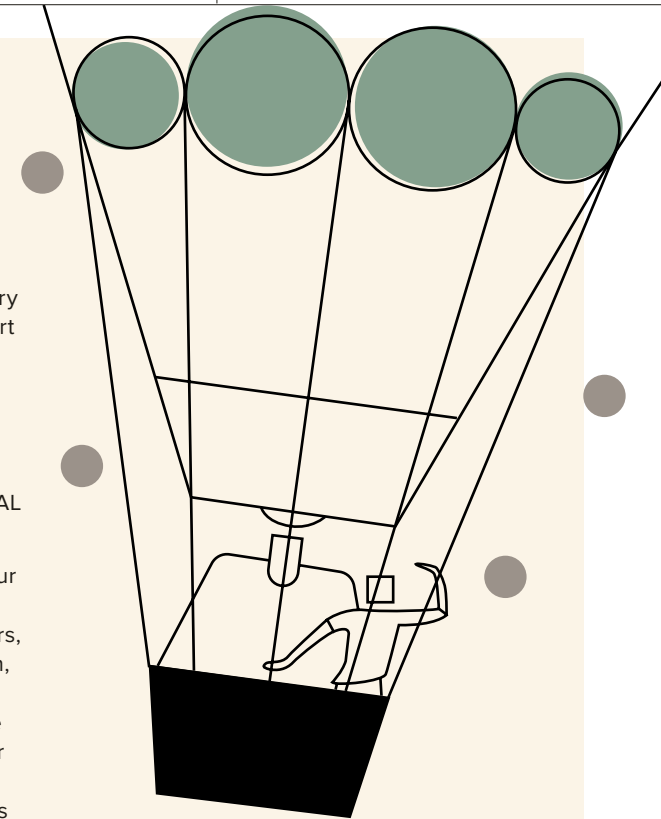
management team and to augment the company for the next level. So the primary justification for fundraising was to support these strategic plans.

Q. What are your global plans?

A. Our global expansion is mostly being done to ensure that we are linked to the ecosystems where companies in the HEAL sectors like ours may be deployed.

Our UK entity is now fully operational. Our preparations are well underway for the upcoming quarters, and in terms of orders, we are ready to receive more. In addition, we expect to replicate what we have been doing in India on a larger scale. We have opened discussion with accelerator groups and startup entities in the UK startup ecosystem. We are in the process of expanding our senior management team in the UK. And once it is in place, we will be prepared to accept clients for both the services side as well as the startup innovation sector.

Generally speaking, anything that is centred on soft markets or mass markets, soft sciences, or human-machine interaction would do very well for startups over the next 10 to 15 years. Our Singapore ecosystem is much more focused on the African or Latin American markets, and also in some areas like health or education where there is a focus on the entire ecosystem and significant government backing. So we do expect that our global focus will give us more opportunities to grow at a faster pace.



Larger scale

We have opened discussion with accelerator groups and startup entities in the UK startup ecosystem. We are in the process of expanding our senior management team in the UK. And once it is in place, we will be prepared to accept clients for both the services side as well as the startup innovation sector.

Q&A WITH THE FOUNDER (CONTINUED)

Q. During FY2022, Xelpmoc expanded its senior management team. Please share your thoughts on the same.

A. We always look for good people. We were growing at a rate of growth that was faster than what the founders and decision-making level itself could handle, so when Newport Asia came in explicitly for this purpose to augment management, we were actually extremely delighted. And we are appreciative that we were able to produce a masterpiece in this business that piqued their curiosity in joining us; this privilege is entirely ours. Anyone who can contribute value and shares a similar ideology will always be added to Xelpmoc. The goal of Xelpmoc is to develop into an amalgamation of people and technology so that we can contribute to all stakeholders in a better and larger way.

Q. In terms of the services sector, how is Xelpmoc unique compared to other IT service sector companies?

A. Other IT service companies profess to service anything and everything. We do the end-to-end portion of projects we undertake. I believe we perform well in several domains because we do manage to win projects despite other large IT service companies in the fray. We have even had projects where we orchestrated the entire front-end while these IT service companies handled the back end. So we are good at what we do. We are setting up a separate practice which will focus only on services from FY2023 onwards. The nature of business would be slightly different in terms

Web 3

The principle behind Web 3 is that you are given ownership and have a right to your own data. We are very interested in focusing on that aspect of Web 3 and have always insisted that it will be identity-less but analytics-driven. This match-and-mix is what will power the Metaverse or the entirety of Web 3.

of the new service customers that we are trying to acquire and building the pipeline from there. It will be a mix of innovation projects and long term contracts spread over 1-2 years.

Q. What is your take on Web 3 and how is Xelpmoc positioned for this?

A. Web 3 is a step in the right direction and currently is more of a concept. The core idea of Web 2 was, "I own your data but you don't". The principle behind Web 3 is that you are given ownership and have a right to your own data. We are very interested in focusing on that aspect of Web 3 and have always insisted that it will be identity-less but analytics-driven. This match-and-mix is what will power the Metaverse or the entirety of Web 3. We are really interested in concentrating on that aspect, and throughout this entire aspect, we have always said that identity-less but analytics-driven match-and-mix is what would power the Metaverse or the full Web 3 part of it.

The fact that the world is embracing similar solutions and our experience in building



on existing infrastructure for India, such as payment gateways, gives us a little bit of a head start and acts as a tailwind as we enter the global market and develop solutions based on it, in my opinion. I find that to be very encouraging. We are working on a few Signal Analytics setup startup features that will undoubtedly incorporate Web 3 aspects. We have already included that into our design principles, and as these ideas spread and become more visible, our stakeholders will see how they are being put to use.

Q. Your business model and execution methods sound interesting and different. What do shareholders actually own when they buy shares of Xelpmoc?

A. What shareholders first own is a focus on a currently underserved sector, and also they own a type of ownership into solutions that are focused for the following 500 million Indians, hopefully transitioning to the next 5 billion global citizens. That is one thing you as a shareholder can be sure of—what you essentially own is something more analogous to a leveraged mutual fund than

a standard mutual fund, as Xelpmoc is an instrument which aims to increase success rates and delivery assurance by ensuring that these sectors, which are typically deficient in technology, have access to technology at par with global standards. I believe that is the objective, and since we are focused on executing it effectively, we stand to profit from the wealth at the bottom of the pyramid.

Q. Generally, there are retail investors who aspire to make investments in startups, but neither have the bandwidth nor have the substantial money to invest in them. So is it fair to say that because of Xelpmoc they can achieve those aspirations?

A. The simplest thing that funds can do is have a Mutual Fund which is investing in startups. These are things that India needs because finally, where the funding comes from also determines what kind of solutions will be done. So as long as we need solutions which work for India, we have to wait for startups to survive and then there will be a lot of interest from investors. All we have to do is change the investor base itself, so that they understand the problems that we have been trying to solve, and believe and put money in it. I am happy that Xelpmoc is doing good business as there is a mismatch between startup solutions which we are aiming to fulfil. And thereby enabling investors to fulfil their aspirations of owning a piece of startups and in the process creating value for all stakeholders.

SANDIPAN CHATTOPADHYAY

CFO'S MESSAGE

Keeping our momentum

Dear Shareholders,

It is my privilege to reach out and share with you financial insights for the Financial Year 2021-22.

I am pleased to inform you that we have maintained our business momentum while focusing on sustainability of operations. We continue to move ahead with our execution plan, which is centred on identifying the target sectors that correspond with our HEAL approach.

For the full year FY22 our operating revenue was ₹ 80.5 million as compared to ₹ 140.5 million in FY21. Xelpmoc is largely start-up focused rather than service contract based. We had certain service contracts which got completed during the first half of the year, leading to the said revenue change. However, our revenue momentum has picked up in the latter half of FY22 and we expect the said momentum to continue going forward.

Revenue change

Xelpmoc is largely start-up focused rather than service contract based. We had certain service contracts which got completed during the first half of the year, leading to the revenue change

We have witnessed a sharp increase in the need for hiring skilled manpower, particularly those with new technological skills, across the IT industry, which has led to an increase in labour costs. In some cases, these increased by 2-3 times. Further, there was also a provision for bad and doubtful debts in relation to specific receivables. This outstanding is now fully provided for. On account of these reasons, Operating EBITDA adjusted for ESOP was ₹ (-63.9) million as opposed to ₹ (+ 46.0) million. The net loss for the year was ₹ 128.3 million as opposed to a profit of ₹ 40.8 million in FY21, partly on account of increased ESOP expenses of ₹ 82.4 million.

We have served 53 clients till date, and consistent client engagements are the foundation of our performance.

The fair value of our investment in portfolio companies stood at approximately ₹ 623.6 million as on 31st March, 2022 as compared to ₹ 476.7 million as on 31st March 2021. The key highlight I would like to bring your attention to is the utilisation of the Newport Asia preferential allotment. We have started utilising the said funds in line with the stated objective of augmentation of our senior management and overseas business expansion. The Board of Directors appointed Mr. Srinivas Kollipara, as the Group President Startup Ventures and Madhu Poomallil as Group President- Strategy. I welcome both of them to the senior management team. We incorporated our UK subsidiary and it is now fully operational. We are now poised to take in more orders and also replicate our India startup business in the UK.

Apart from the above, we also started our office in Hyderabad which will provide further impetus to the company's operations going forward. This has now become our Corporate office as all our senior management team are based here. Certain critical functions like product design thinking are currently being done in our Hyderabad office. The board has also approved setting up a 100% subsidiary in Hyderabad which will focus on design work for machine interfaces.

Now I would like to touch upon the financial outlook for FY23. We see promising growth in our portfolio companies, given that they're focusing on the unaddressed areas of the economy. We expect our investments including in FortiGo, Mihup, Woovly, Signal to expand their access and reach and enter the next generation of growth. Our dual focus on our start-ups as well as the services segment makes us fairly confident of achieving Adjusted EBITDA level profit by Q4FY23. I thank you for your support and look forward to your continued association in the years to come.

SRINIVAS KOORA

Newport Asia preferential allotment

The key highlight I would like to bring your attention to is the utilisation of the Newport Asia preferential allotment. We have started utilising the said funds in line with the stated objective of augmentation of our senior management and overseas business expansion.



Management Discussion and Analysis

GLOBAL ECONOMY¹

The global economy recorded 6.1% GDP growth rate in 2021 led by easy liquidity, improved capital flows and a resurgence in trade and commerce amid gradual reopening of lockdowns. However, it is expected to moderate in 2022 and 2023 to 3.6% each. This is due to significant inflationary pressures caused by the Ukraine conflict and supply chain disruptions. Overall economic risks have risen dramatically, making policy trade-offs more difficult to achieve.

Multilateral efforts to respond to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage debt distress, tackle climate change, and end the pandemic are the key essential areas to be looked upon.

INDIAN ECONOMY²

India is the world's fastest growing major economy in the world, according to the Gross Domestic Product (GDP) growth estimates in the FY22 by the International Monetary Fund (IMF).

Higher inflationary pressures and an uneven labour market recovery are expected to slow India's growth to 6.4% in 2022, down from 8.8% in 2021 as higher oil prices are expected to weigh on private consumption and investment.

INFORMATION TECHNOLOGY (IT) INDUSTRY

The post pandemic recovery continues to accelerate Information Technology (IT) Industry and investment. The disruptive years of 2020 and 2021 have paved way for the integration of IT throughout every industry globally. Today's workplaces are gradually using digital tools and solutions and are willing to experiment with cutting-edge technologies. The Internet of Things, Artificial Intelligence, Blockchain Technologies, Cloud Adoption, and Data

Security & Cyber Protection are the principal technological trends that will continue to revolutionise the Indian IT business in the current year.

Worldwide IT spending is projected to total \$4.4 trillion in 2022, an increase of 4% from 2021. Price and wage inflation, combined with talent shortages and other delivery uncertainties, are unlikely to deter the expected technology investment led by the increasing adoption of digital technologies.

INDIA IT SPENDING FORECAST

India is amongst the world's leading computer hardware and software supplier. India's IT and commercial sectors contribute significantly to the country's economy. India's IT spending is expected to reach \$101.8 billion in 2022, an increase of 7% over the previous year.

In 2022, all areas of IT spending in India are expected to grow, with software spending growing at the fastest rate. Software spending is expected to hit \$10.5 billion in 2022, up

WORLDWIDE IT SPENDING FORECAST³

US\$ BILLION	SPENDING		GROWTH (%)		SPENDING		GROWTH (%)	
	2021	2022	2021	2022	2023	2023	2023	2023
Data Centre Systems	207.3	218.6	6.7	5.5	230.3	5.4		
Software	614.4	674.8	15.9	9.8	754.8	11.8		
Devices	809.4	824.6	16.1	1.9	837.8	1.6		
IT Services	1,185.1	1,265.1	10.6	6.8	1,372.8	8.5		
Communications Services	1,443.4	1,448.3	3.4	0.3	1,477.7	2.0		
OVERALL IT	4,259.7	4,431.6	9.5	4.0	4,673.7	5.5		

1. IMF, Deloitte, News reports

2. International Monetary Fund (IMF)

3. Gartner

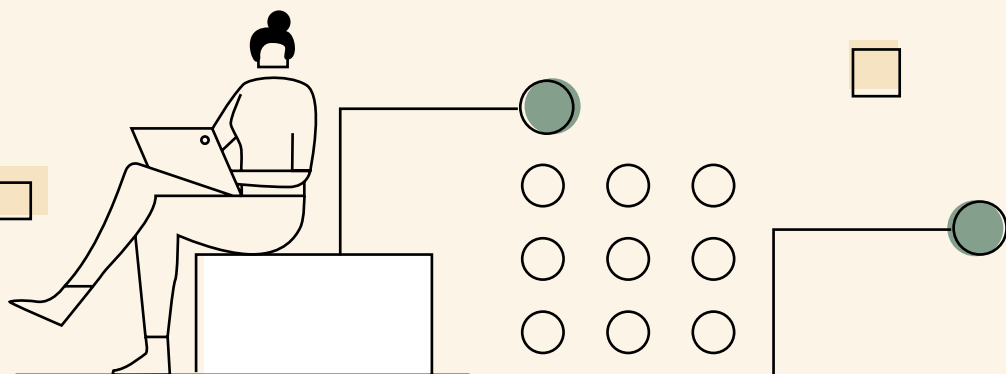
MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

14.4% from 2021. While software spending is expected to increase four times in 2022

compared to pre-pandemic levels, it will grow at a slower rate than in 2021.

INDIA IT SPENDING FORECAST ⁴

US\$ MILLION	SPENDING		GROWTH (%)	
	2021	2022	2021	2022
Communication Services	24.0	24.5	4.4	2.3
Data Centre Systems	2.7	2.8	5.7	3.4
Devices	41.0	44.1	14.0	7.5
IT Services	18.1	19.7	10.8	9.1
Software	9.1	10.5	17.0	14.4
OVERALL IT	95.1	101.8	10.8	7.1



4. Gartner (Dec 2021)

EMERGING TRENDS IN INFORMATION TECHNOLOGY INDUSTRY

The pandemic has accelerated the pace of technological change across governments, corporates and individuals alike. This means that the digitization and virtualization of business and society will continue to accelerate.

As the focus shifts from merely surviving in a changing world to thriving in it, firms will continue to harness this newfound openness to flexibility, agility, and innovative thinking as a society.

Broadly, the trends signifying transformation are mentioned herein:

ARTIFICIAL INTELLIGENCE AS A SERVICE (AIAAS)

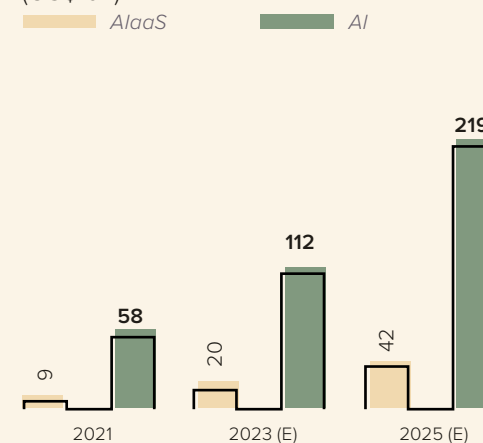
AlaaS is a third-party offering of artificial intelligence (AI) outsourcing. AI as a service enables people and businesses to experiment with AI for a variety of uses with lower risk and a smaller initial investment. Multiple public cloud platforms can be sampled through experimentation in order to evaluate various machine learning algorithms.

AlaaS is recognized as including a variety of offerings and delivery models, including the following:

1. Commercially available tools for building, deploying, and scaling AI/ML models, including unique features or specialised developer services

2. Providing vertical services, such as Inference-as-a-service, Annotation-as-a-service, or annotation-as-a-stage in the AI deployment process. Machine Learning as a Service (MLaaS)
3. Completely outsourced or managed service models that resemble cloud-based or standard ADM contracts

GLOBAL MARKET SIZE OF AI AND AIAAS (US\$ bn)

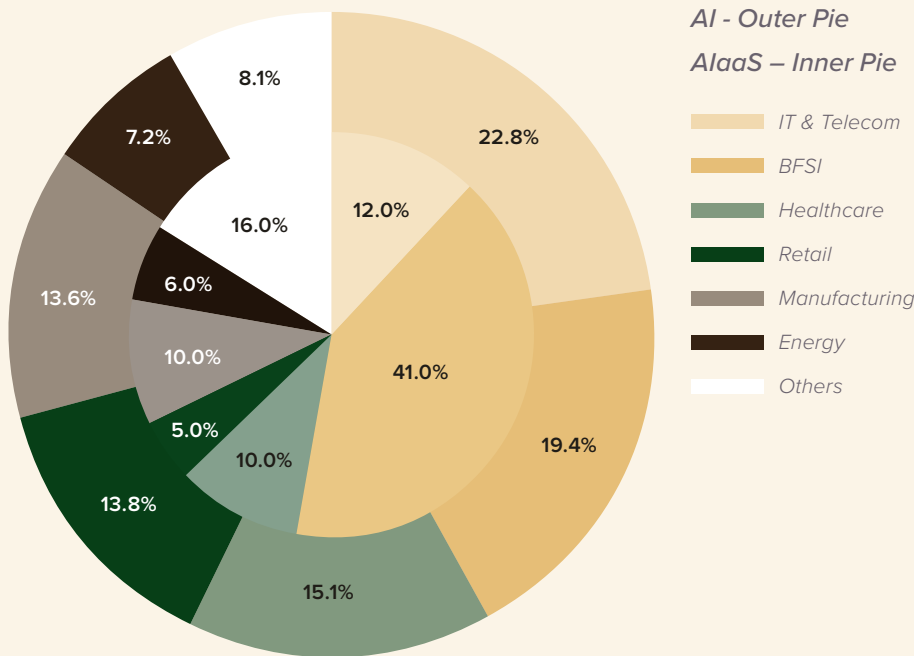


The Global market for AI is expected to grow by 39% CAGR to US\$ 219.2 billion by 2025. Within the same, the AlaaS is expected to grow at a faster pace of 48% CAGR to US\$ 41.7 billion. North America has the highest share at 53% of the AlaaS market, Asia is expected to have the fastest growth at 50% CAGR.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

AI & AIAAS MARKET SIZE BY END- USER SEGMENTS

(in %)



Initial traction has been predominantly observed in task automation use cases in the IT, Telecom, and BFSI sectors. The manufacturing, retail, and healthcare industries are witnessing an increasing growth trend.

Currently, there is fragmented competition, and the majority of businesses are concentrating on building solutions in silos. AI will become more

integrated into various systems, applications ranging from data administration to online retail. Many competitors in the fragmented industry are working to expand their market share by focusing on product diversity and development. The market concentration is anticipated to develop and mature as adoption levels rise.

ANALYTICS⁵

The COVID-19 pandemic has accelerated the adoption of data analytics solutions and services. Various organisations can use data to improve their marketing strategies, increase their bottom line, personalise their content, and gain a better understanding of their customers. The science of analysing raw data to extract meaningful insights is known as data analytics. Many data analytics techniques and processes are automated into algorithms and mechanical processes to operate on raw data for better decision-making. Data analytics is a broad term that encompasses a variety of data analysis techniques. It is the process of analysing data sets to draw conclusions about the information contained within them.

The analytics market value in 2022 is estimated to be US\$ 40.88 billion. It is expected that the market will expand by 21.1% by 2030 to US\$ 189.56 billion.

HYPER-AUTOMATION³

Hyper-automation is the idea of automating everything that can be automated in a company. Organizations that use hyper-automation aim to use Artificial Intelligence (AI), Robotic Process Automation (RPA), and other technologies to run processes across their business without human intervention. Hyper- automation is considered as a strategic tool due to its ability to automate as many different businesses and IT processes, using

tools like Artificial Intelligence, machine learning, event-driven software, robotic process automation (RPA), and other types of decision-making processes, as well as task automation tools.

According to Gartner, the global market for hyper-automation technology will reach \$596.6 billion in 2022. This compares to \$481.6 billion in 2020 and \$532.4 billion in 2021.

DECISION INTELLIGENCE⁶

Multiple experiences and biases can affect judgments, but in a world of rapid change, organisations need to make better decisions faster.

By modelling decisions using a framework, decision intelligence enhances organisational decision making. Based on lessons learned and user input, fusion teams may manage, assess, and improve decisions.

The development of decision intelligence platforms to support, amplify, and automate judgments is made possible by integrating data, analytics, and AI.

The Global Decision Intelligence Market size was estimated at \$9.78 billion in 2021 and is expected to reach \$17.15 billion by 2027.

3. Gartner

5. Gartner & Grand View Research

6. Gartner, Forbes

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

METAVVERSE⁷

The metaverse is a seamless integration of our real and digital lives, resulting in a unified, virtual society where users can work, play, relax, transact, and interact. The metaverse is still in its early stages of development, and there is no one, all-encompassing description to which people may refer. However, themes of the metaverse's nature and potential are starting to emerge. The fact that there are many virtual worlds developing to enable people to deepen and extend social connections virtually is a crucial factor. This is accomplished by

enhancing the web with a three-dimensional, immersive overlay to produce experiences that are more authentic and natural.

Various commercial opportunities exist within the Metaverse ecosystem. Every year, US\$54 billion is spent on virtual goods. In-game ad spending is expected to reach US\$18.41 billion by 2027. It is expected that the metaverse will likely infiltrate every sector in some way in the coming years, with the market opportunity estimated at over \$1 trillion in yearly revenues in future.

OPPORTUNITIES IN THE HEALTH, EDUCATION, AGRICULTURE AND LIVELIHOOD SECTORS

HEALTH³

The healthcare industry has changed dramatically since the pandemic. In 2022, software development companies are expected to assist the healthcare industry in implementing digital technologies. New entrants and delivery models are expected to change the model of healthcare practice.

Healthcare is improving and arising from a growing and ageing population, despite the tidal wave of chronic diseases and challenging times. Following COVID, medicine delivery and other moving care delivery models are in high demand. A surge of clinical content has been noted as a key healthcare technology trend for 2022.

However, with the help of software outsourcing companies, the healthcare sector is successfully growing online. Healthcare technology is gaining traction, in domain areas of online appointments, hospital and organisational productivity.

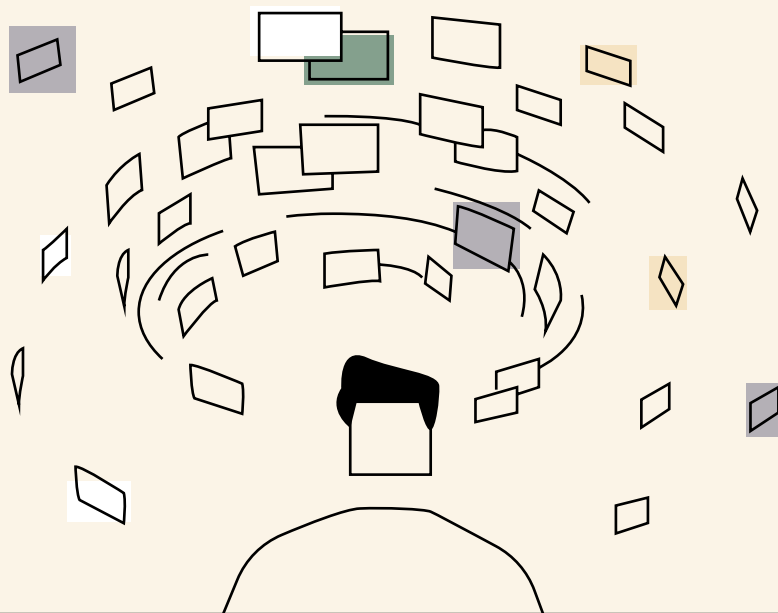
From 2022 to 2030, the global digital health market is expected to grow at a compound annual growth rate (CAGR) of 27.7%, from a base of US\$ 175.6 billion in 2021. The market growth is expected to be driven by rising advanced healthcare IT infrastructure, rising healthcare expenditure, rising prevalence

of chronic diseases, increasing demand for remote patient monitoring services, and increasing accessibility of virtual care.

Within the larger healthcare sector, HealthTech is a rapidly expanding industrial vertical that presently only makes up a fraction of the overall market. It is projected to increase to US\$ 5 billion by 2023 at a rate of 39% CAGR. It is primarily comprised of technologically enabled healthcare products and services that are provided to and/or consumed by patients both inside and outside of a hospital or doctor's office, such as teleconsultation, e-pharmacy, e-diagnostics, B2B health technology, B2B medical supplies, and other healthcare solutions like personal health management, online home healthcare, etc.

EDUCATION

The education industry is going through a forced innovation era that is changing the old educational attainment model from one that is more static to one that is more dynamic. This forced innovation is affecting all dimensions and areas of the education industry. The more dynamic model adapts the aforementioned traits by removing artificial restraints like time-bound processes that involve a change from adherence to rigid curricula to a more fluid and broader framework informed by supply and demand factors. It also removes structural boundaries from physical to virtual, from receiving and giving to acquiring and mastering. This further implies that students



3. Gartner

7. JP Morgan report

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

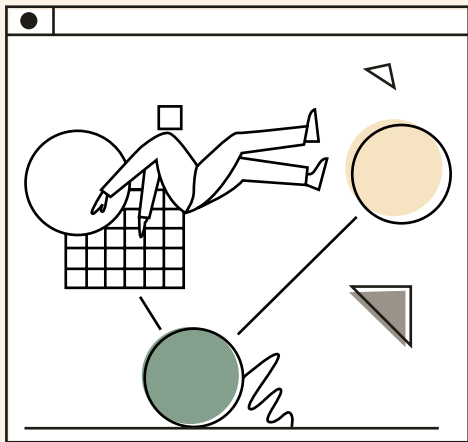
are demanding relevant information in direct relation to the skills required in the real world.

EMERGING TRENDS IN THE EDUCATION INDUSTRY:

Gamification

Gamification is the application of game characteristics in situations that are not game-related¹⁹. Gamification can encourage students and increase engagement within the context of education and learning by providing the following advantages.

1. Creating an entertaining and stimulating learning environment
2. Engaging students with real-world applications
3. Providing real-time feedback



Personalized and adaptive learning

Personalized learning is defined as training when the learning objectives, pace of learning, instructional strategy, and instructional content are all tailored to the individual needs of each learner. Research suggests that individualised learning can improve accomplishment for students over a period of time, regardless of their beginning level of achievement.

EdTech can help to create a fully tailored learning journey using AI, machine learning, and predictive analytics, as well as convincingly demonstrate better learning results, both quantitatively and qualitatively.

Immersive learning (AR/ VR)

Immersive learning is the technique of learning using a simulated or artificial environment that enables learners to experience a simulated physical learning environment. Immersive learning encourages personalised learning since it is based on the learner-centered approach, which allows learners to develop at their own speed and receive guided rehearsals to achieve the necessary degree of proficiency. Additionally, it is expected to lessen interruptions, increase engagement and memory retention, and produce greater learning gains. It is also a differentiated approach to teach students who have difficulties. Virtual reality (VR) and augmented reality (AR) can be used to implement immersive learning (VR).

EdTech is creating a niche for itself by using new delivery methods rather than upending traditional educational networks. This is effective because it creates –

1. a sizable pool of professors in many professions who might previously have relied primarily on local student networks, and
2. a sizable worldwide pool of students based on the cost arbitrage concept.

The global Edtech market was valued at around USD 85 Billion in 2021 and it is expected to grow at a Compound Annual Growth Rate (CAGR) of around 17% to reach approximately USD 218 Billion in 2027.⁵

India's Edtech market is broadly classified as

- (i) Pre-K12
- (ii) Post K-12 and
- (iii) Others.

Pre-K12 market is estimated at US\$ 1.7 billion and the post K12 market is estimated at US\$ 1.8 billion in CY2022. The K12 market comprises of grades 1-12 and the post K12 segment comprises of Higher education (60% share), Government test preparation (14%), technical skilling (19%) and other professions test preparation (7%). India is estimated to have 110.5 million Edtech users in 2022 and Edtech user base is expected to increase driven by increased internet penetration and increase

in user spends and the need for continuous upskilling and reskilling.⁸

India's EdTech industry has experienced rapid growth and innovation in recent years, and is projected to increase by 3.7 times over the next five years, from \$2.8 billion today to \$10 billion in 2025.⁹



AGRICULTURE

Agricultural technology, or agtech, is a subcategory of the technology industry that includes services and products that help farmers. Agtech is booming because of several key factors, including rising demand for efficient food production, economic stability, and agricultural sector expansion.

The agriculture industry is gradually transforming into the next high-tech sector. Technologies like blockchain, artificial intelligence, and computer vision are being leveraged to improve crop yields, supply chains, and sustainability.

Some of the agtech solutions are in the areas of farm management, data analytics, agri-input marketplaces, Agri-output marketplaces, Agri Financing, Livestock management and farm mechanization.

5. Gartner & Grand View Research
8. Redseer, AmbitCapital research

9. Kaizeninvest

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Some of ways in which agtech is expected to deliver value addition are as follows:

REQUIREMENT	DATA REQUIRED	AGTECH OFFERINGS
Income & crop profile for financing	Details of current and previous income: Farm and non-farm income <ul style="list-style-type: none"> • Crop name • Seasonal or annual • Irrigated or Unirrigated • Proposed crop for the next financial year • Arrangements for cultivation, inputs procurement, marketing, storage, and transportation of the produce 	<ul style="list-style-type: none"> • Data based on proximity to the nearest mandi • Historical data on the type of crops and their quality • Weather forecasting • Tracking irrigation facilities • Assessment of soil quality • Price prediction tools • Agri-inputs purchased online, personal profiles • Historical data on outputs sold
Credit history profile	<ul style="list-style-type: none"> • Deposit and loan account • PMJDY overdraft • Amount of loans sanctioned and outstanding 	Sourcing information from the credit bureau
Particulars of agri land holdings and crops	Nature of land <ul style="list-style-type: none"> • Owned as opposed to leased • Irrigation facilities • Percentage of land irrigated • Market rate per acre • Number of owners, among other factors • Access to the mandi • Distance from the farm to home • Type of crop sown, yield estimates, past performance, availability of input 	Develop solutions to digitize land records with beneficial ownership
Movable assets or properties	<ul style="list-style-type: none"> • Types of assets like irrigation pump sets, tiller, tractor, transport vehicle, etc. • Livestock 	Tap into existing networks to source information
Output profile	<ul style="list-style-type: none"> • Sowing and harvest estimates • Current and historical cropping frequency 	<ul style="list-style-type: none"> • Crop monitoring to predict NPAs • Yield estimation • Visibility of usage of credit • Demand forecasting
Actual collection	Visibility on crop harvest and prices	<ul style="list-style-type: none"> • Market linkages for farmers • Partnerships with warehouse owners and support to grade and sort the output

In 2021, the global Agtech market was worth USD 14.44 billion, and it is expected to grow at a CAGR of 10.08% from 2022 to 2030. ³

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

 **LIVELIHOOD** ¹¹

Achieving sustainable livelihoods through basic education, knowledge transfer and skills development in agriculture, agroforestry and natural resource management remains a challenge. The challenge is not only to develop technologies that are appropriate and that respond to local needs, but also to ensure that the uptake pathways for these technologies are created and function effectively.

Some of the areas where LivelihoodTech is expected to mark are covered below:

LOGISTICS

India has roughly 10 mn trucks on the roads (small and large) owned by around 3 mn truck owners. The Industry is highly fragmented with most truck owners based out of smaller cities and towns and having low digital literacy. Key issues in the industry are:

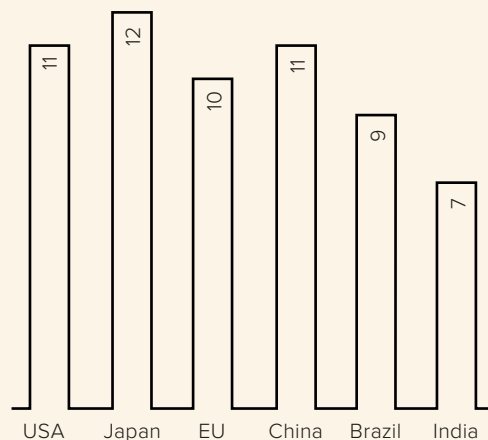
- (1) presence of middlemen (brokers),
- (2) largely cash-based transactions, and
- (3) credit availability is mostly through informal channels.

Increasing digitalization is helping address these issues. Overall, the opportunity size in India is huge at US\$ 35 billion of net revenue pool made up of:

- 1. US\$ 15 billion market for loads: matching of loads between truckers and transporters and value added services

- 2. US\$ 2 billion+ for payments: fuel, toll cards, etc.,
- 3. US\$ 1 billion+ for telematics : equipment such as GPS, dash-cams, fuel sensors which can help owners monitor the fleet and
- 4. US\$ 12 billion+ for financing of used trucks and working capital financing. The market is expected to grow to US\$ 50 billion by 2025.

THIRD PARTY LOGISTICS AS A % OF GDP ¹²
(in %)



Further, currently Indian third-party logistics is a smaller portion of GDP compared to other markets. As the Indian economy develops, this is expected to commensurately grow in size and giving rise to greater logistics opportunities.

Some of the key areas and their benefits where technology is spent in the logistics industry is as follows: ¹³

Internet of Things (IoT)

Improves efficiency, transparency and aids in real-time visibility of goods, condition monitoring, and fleet & inventory management

Robotics

Increases the speed and accuracy of supply chain processes and reduces human error

Warehouse automation

Increased efficiency, speed, and productivity by reducing human interventions, using technologies such as robotic picking, automated storage and retrieval (ASRS), and put-wall picking, automated guided vehicles, etc

Blockchain

Offers security through decentralized ledger system and addresses traceability and related challenges

AI

AI/ML technologies help companies to deal with demand fluctuations and allow better supply chain planning



Last mile delivery

This is inefficient and is a major contributor of total logistics costs but is the crucial part of supply-chain as it is directly impacts customer experience

Data analytics

Provide insights for the improvement of warehouse productivity, performance management, and optimal utilization of logistical resources

Cloud computing

Allow for pay-per-use models requiring low capital investment, minimizing the risk and cost of IT infrastructure Maintenance

Autonomous vehicle

Improve vehicle safety and helps in increasing the efficiency in first and last mile delivery

Elastic logistics

Enables companies to handle supply chain operations with more efficiency during demand fluctuations

11. Grand View Research, The One Technologies
12. Ambit Capital research

13. StartUS insights, Ambit Capital research

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCE MANAGEMENT

The 63 million MSME businesses in India account for approximately a quarter of all employment possibilities and 29% of the country's GDP. By 2050, it's anticipated that this contribution will reach 50% of GDP. The Indian economy is still modernising quickly, which is fuelling a push for business formalisation. MSMEs have typically functioned in an informal environment, but there is a multi-decade trend that suggests that for small enterprises to thrive and remain relevant, they must formalise and go digital. The number of GST taxpayers has increased significantly since the introduction of the tax, from 7.0 million in 2020 to 13.7 million in 2022¹⁵. This increase is fuelling a demand for automation of financial management tools.

A rise in demand for Fintech SaaS solutions for app-based accounting and bookkeeping and no-code payment aggregation can be attributed to the Covid-19 pandemic's increasing acceptance of digital financial products and services among Indian SMEs. To support this transformation, the Fintech- SaaS sector has been creating cutting-edge solutions including app-based bookkeeping and zero-code payment options. As a result, it is expected that India's Fintech SaaS market will increase by 2.7 times over the next three years, from US\$ 4.6 billion in 2022 to US\$ 12.6 billion in 2025¹⁴.

OTHERS

Social Commerce

Social commerce meets a distinct set of needs while supplementing platform e-commerce. In addition to fostering trust, social commerce satisfies rising consumer demands for: greater product variety and customizability; a sense of belonging to and trust in the community; convenience; the ability to negotiate prices similar manner to offline purchases; and an enjoyable and engaging shopping experience.

In India, social commerce has the potential to support more than 40 million small business owners. Currently, local, offline merchants make up 85% of social commerce sellers. Many of these are first time entrepreneurs who are banking on these online platforms for growth in addition to their existing social networks.

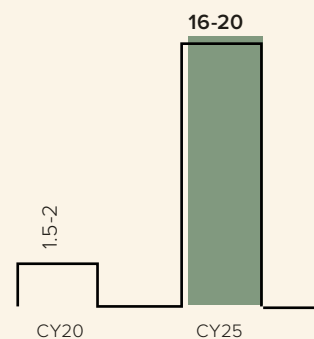
Tier 2+ markets drive retail in India, accounting for 65% or more of the retail sector. The social commerce channel, which focuses on Tier 2+ markets, has witnessed strong growth as a result of the extremely limited organised channel mix in these regions.

Social commerce is developing at a quicker pace of 55-60% CAGR than traditional eCommerce which is growing at 30% CAGR. The social commerce market, which is estimated to be \$1.5-2.0 billion in 2020, is anticipated to reach \$16-20 billion by 2025.

MARKET OPPORTUNITY OF

~\$ 16-20 BN BY 2025¹⁶

(US\$ bn)



The most popular category for purchases is fashion (50% of GMV), followed by beauty and personal care (15-20 percent).¹⁶

14. PwC

15. GST Network

16. Bernstein, Bain

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

COMPANY OVERVIEW

We provide technical and professional consulting services to startups, corporates and government. Artificial Intelligence and Machine Learning combined with Natural Language Processing, Data science and analytics form the cornerstone of its solutions. We serve clients in a variety of industries, including e-commerce, transportation, logistics, recruitment, financial services, and social networking.

We facilitate innovation across our service clientele as we expect that they may either be unable to afford it or have an economically unviable model internally. We primarily focus on the basic sectors of Health, Education, Agriculture and Livelihood (HEAL). We serve these sectors as these are vital needs of our target geographies and such innovation will facilitate the said geographies next leg of growth.

OUR COMPETITIVE STRENGTHS

A) COMPREHENSIVE SERVICES AND SUPPORT

Our end-to-end technology-based products, services, and solutions include managed services, integration solutions, and technology platforms. Since our inception, we have added data science, query optimization, and swift iteration services to our list of offerings. We assist entrepreneurs in starting and building their enterprises as well as government bodies in modernizing their technical applications.

B) ACCESSIBILITY TO SUBJECT MATTER EXPERTS

We draw on the knowledge and expertise of our founders and senior executives from a range of sectors, including financial services, retail, media, and entertainment. This is

complemented by subject matter experts from various sectors sharing their expertise. We have established a network of independent subject matter experts who collaborate with us as consultants in a variety of industries. These experts advise our clients on the necessity of particular technology and data-driven services as well as our capacity to provide such services.

C) ORGANISATION STRUCTURE THAT ENHANCES THE CLIENT EXPERIENCE

Our business is organised around solution offerings. Clients have access to the full range of services we provide as well as the expertise within those service verticals, regardless of the location of the project. We concentrate on creating relationship-based interactions between our key staff and our clients in order to forge long-lasting customer relationships. Our integrated platform of services enables us to keep development and maintenance expenses for our clients low because we can pool our resources and expertise to offer a variety of services to each customer.

D) SKILLED MANAGEMENT AND AN ENTREPRENEURIAL APPROACH

Our leadership team has held top management positions in reputable companies in a range of industries, and they are instrumental in fostering an environment that values creativity, initiative, and cooperation within our

company. Initiatives to find and groom future leaders from within our organisation have also been developed.

OUR GROWTH STRATEGIES

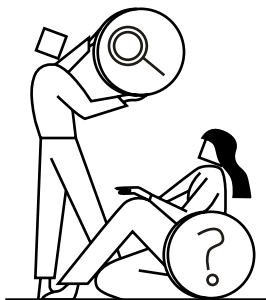
A) PARTNERING WITH GOVERNMENT AND CORPORATES

We have recently completed projects for various corporations and government agencies in the areas of fraudulent data identification, website and app optimization, and supply chain management. We expect to leverage on our successes and continue to engage with such clients for higher value added projects.

B) COLLABORATION WITH LIKE-MINDED, HIGH-QUALITY ENTREPRENEURS

We act as a Technology co-founder for the startups that we partner with. We work with them to create and develop the technological features and capabilities of their products. We also help in reaching out to large enterprises for marketing their products as we expect that most of our startups have the capability to serve the needs of the next 2.5 billion of the global populace. We have had significant success stories in the past, and we anticipate collaborating with more of such like minded entrepreneurs going forward.

THE SCIENCE BEHIND PROVIDING OUR OFFERINGS



1. PROBLEM RECOGNITION

We view a problem from several different angles in order to derive a better understanding of the same.

2. EXTENSIVE RESEARCH

We examine the underlying data points in order to identify the statistical patterns that underpin them.

3. MACHINE LEARNING MODEL

We emphasize the data collection points, quality and type of data to arrive at the Machine Learning model

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

C) FOCUS ON THE HEALTH, EDUCATION, AGRICULTURE AND LIVELIHOOD (HEAL) STACK

The HEAL sectors have been highlighted as India's development engine. Due to the pandemic, these sectors, which are the backbone of the Indian economy, are experiencing a lot of fresh attention. We anticipate that technology will be essential in maximising the potential of these industries.

D) EXPAND OUR DOMAIN EXPERTISE AND IMPROVE OUR TECHNOLOGY CAPABILITIES

We continually make investments in data science, deep learning, and AI. By identifying businesses with significant growth potential and hiring people in those fields who can add value to our products and solutions and help us establish credibility in the market, we intend to strengthen our domain expertise and technological capabilities.

E) ENHANCE OUR BUSINESS INTO NEW MARKETS

We expanded our business by incorporating our wholly owned UK subsidiary. We have already started working on a few UK based projects. Further, we are in process of expanding our senior management team in UK to accelerate our business. We have a presence in Singapore which is focused on African and Latin American markets. All our

international locations are poised to enter the next leg of growth in future.

OPERATIONAL PERFORMANCE

At the end of FY22 we had served 53 clients as compared to 47 clients in FY21. Our team strength was 91 as at the end of March 2022. We opened our Hyderabad branch and incorporated our wholly owned foreign subsidiary for international expansion in UK.

Portfolio value of our investments increased to ₹ 623.6 million as on March 31, 2022 compared to ₹ 476.7 million as on March 31, 2021.

During the year, we undertook new investments in **Naik TechXP, First Sense Technologies, Graposs Edutech**. We made additional investments in **One Point Six Technologies and Rype Fintech**.

Our wholly owned subsidiary, **Signal Analytics**, raised ₹ 52.4 million by way of preferential allotment of Pre Series A CCPS to new investors thereby Xelpmoc shareholding in Signal has changed to 91.95% on fully diluted basis. Subsequent to the year-end Signal Analytics acquired 54.57% stake in **Soultrax Studios**.

We raised ₹ 270.0 million through preferential allotment to **Newport Asia Group** amounting to 4.99% of post issue paid up capital for augmentation of senior management personnel and expansion of our international operations.

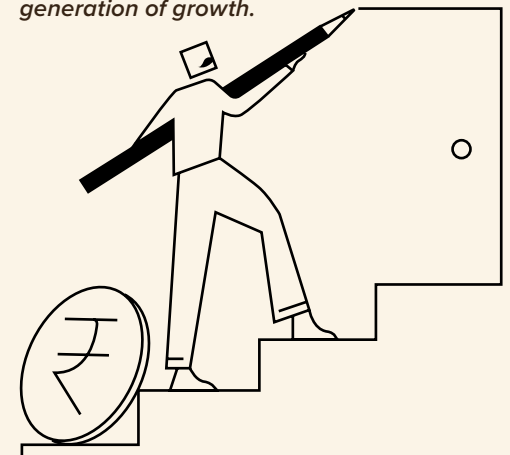
Mr Madhu Poomalil joined Xelpmoc as Group President - Strategic Initiatives. Madhu has over three decades of experience in the Finance & IT industry, and has held senior leadership & Board positions with several blue chip multinational corporations. He will be working on the expansion of Xelpmoc's business both nationally and globally.

Mr. Srinivas Kollipara joined Xelpmoc as Group President - Startup Ventures. Srinivas has over 30 years of international experience in product strategy, product management & Business Development, and is one of India's top startup ecosystem builders. He will be scaling the value of Xelpmoc's portfolio companies, and catalyzing corporate innovation for Xelpmoc.

For the full year FY22 our operating revenue was ₹ 80.5 million as compared to ₹ 140.5 million in FY21. Xelpmoc is largely a startup focused Company rather than service contract based. We had certain service contracts which got completed during the first half of the FY22 leading to the said revenue changes. However, our revenue momentum has picked up in the latter part of the FY22 and we expect the same to continue going forward. Operating EBITDA adjusted for ESOP was ₹ (-63.9) million compared to a ₹ (+ 46.0) million for the reasons discussed. The net loss for the year was ₹ 128.3 million compared to a profit of ₹ 40.8 million in FY21, partially on account of increased ESOP expenses of ₹ 82.4 million.

Growth

We expect our investments including FortiGo, Mihup, Woovly, Signal to expand their access and reach and enter the next generation of growth.



OUTLOOK

We see the promising growth in our portfolio companies given that they are focused on the unaddressed area of the economy. We expect our investments including FortiGo, Mihup, Woovly, Signal to expand their access and reach and enter the next generation of growth. Our dual focus on our start-ups as well as our services segment makes us fairly confident of achieving Adjusted EBITDA level profit by Q4FY23.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL PERFORMANCE

(₹ in thousands)

PARTICULARS	STANDALONE		INCREASE / (DECREASE) %	CONSOLIDATED		INCREASE / (DECREASE) %
	FY22	FY21		FY22	FY21	
Net sales	80,548.23	1,40,489.02	-42.7%	80,548.23	1,40,489.02	-42.7%
Other income	12,067.66	11,386.35	6.0%	12,676.06	11,386.35	11.3%
Finance cost	-	470.57	NA	-	470.57	NA
Profit before tax	(1,34,927.61)	40,992.81	NA	(1,34,590.57)	41,319.61	NA
Profit after tax	(1,28,580.48)	40,460.65	NA	(1,28,343.22)	40,787.45	NA
EPS- Basic (in ₹)	(9.08)	2.95	NA	(9.07)	2.98	NA
EPS – Diluted (in ₹)	(8.82)	2.94	NA	(8.80)	2.97	NA

**KEY FINANCIAL RATIOS**

PARTICULARS	FY22	FY21
Operating profit margin (%)	NA	31.21%*
Net profit margin (%) [§]	NA	26.86%
Interest coverage ratio	NA	NA
Debtors turnover days [#]	106	51
Current ratio	16.94	13.86
Debt equity ratio	0.00	0.00
Return on net worth (%)	NA	10.70%

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

Based on average debtors

§ Based on total income

1. Company has no outstanding loans. Accordingly, Interest Coverage Ratio is not applicable.
2. Mainly due to significant reduction in Revenue during the year.
3. Increase in Current Ratio is due to increase in current investments and cash and cash equivalents. Cash and cash equivalents increased due to preferential allotment.
4. Debt Equity Ratio is not applicable since there is no debt.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

RISK MANAGEMENT

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

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

MARKET RISK

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

COMPETITION RISK

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

TECHNOLOGY RISK

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

TALENT RISK

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

HUMAN RESOURCES

People excellence, according to Xelpmoc, is a powerful enabler of corporate growth. As a result, the Company is dedicated to fostering an environment that promotes employee growth while also achieving the organization's goals. Employees can get the necessary

skills and knowledge through a variety of learning and development programmes. The Company's HR policy is focused on attracting, hiring, training, and retaining the best employees possible to ensure best-in-class performance. A strong emphasis is placed on cultivating a culture that values diversity, inclusion, innovation, compassion, and respect. Furthermore, through employee engagement events and competitive incentives, the Company aims to grow passion in its employees and keep them engaged.

The company had a total 91 team members including employees, interns, consultants as of 31st March 2022. We strengthened our senior management team during FY22 by hiring Group President - Strategic Initiatives and Group President - Startup Ventures.

INTERNAL CONTROLS

Internal control systems and a systematic internal audit process have been implemented with the goal of safeguarding the organization's assets and ensuring the integrity and reliability of accounting and other operational data. The internal audit will be carried out and conducted by a firm of Chartered Accountants. The Audit Committee of the Board of Directors receives reports from the external Chartered Accountant firm. Similarly, as a crucial operational control, we maintain a monthly business review system in which the performance of units is evaluated and corrective action is taken. We also have

a capital expenditure control mechanism in place to authorise the investment in new assets and projects. The responsibility for completing the projects on time and within the specified budget is established.

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

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

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

Corporate Information

BOARD OF DIRECTORS

MR. TUSHAR TRIVEDI (DIN:08164751)

Chairman (Independent and Non-Executive Director)

MR. SANDIPAN CHATTOPADHYAY (DIN:00794717)

Managing Director and Chief Executive Officer

MR. SRINIVAS KOORA (DIN:07227584)

Whole-time Director and Chief Financial Officer

MR. JAISON JOSE (DIN:07719333)

Whole-time Director

MR. PREMAL MEHTA (DIN:00090389)

Independent and Non-Executive Director

MRS. KARISHMA BHALLA (DIN:08729754)

Independent and Non-Executive Director

MR. SOUMYADRI BOSE (DIN: 02795223)

Non-Executive and Non-Independent Director

MR. PRANJAL SHARMA (DIN: 06788125)

Non-Executive and Non-Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

MRS. VAISHALI KONDBHAR

EXTERNAL COMPANY SECRETARY

M/s. VKMG & ASSOCIATES LLP,

Company Secretaries,
Mumbai

STATUTORY AUDITORS

M/s. JHS & ASSOCIATES LLP

Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)

Selenium Tower B,

Plot No. 31&32 Financial District,

Nanakramguda, Serilingampally Mandal, Hyderabad– 500 032, Telangana.

Phone: +91-40-6716 2222,

Fax: +91-40- 2343 1551,

Toll Free No.: 1800-309-4001

Email: inward.ris@kfintech.com

Website: www.kfintech.com

REGISTERED OFFICE

#17, 4th Floor, Agies Building, 1st 'A' Cross,

5th Block, Koramangala,

Bengaluru – 560 034

Tel: +91 80 4370 8360

Email: vaishali.kondbhar@xelpmoc.in

BANKERS

Axis Bank Limited

Notice

NOTICE is hereby given that the 7th Annual General Meeting (“**AGM**”) of the Members of **Xelpmoc Design and Tech Limited** (the “**Company**”) will be held on Friday, 30th September, 2022, at 10:00 a.m. through Video Conferencing / Other Audio-Visual Means (“**VC/OVAM**”) to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2022, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To appoint Mr. Jaison Jose (DIN:07719333), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jaison Jose (DIN: 07719333), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

- To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company in pursuance of the power conferred on the Committee and Board vide special resolution dated 19th February, 2020, approval of the Members of the Company be and is hereby accorded for payment of annual remuneration by way of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director of the Company, in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company;

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

- To approve payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN:06788125), Non-Executive & Non-Independent Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188, 197, 198 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Meetings of Board and its powers) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation and approval by the Audit Committee, Nomination & Remuneration Committee & Board of Directors of the Company, Consent of the members of the Company be and is hereby accorded for payment of Corporate Strategy and Advisory Fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company, “related party” for a further period of 3 (three) years w.e.f. 20th February, 2023, of an amount of ₹ 40,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, based on effective utilization of his expertise, time and skill for business growth, strategies, and expansion of the Company;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to vary, alter and change the terms and conditions of the remuneration specified above from time to time, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

Place: Mumbai
Date: 13th August, 2022

Vaishali Kondbhar
Company Secretary

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

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (**‘Act’**) read with Secretarial Standard on General Meetings (**‘SS-2’**) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (**‘Listing Regulations’**) setting out the material facts concerning each item of Special Business to be transacted at the Annual General Meeting (**‘AGM’**) is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the meeting as required under Regulation 36 (3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.
 2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (**‘MCA’**) vide its General Circular Nos. 2/2022 dated 5th May, 2022, 19/2021 dated 8th December, 2021, 2/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, read with General Circular Nos. 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 (collectively referred to as ‘MCA Circulars’), permitted convening the Annual General Meeting (‘AGM’ / ‘Meeting’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company Further, the Securities and Exchange Board of India (‘SEBI’) also, vide Circular Nos. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (‘SEBI Circulars’), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
 3. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the registrar and share transfer agent of the Company (**‘Registrar and Share Transfer Agent’**) or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2022, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) as on Friday, 2nd September, 2022 and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also be hosted on the website of the Company at www.xelpmoc.in and will also be available on the website of KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (‘KFinTech’), its Registrar & Share Transfer Agent at <https://evoting.kfintech.com> and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
 4. Members who have not registered their e-mail addresses are once again requested to register the same for receiving the notices, annual reports and other documents/communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agents, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a Company to provide an advance opportunity at least once in a financial year to the Members to register his / her e-mail ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in **‘E-communication Registration Form’** annexed to the Annual Report as well as available on the Company’s website at <https://www.xelpmoc.in/investorrelations>.
- Further, in terms of MCA Circulars, the Company has made special arrangements with KFinTech for temporary registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the process given in instruction part of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circulars, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically.
5. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFin Technologies Limited, Registrar and Share Transfer Agents. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.
 6. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and

- applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of KFinTech, Registrar and Share Transfer Agents to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“Insta Poll”) during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
 9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“Insta Poll”) during the meeting while participating through VC/OAVM facility.
 10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“Insta Poll”) at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system (“Insta Poll”) at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 11. Voting rights of the members (for voting through remote e-voting or e-voting system (“Insta Poll”) at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 23rd September, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“Insta Poll”) at the AGM.
 12. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at vaishali.kondbhar@xelpmoc.in with a copy to evoting@kfintech.com and/or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ EVENT NO”. Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
 14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other requisite documents shall be made available only in electronic form for inspection during the AGM. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to vaishali.kondbhar@xelpmoc.in.
 16. Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company’s Registrar and Share Transfer Agent viz; KFinTech for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
 17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
 - a. Change in their residential status on return to India for permanent settlement;
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
 18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.
 19. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company’s Registrar and Share Transfer Agent viz; KFinTech, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
 20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 21. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held

by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz KFinTech at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500032 or call on 040-6716 2222 or Toll Free no.: 1-800-309-4001 or Email on inward.ris@kfintech.com. Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.

22. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Jaison Jose (DIN: 07719333), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.
23. Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, 23rd September, 2022 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by

KFinTech from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, 26th September, 2022 and end of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, 29th September, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Manish Rajnarayan Gupta or falling him Mr. Vijay Babaji Kondalkar, partners of M/s VKMG & Associates LLP, Practicing Company Secretaries as the “**Scrutinizer**” for the purpose of scrutinizing the process of remote e-voting and e-voting system (“Insta Poll”) at the Meeting in a fair and transparent manner.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting (“Insta Poll”) and votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at www.xepmoc.in and on the website of KFinTech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.

27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2021-2022.
28. In case of any general queries or information regarding the Annual Report, the Members may write to vaishali.kondbhar@xelpmoc.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vaishali.kondbhar@xelpmoc.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at www.xelpmoc.in.
30. As the AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

E-VOTING AND E-AGM INSTRUCTION:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“**Act**”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on

all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “**e-Voting facility provided by Listed Companies**”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences at 9.00 AM IST on Monday, 26th September, 2022 and ends at 5.00 PM IST on Thursday, 29th September, 2022. The remote e-voting module shall be disabled for voting thereafter.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 23rd September, 2022.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing user ID and password for casting the vote.

vii. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.”

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>

Type of shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p>

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve user ID / password are advised to use Forgot user ID and Forgot password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

DETAILS ON STEP 2 ARE MENTIONED BELOW:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Xelpmoc Design and Tech Limited- AGM” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id vaishali.kondbhar@xelpmoc.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/ Depository Participant(s), and consequently the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self- attested copy of PAN card at vaishali.kondbhar@xelpmoc.in or to KFinTech at einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic

folio and copy of share certificate in case of physical folio for sending the Notice of AGM Annual Report and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

III) Instructions for all the shareholders, including individual, other than individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-Voting or have forgotten the user ID and password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / may send their queries/question if any pertaining to the accounts and operations of the Company in advance at least seven day before the meeting by mentioning their name, demat account number / folio number, email id, mobile number at vaishali.kondbhar@xelpmoc.in so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system "insta poll" available during the AGM. E-voting "insta poll" during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-voting "insta poll" at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. facility of joining the AGM through VC / OAVM shall be available for at

least 2000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will open during the remote e-voting period from Monday, 26th September, 2022 (9.00 AM IST) to Thursday, 29th September, 2022(5.00 PM IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will opened from during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system ("Insta Poll") during the meeting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Raghunath Veedha, Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at raghu.veedha@kfintech.com or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFintech toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the Annual General Meeting
- VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the user ID and password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VII. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- VIII. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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

ITEM NO.3:

Mr. Pranjal Sharma is a B.A. (Hons.) Economics from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.

He is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 31 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the World Economic Forum (WEF) for eight years. He is now on the Advisory Board of Partnership against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine. In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.

The Members of the Company, on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, vide special resolution dated 19th February, 2020, appointed Mr. Pranjal Sharma as a Non-Executive and Non-Independent Director of the Company w.e.f. 20th February, 2020, and approve the limit of Corporate Strategy and Advisory Fees to be paid to Mr. Pranjal Sharma.

The Company is benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development. Currently, the Company is paying Corporate Strategy and Advisory Fees upto ₹ 40,000/- per month based on his performance, which is well within the limit as approved Nomination and Remuneration Committee, Audit Committee and Board of Directors and Shareholders of the Company. Further Corporate Strategy and Advisory fees payable to him may cross the limit specified Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

All the relevant documents pertaining to aforesaid resolution will be made available for inspection by the Members through electronic mode upto the date of the AGM and at the AGM and any

Member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

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

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

ITEM NO.4:

Mr. Pranjal Sharma is a B.A. (Hons.) Economics from University of Delhi. He has done post graduate programme in media, Times Centre for Media Studies and also done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.

He is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 31 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the World Economic Forum (WEF) for eight years. He is now on the Advisory Board of Partnership against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine. In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.

The Company has obtained approval from shareholders for payment of Corporate Strategy and Advisory fees to Mr. Pranjal Sharma, Non-Executive & Non-Independent Director of the Company for a period of 3(three) years w.e.f. 20th February, 2020, which is going to be expired on 19th February, 2023. The Company is benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development; hence Management is of view that the Company should continue to obtain Corporate Strategy and Advisory consultancy services for a further period of 3(three) years w.e.f. 20th February, 2023.

The payment of aforesaid Corporate Strategy and Advisory Fees falls under the definition of related party transaction, the details required pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 are as below:

Sr. No.	Particular	Details
1.	Name of the related party	Mr. Pranjal Sharma
2.	Name of the director or key managerial personnel who is related, if any;	There is no relationship between Mr. Pranjal Sharma & other members of the Board and Key Managerial Personnel of the Company.
3.	Nature of relationship;	Non-Executive and Non-Independent Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	Shall be entitled for Corporate Strategy and Advisory Fees of ₹ 40,000/- per month which may be enhanced upto ₹ 2,50,000/- per month, for a period of 3 years w.e.f 20 th February, 2023, based on effective utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	None

Due to Inadequate profit, the payment of remuneration shall also require shareholders' approval under section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the approval of remuneration is given hereunder:

I General Information		
1	Nature of the Industry:	Information Technology, Computer Consultancy and Facilities Management Activities.
2	Date or expected date of commencement of commercial production -	The Company commenced its business operations since incorporation.
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.

4	Standalone Financial performance based on given Indicators			(Amount in ₹ 000)	
	Particular	31-03-2022 (Audited)	31-03-2021 (Audited)	31-03-2020 (Audited)	
	Operational Income	80,548.23	1,40,489.02	81,113.29	
	Total Income	92,615.89	1,51,875.37	93,978.82	
	Depreciation	893.15	5,000.56	5,626.3	
	Total Expenses	2,27,543.50	1,10,882.56	1,14,689.97	
	Net Profit/Loss	(1,28,580.48)	40,460.65	(21,308.74)	
	Equity Share Capital	1,44,784.13	1,37,052.98	1,37,052.98	
	Other Equity	7,75,809.31	4,54,779.6	3,11,886.85	
5	Foreign Investment or collaboration, if any	As on the date of this notice, the Company has made following ODI investments.			
		Snaphunt PTE Ltd. (Singapore)	Catalyst Pte Ltd., (USA)	Learning Hats Pte Ltd., (Singapore)	Xelpmoc Design and Tech UK Ltd (UK)
		Investment: SGD 12,230 to subscribe 12,088 Equity Shares	Investment: USD 3,750 to subscribe 3,75,000 Class B Common Stock (non-voting) convertible to Class A Common Stock (Voting)	Investment: USD 3,333 to Subscribe 3,333 equity shares	Investment: GBP 75,100 to Subscribe 75,100 Equity Shares
II Information about the appointee					
1	Background Details	Mr. Pranjal Sharma is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 30 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the WEF for eight years. He is now on the Advisory Board of Partnership Against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine.			

II	Information about the appointee (continued)		4	Job Profile and his suitability	The Company is benefiting the expertise of Mr. Pranjal Sharma as Core Strategist in business development, therefore It would be in the interest of the Company to continue the utilize his expertise, time and skill for business growth, strategies and expansion of the Company.								
	<p>In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.</p> <p>He is the curator and columnist for a fortnightly page on industry 4.0 for Business Standard newspaper. He writes opinion pieces for Business World magazine, DNA Newspaper among other publications. He is a regular speaker on news TV debates on economy and globalisation. He is an alumni of US State Department's International Visitors Programme for experts and also of European Union Visitors Programme for young global leaders.</p>		5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 4 of the Notice.								
			6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Pranjal Sharma and utilisation of his expertise, time and skill for business growth, strategies and expansion of the Company and the industry benchmarks, the Corporate Strategy and Advisory Fees proposed to be paid is commensurate with the fees paid to similar senior level appointee in other companies.								
			7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the Corporate strategy and advisory fees proposed, Mr. Pranjal Sharma does not have any pecuniary relationship with the Company. There are no Managerial personnel related to him.								
2	Past Remuneration												
		<table border="1"> <thead> <tr> <th data-bbox="432 1082 768 1114">Year</th> <th data-bbox="768 1082 1104 1114">Remuneration</th> </tr> </thead> <tbody> <tr> <td data-bbox="432 1114 768 1145">20.02.2020 to 31.03.2020</td> <td data-bbox="768 1114 1104 1145">Nil</td> </tr> <tr> <td data-bbox="432 1145 768 1177">2020-21</td> <td data-bbox="768 1145 1104 1177">INR 4,80,000</td> </tr> <tr> <td data-bbox="432 1177 768 1209">2021-22</td> <td data-bbox="768 1177 1104 1209">INR 4,80,000</td> </tr> </tbody> </table>	Year	Remuneration	20.02.2020 to 31.03.2020	Nil	2020-21	INR 4,80,000	2021-22	INR 4,80,000			
Year	Remuneration												
20.02.2020 to 31.03.2020	Nil												
2020-21	INR 4,80,000												
2021-22	INR 4,80,000												
3	<p>Recognition or awards He has achieved various professional milestone are as follows:</p> <p>Member Global Agenda Council on Transparency and Anti-Corruption, World Economic Forum (2008-16),</p> <p>Founder member, Broadcast Editor's Association,</p> <p>Member, Association of British Scholars,</p> <p>Fellow, Salzburg Global Seminar,</p> <p>Fellow, International Programme, Department of State, US,</p> <p>Speaker, The Outstanding Speakers' Bureau and</p> <p>News Television Award for best business show in 2007</p>												
			III	Other Information									
			1	Reasons of Loss or Inadequate Profits	Over the Last 7 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve break even in near future.								
			2	Steps taken or proposed to be taken for improvement	<p>The Company is getting the fruit of its Strategy implemented and the Company has outlined the strategy to counter such situations and to spur the next level of growth. These include:</p> <p>To widen the customer base – Currently company largely serves to start ups in India, very few corporates and now intends to aggressive target on mid size Indian corporate, Global Multinational Companies based out of India and few large Indian Corporate.</p> <p>Marketing of Services – Focus has been placed on promotion and marketing of products & services so as to increase the sales turnover of the Company.</p>								

III	Other Information (continued)	
	2. (continued)	<p>Development of New Technology Product – The Company is in the process development of New Technology Products as per the requirements of Clients.</p> <p>Over the Last 7 years, the Company is in process of building Professional talented team and has spent lot of time on ideation on new technology products and expects to achieve breakeven point and earn good profit in coming years.</p>
3	Expected Increase in productivity and profits in measurable terms.	<p>The Company is getting the fruit of its Strategy implemented, therefore the inadequate profit earned by the Company is expected to increase in coming Financial year. In the uncertain economic conditions, it is very difficult to project the exact business projection vis-à-vis the financial ratios, currently company having inadequate profit, however, the management projects 10-20% growth on y-o-y basis in terms of revenues.</p>
IV	Disclosures:	
	<p>The Following disclosures is being mentioned in the Board of Director's report under Corporate Governance section:</p> <p>(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;</p> <p>(ii) details of fixed components and performance linked incentives along with the performance criteria;</p> <p>(iii) service contracts, notice periods, severance fees; and</p> <p>(iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.</p>	

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 188, 197, 198 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought by way of a special resolution as set out in item no. 4 of this AGM Notice.

All the relevant documents pertaining to aforesaid resolution will be made available for inspection by the Members through electronic mode upto the date of the AGM and at the AGM and any Member may write to the Company at vaishali.kondbhar@xelpmoc.in requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

Save and except Mr. Pranjal Sharma and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in item no. 4 of the Notice.

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

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

Place: Mumbai
Date: 13th August, 2022

Vaishali Kondbhar
Company Secretary

Annexure to the Notice

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

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

ANNEXURE - A

Name of the Director	Mr. Jaison Jose
DIN	07719333
Date of Birth	01-03-1980
Age	42 Years
Date of First Appointment on the Board	09-03-2017
Qualification	Degree of Bachelor of Commerce from Mumbai University. and a degree of Master of Commerce (External) as well as a degree of Master of Marketing Management from Mumbai University
Brief Resume, Experience and Expertise in Functional Area	Mr. Jaison Jose brings 17 years industry experience in the field of human resource service with core strengths in operations, deep customer engagements and collaboration. He was a founding member & team member of Quess Corp. He was with Adecco India, he built the portfolio services offering focused on the start-up ecosystem. Over the last decade, he has partnered with entrepreneurs, family business owners, the investing community and large enterprises, to develop leadership augmentation strategies and stellar teams
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mr. Jaison Jose, who retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2021-22), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2021-22), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Jaison Jose is entitled to receive remuneration upto such limit and on such terms and conditions as approved by the members of the Company vide special resolution dated 11 th August, 2021.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Jaison Jose does not hold any directorship in the Listed Company. Details of other companies and body corporates are as under: <ol style="list-style-type: none"> 1. Agronauts Technologies Private Limited 2. Signal Analytics Private Limited 3. Tijoree ECom Private Limited 4. Mysticnacall Entertainment Private Limited 5. Savio Hockey Foundation 6. Soultrax Studios Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	8,41,290 Equity Shares i.e. 5.82%
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Jaison Jose & other members of the Board and Key Managerial Personnel of the Company.


XELPMOC DESIGN AND TECH LIMITED
CIN: L72200KA2015PLC082873
Registered Office: #17, 4th Floor, Agies Building, 1st A Cross, 5th Block, Koramangala, Bengaluru – 560034. Tel.: 080 4370 8360

 Website: www.xelpmoc.in Email: vaishali.kondbhar@xelpmoc.in
E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

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

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

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

Best Regards,

Vaishali Kondbhar

Company Secretary

E-COMMUNICATION REGISTRATION FORM

To,

KFin Technologies Limited

 Unit: **Xelpmoc Design and Tech Limited**

Selenium Tower B, Plot 31-32,

Gachibowli Financial District,

Nanakramguda, Hyderabad, Telangana – 500 032

Phone No.: +91 40 6716 2222

 E-mail: inward.ris@kfintech.com

Dear Sir / Madam,

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

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

Notes:

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

Directors' Report

Dear Members,

Your Directors have pleasure in presenting their 7th Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended 31st March, 2022 (the "Report").

1. FINANCIAL PERFORMANCE

The summarised financial results of the Company for the financial year ended 31st March, 2022 are presented below:

(₹ in '000)

Particulars	Standalone		Consolidated	
	2021-2022	2020-2021	2021-2022	2020-2021
Revenue from Operations	80,548.23	1,40,489.02	80,548.23	1,40,489.02
Other Income	12,067.66	11,386.35	12,676.06	11,386.35
Total Revenue	92,615.89	1,51,875.37	93,224.29	1,51,875.37
Profit/(Loss) before Interest & depreciation	(1,34,034.46)	46,463.94	(1,33,697.42)	46,790.74
Less: Interest	0.00	(470.57)	0.00	(470.57)
Less: Depreciation	(893.15)	(5,000.56)	(893.15)	(5,000.56)
Profit/(Loss) Before Tax	(1,34,927.61)	40,992.81	(1,34,590.57)	41,319.61
Add/Less: Current Tax	0.00	0.00	45.02	0.00
(Add)/Less: Deferred Tax	(6,347.13)	532.16	(6,292.37)	532.16
Profit/(Loss) After Tax	(1,28,580.48)	40,460.65	(1,28,343.22)	40,787.45
Other Comprehensive Income	1,07,272.30	92,038.40	1,07,272.30	92,038.40
Total Comprehensive Income	(21,308.18)	1,32,499.05	(21,070.93)	1,32,825.85

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

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

On Standalone basis, the Revenue from operations has decreased by about 42.67% on annual basis to 80,548.23 thousand in the financial year ended 31st March, 2022 as compared to 1,40,489.02 thousand in the financial year ended 31st March, 2021.

On Standalone basis, the Company's Operating Earnings/(Loss) Before Interest, Depreciation and Taxes (EBITDA) margin stands at (1,45,650.35) thousand for the financial year ended 31st March, 2022 as compared to 35,254.20 thousand in the preceding financial year. The loss before tax of the current financial year on standalone basis stands at (1,34,927.61) thousand as compared to profit before tax 40,992.81 thousand for the preceding financial year.

The net loss of the current financial year on standalone basis stands at (1,28,580.48) thousand as compared to net Profit 40,460.65 thousand for the preceding financial year.

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

3. UTILIZATION OF IPO PROCEEDS AND PREFERENTIAL ALLOTMENT IPO PROCEEDS

During the year ended 31st March, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective 4th February, 2019.

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the company held on 30th September, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended 31st March, 2022 is as follows -

(₹ in '000)

Objects of the Issue upon variation	Amount available for utilisation upon variation	Utilised after variation of objects i.e. from 1 st October, 2020 till year ended 31 st March, 2021	Utilisation during the year ending 31 st March, 2022	Unutilised amount as on 31 st March, 2022
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-	-	8,613.40
Funding working capital requirements of the Company.	1,03,465.68	5,000.00	51,175.46	47,290.22
General corporate purposes(including savings in offer related expenses)	10,202.56	1,000.00	-	9,202.56
Total	1,22,281.64	6,000.00	51,175.46	65,106.18

The details of the utilisation of the IPO proceeds as on 31st March, 2022 is as follows –

(₹ in '000)

Objects of the Issue for which IPO proceeds utilized	Utilization upto 31 st March, 2022
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	1,261.79 ¹
Purchase of fit outs for new development centers and Hyderabad*	719.79 ²
Funding working capital requirements of the Company.	97,852.49 ³
General corporate purposes(including savings in offer related expenses)	36,526.93 ⁴
Total	1,36,361.00

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

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

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

³ 41,677.03 utilised before variation of the Objects of the Issue and 56,175.46 utilized after variation of the Objects of the Issue.

⁴ 35,526.93 utilised before variation of the Objects of the Issue and 1,000 utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at 31st March, 2022 temporarily invested in debt mutual funds ₹ 82,621.85* (₹ in 1000s) and balance with banks ₹ 8,241.64 (₹ In 1000s).

*Value stated represents investments which are marked to market as at 31st March, 2022.

PREFERENTIAL ALLOTMENT

During the financial year 2021-22, the Company has issued and allotted on preferential basis 7,20,000 Equity shares of ₹ 10/- each fully paid-up, representing 4.99% of the post preferential Equity share capital, at a price of ₹ 375/- per Equity share (including securities premium), aggregating ₹ 2,70,000.00 thousands to Foreign Portfolio Investors – Category I (QIBs). The funds raised through said Preferential allotment have been temporarily invested in short term fixed deposits, debt mutual funds and balances with banks as on 31st March, 2022, pending utilisation.

4. DIVIDEND

Considering the loss incurred in the financial year 2021-22 and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 1000 listed Companies shall formulate a Dividend Distribution Policy. The Company does not come under the category of top 1000 listed Companies based on the market capitalization, however for Good Corporate Governance practice, the Company has formulated its

Dividend Distribution Policy, which is available on the website of the Company and may be viewed at <https://www.xelpmoc.in/documents/Dividend%20Distribution%20policy.pdf>

5. TRANSFER TO RESERVES

In view of the losses, no transfer is proposed to the general reserve. For complete details on movement in Reserves and Surplus during the financial year ended 31st March, 2022, please refer to the statement of changes in equity table of the standalone financial statement of the Company.

6. DEPOSITS

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

7. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has following two subsidiaries as on 31st March, 2022. Further, the Company does not have any joint venture or associate company as on 31st March, 2022.

SIGNAL ANALYTICS PRIVATE LIMITED - SUBSIDIARY OF THE COMPANY

During the year under review, Signal Analytics Private Limited (SAPL), Wholly Owned Subsidiary of the Company had issued and allotted 87,498 0.01% Pre Series A Cumulative Compulsorily Convertible Preference Shares of ₹ 1 each at premium of ₹ 599/- per share to new investors by way of preferential allotment on 30th October, 2021, thereby shareholding of our company has been diluted from 100% to 91.95% on fully diluted basis and accordingly status of SAPL has changed from Wholly Owned Subsidiary to Subsidiary of the Company.

Further, Signal Analytics Private Limited has not yet started its operations.

XELPMOC DESIGN AND TECH UK LTD - WHOLLY-OWNED SUBSIDIARY OF THE COMPANY

Xelpmoc Design and Tech UK Ltd has been incorporated as a Wholly-owned Subsidiary of the Company w.e.f. 22nd November, 2021 and which has not yet started its operations.

Madworks Ventures Private Limited ceased as a Associate Company w.e.f. 23rd September, 2021, as the Company has sold its entirely stake i.e. 15,204 equity shares and 57,018 Convertible Preference shares in said Associate Company. Further, the Company does not have any joint venture or associate company.

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

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

8. CONSOLIDATED FINANCIAL STATEMENT

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

The consolidated financial statement represents those of the Company and its Subsidiaries viz. Signal Analytics Private Limited and Xelpmoc Design and Tech UK Ltd. The Company has consolidated its statement in accordance with the IND AS 110 – 'Consolidated Financial Statements' pursuant to Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

The Audited Financial Statements for the year ended 31st March, 2022 of Signal Analytics Private Limited and Unaudited Financial Statement of Xelpmoc Design and Tech UK Ltd., UK Wholly-owned Subsidiary Company are available on website of the Company and may be viewed at <https://www.xelpmoc.in/regulationsub>. Xelpmoc Design and Tech UK Ltd has not yet started its operations, hence, audit of the financials is not mandatory as per the laws of UK. Therefore, the Financial Statements of Xelpmoc Design and Tech UK Ltd is unaudited.

9. SHARE CAPITAL

- During the year under review, the Authorised Share Capital of the Company is increased from ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of

₹ 10/- (Rupees Ten Only) each, vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of the Members of the Company held on 11th August, 2021.

- During the year under review, the Company has issued and allotted on preferential basis 7,20,000 Equity shares of ₹ 10/- each fully paid-up, representing 4.99% of the post preferential Equity share capital, at a price of ₹ 375 per Equity share (including securities premium), aggregating ₹ 7,20,00,000/- to Foreign Portfolio Investor - Category I and 53,115 Equity shares upon conversion of Stock Options granted under the Company's ESOP scheme, 2019. Consequent to these allotments the paid-up Equity share capital of the Company stands increased to 1,44,78,413 Equity shares of ₹ 10/- each i.e. ₹ 14,47,84,130/-.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.
- The Company has not issued any sweat equity shares to its Directors or employees, during the period under review.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board as on 31st March, 2022 comprised of 8 (Eight) Directors out of which 3 (Three) are Independent Directors, 2 (Two) are Non-Executive & Non-Independent Directors and 3 (Three) are Executive Directors including one Managing Director.

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

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

A. APPOINTMENTS AND RESIGNATIONS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Sandipan Chattopadhyay (DIN: 00794717) was re-appointed as a Managing Director and Chief Executive Officer of the Company at the Extra-Ordinary General Meeting of the members of the Company held on 11th August, 2021, for a period of 3 (Three) years with effect from 2nd July, 2021 to 1st July, 2024.
- Based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Srinivas Koorra (DIN: 07227584) was re-appointed as a Whole-time Director and Chief Financial Officer of the Company at the Extra-Ordinary General Meeting of the members of the Company held on 11th August, 2021, for a period of 3 (Three) years with effect from 2nd July, 2021 to 1st July, 2024.
- Based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Jaison Jose (DIN: 07719333) was re-appointed as a Whole-time Director of the Company at the Extra-Ordinary General Meeting of the members of the Company held on 11th August, 2021, for a period of 3 (Three) years with effect from 2nd July, 2021 to 1st July, 2024.

- Mr. Pranjal Sharma (DIN 06788125), appointed as a Director liable to retire by rotation at the 6th Annual General Meeting of the members of the Company held on 30th September, 2021.

Further, Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director, resigned from the position of Directorship of the Company w.e.f. 23rd May, 2022.

B. DIRECTOR LIABLE TO RETIRE BY ROTATION

In terms of Section 152 of the Companies Act, 2013, Mr. Jaison Jose (DIN:- 07719333), Non-Executing and Non-Independent Director being Director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment. The information as required to be disclosed under Regulation 36 of the Listing Regulations will be provided in the notice of ensuing Annual General Meeting.

C. INDEPENDENT DIRECTORS

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

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

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

In the opinion of the Board, Independent Directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity. Further in terms of the Rule 6(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended all the Independent Directors of the Company have registered their names in the online databank of Independent Directors maintained by Indian Institute of Corporate Affairs and, wherever required, also completed the online proficiency test, conducted by Indian Institute of Corporate Affairs.

The Independent Directors are provided with all necessary documents/reports and internal policies to enable them to familiarise with the Companies procedures and practices. The programs undertaken for familiarizing Independent Directors with the functions and procedures of the Company are disclosed in the Corporate Governance Report.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

5 (five) Meetings of the Board of Directors were held during the year. The particulars of the meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this Report.

12. DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the financial year ended 31st March, 2022, the applicable accounting standards have been followed and that no material departures have been made from the same;
- the Directors have selected such accounting policies and applied them

consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the losses of the Company for the year ended on that date;

- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of Directors.
- It contains guidelines for determining qualifications, positive attributes for Directors and independence of a Director.
- It lays down the criteria for Board Membership
- It sets out the approach of the Company on board diversity
- It lays down the criteria for determining independence of a Director, in case of appointment of an Independent Director.

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

14. PERFORMANCE EVALUATION OF THE BOARD

The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI on 5th January, 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

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

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates

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

COMMITTEES OF THE BOARD

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

The Committees and their composition as on 31st March, 2022 are as follows:

Audit Committee

1. Mr. Tushar Trivedi	Chairman
2. Mr. Srinivas Koora	Member
3. Mr. Premal Mehta	Member
4. Mrs. Karishma Bhalla	Member

Nomination and Remuneration Committee

1. Mr. Premal Mehta	Chairman
2. Mr. Tushar Trivedi	Member
3. Mr. Soumyadri Bose	Member (Ceased w.e.f 23 rd May, 2022)
4. Mr. Pranjal Sharma	Member (Appointed w.e.f 29 th May, 2022)

Stakeholders Relationship Committee

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

Management Committee

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

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

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

15. CORPORATE SOCIAL RESPONSIBILITY(CSR)

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

16. MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

17. CORPORATE GOVERNANCE

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

The Report on Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulations is presented in a separate section and forms part of this Report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

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

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

19. STATEMENT ON RISK MANAGEMENT POLICY

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

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

MARKET RISK

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

COMPETITION RISK

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

TECHNOLOGY RISK

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

TALENT RISK

The technology industry may face a significant workforce shortfall. Human capital is the Company's most valuable asset at Xelpmoc. Recognizing its critical role in achieving success, the Company aims to create a pleasant and

inclusive atmosphere while also providing benefits to its employees. It fosters an environment of creativity and entrepreneurship within the company and provides training and development opportunities for employees.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to provision of Section 186 of the Companies Act, 2013, during the year under review, the Company has not given any loan to any person or body corporate or not given any guarantees or provided security in connection with a loan to any other body corporate or person. However, the Company has made investment in the securities of bodies corporate and mutual funds, the details of the investments made including the investments as prescribed under Section 186(2) of the Companies Act, 2013 are provided in notes no. 8 to 10 and note no. 13 of the Standalone Financial Statement of the Company.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

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

The statement showing the disclosure of transactions with related parties in compliance with applicable provision of IND AS, the details

of the same are provided in note no. 34 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board for approval.

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

22. INTERNAL FINANCIAL CONTROL SYSTEM

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

23. LISTING REGULATIONS, 2015

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2022-2023.

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

1. "Documents Preservation & Archival Policy" as per Regulation 9 and Regulation 30 which may be viewed at <https://www.xelpmoc.in/documents/Documents%20Preservation%20&%20Archival%20Policy.pdf>

2. "Policy for determining Materiality of events/information" as per Regulation 30 which may be viewed at <https://www.xelpmoc.in/documents/Policy%20for%20Determining%20Materiality%20of%20Information%20or%20Events.pdf>

24. AUDITORS

(A) STATUTORY AUDITOR

M/s. JHS & Associates LLP, Chartered Accountants, has been appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company. Your Company has received necessary confirmation from them stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013.

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

(B) SECRETARIAL AUDITOR

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Manish Rajnarayan Gupta, partner of **VKMG & Associates LLP, Practicing Company Secretaries**, as the Secretarial Auditors of the Company to undertake Secretarial Audit for the financial year ended 31st March, 2022. The Secretarial Audit Report for the financial year ended 31st March, 2022 is annexed herewith and marked as **'Annexure-3'** to this Report. The Secretarial Auditor has also issued Annual Secretarial Compliance Report for the year ended 31st March, 2022 as required under regulation 24A of Listing Regulations. Further, the Secretarial Audit Report and Annual Secretarial Compliance Report does not contain any qualification, reservation or adverse remark or disclaimer.

(C) INTERNAL AUDITOR

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company had appointed **M/s. Venu & Vinay, Chartered Accountants** to undertake Internal Audit for financial year ended 31st March, 2022.

25. REPORTING OF FRAUDS BY AUDITORS

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

26. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. 31st March, 2022 till the date of this Directors' Report.

27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

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

28. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

- (a) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as '**Annexure-4**'.

- (b) In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. Any member interested in obtaining such information may address their email to vaishali.kondbhar@xelpmoc.in.

29. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any unpaid/unclaimed amount which is required to be transferred, under the provisions of Companies Act, 2013 into the Investor Education and Protection Fund (IEPF) of the Government of India.

30. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

(A) CONSERVATION OF ENERGY**(i) The steps taken or impact on conservation of energy:**

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

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

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

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

(iii) The capital investment on energy conservation equipment:

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

(B) TECHNOLOGY ABSORPTION**(i) The efforts made towards technology absorption:**

The Company itself operates into the dynamic information technology space. The Company has a sizeable team of Information technology experts to evaluate technology developments on a continuous basis and keep the organisation updated.

(ii) The benefits derived:

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

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

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

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Foreign Exchange Earnings

		₹ in '000	
Sr. No.	Particulars	2021-22	2020-21
1.	Revenue from software development	39,747.45	77,283.92
	Total	39,747.45	77,283.92

Foreign Exchange Outgo

₹ in '000

Sr. No.	Particulars	2021-22	2020-21
1.	Travel Expenses	158.48	-
2.	Software Expenses	464.96	474.19
3.	Other Expenses	185.87	173.74
	Total	809.31	647.93

31. ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return of the Company as on 31st March, 2022 (excluding the details pertaining to the AGM of the Company for the Financial Year 2021-2022 i.e. date of AGM and Attendance of Directors at the AGM as same are not available as on the date of this report) is available on the Company's website and can be accessed at <https://www.xelpmoc.in/documents/Annual%20Return%20-%20FY%202021-22.pdf> By virtue of amendment to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

32. SECRETARIAL STANDARD OF ICSI

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

33. MAINTENANCE OF COST RECORDS

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

34. PREVENTION OF SEXUAL HARASSMENT

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, during the year Internal Complaints Committee of the Company has not received any case related to sexual harassment.

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

35. EMPLOYEES' STOCK OPTION SCHEME

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

The applicable disclosures as stipulated under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on 31st March, 2022 (cumulative position) with regard to the Xelpmoc Employee Stock Option Scheme 2019 and Xelpmoc Employee Stock Option Scheme 2020 are disclosed on the Company's website which may be viewed at [https://www.xelpmoc.in/documents/ESOS%20-%20Disclosure-under-SEBI-\(Share-Based-Employee-Benefits%20and%20Sweat%20Equity\)-Regulations%20-%202021.pdf](https://www.xelpmoc.in/documents/ESOS%20-%20Disclosure-under-SEBI-(Share-Based-Employee-Benefits%20and%20Sweat%20Equity)-Regulations%20-%202021.pdf)

All the schemes i.e. Xelpmoc Employee Stock Option Scheme 2019 and Xelpmoc Employee Stock Option Scheme 2020, are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. There were no material changes in aforesaid schemes, during the year under review.

A certificate from the secretarial auditors of the Company stating that the Schemes have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the members shall be placed at the ensuing Annual General Meeting for inspection by members.

36. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following

Registered Office:
Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873

#17, 4th Floor, Agies Building,
1st 'A' Cross, 5th Block,
Koramangala,
Bengaluru – 560034
website: www.xelpmoc.in
E-mail ID: vaishali.kondbhar@xelpmoc.in

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

Sandipan Chattopadhyay **Srinivas Koora**
Managing Director & CEO Whole-time Director & CFO
(DIN: 00794717) (DIN: 07227584)
Place: Hyderabad **Place:** Hyderabad
Date: 29th May, 2022 **Date:** 29th May, 2022

matters as there were no transactions on these matters during the year under review:

- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- Issue of debentures/bonds/warrants/any other convertible securities.
- Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Instance of one-time settlement with any Bank or Financial Institution.
- Application or proceedings under the Insolvency and Bankruptcy Code, 2016

37. ACKNOWLEDGEMENTS

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

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

Annexure - 1

FORM AOC-1

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

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

PART "A": SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in 1000s)

Sr. No.	Particulars	Details	Details
1.	Name of the subsidiary	Signal Analytics Private Limited	Xelpmoc Design and Tech UK Ltd
2.	The date since when subsidiary was acquired	1 st December, 2020	22 nd November, 2021
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	Reporting Currency:GBP & Exchange Rate : ₹ 99.176, Financial Period ending 31 st March, 2022 (First year extended period)
5.	Share capital	1,087.50	9.92
6.	Reserves & surplus	51,352.90	-275.99
7.	Total assets	52,611.21	432.21
8.	Total Liabilities (excluding reserves and surplus)	170.81	698.28
9.	Investments	51,210.63	0
10.	Turnover	-	0
11.	Profit before taxation	476.35	-275.99
12.	Provision for taxation	99.79	0
13.	Profit after taxation	376.56	-275.99
14.	Proposed Dividend	0	0
15.	Extent of Shareholding (in percentage)	100%	100%

Exchange rate for the Profit & Loss items is considered on rate of foreign exchange for 1 GBP at ₹ 99.176 during the financial year.

Notes:

- Signal Analytics Private Limited has not commenced its operations.
- The Company has not liquidated or sold any subsidiary, during the year under review.

PART "B": ASSOCIATES AND JOINT VENTURES

The Company does not have any Associate or Joint Venture Company as on 31st March, 2022.

Notes:

- The Company do not have any associate or joint venture, which is yet to commence operations.
- Madworks Ventures Private Limited ceased as a Associate Company w.e.f 23rd September, 2021, as the Company has sold its entirely stake i.e. 15,204 equity shares and 57,018 Convertible Preference shares in said Associate Company.

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

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)
Place: Hyderabad
Date: 29th May, 2022

Jaison Jose
Whole-time Director
(DIN:07719333)
Place: Mumbai
Date: 29th May, 2022

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)
Place: Hyderabad
Date: 29th May, 2022

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: 29th May, 2022

Annexure - 2

FORM NO. AOC-2

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

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS / ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS-LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS: NA

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

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS

a.	Name(s) of the related party and nature of relationship	Mr. Pranjal Sharma (Non-Executive & Non-Independent Director).	Mr. Soumyadri Bose (Non-Executive & Non-Independent Director).
b.	Nature of contracts/arrangements/transactions	Payment of Corporate Strategy and Advisory Fees.	Payment of Corporate Strategy and Advisory Fees.
c.	Duration of the contracts / arrangements/transactions	One time Appointment at office or place of profit in the company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment i.e. 20 th February, 2020	One time Appointment at office or place of profit in the company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment i.e. 20 th February, 2020
d.	Salient terms of the contracts or arrangements or transactions including the justification and value, if any:	Looking at the specialized knowledge, experience and expertise of Mr. Pranjal Sharma in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Pranjal Sharma for business growth, strategies and expansion of the Company on such terms and condition including fees based on his performance as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated 19 th February, 2020. During the Financial year 2021-2022, the Company has paid an amount of ₹ 4,80,000/- as Corporate Strategy and Advisory Fees.	Looking at the specialized knowledge, experience and expertise of Mr. Soumyadri Bose in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose for business growth, strategies and expansion of the Company on such terms and condition including fees based on his performance as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated 19 th February, 2020. During the Financial year 2021-2022, the Company has paid an amount of ₹ 4,80,000/- as Corporate Strategy and Advisory Fees.

e.	Date(s) of approval by the Board, if any:	Board approval on 13 th December, 2019 and Shareholders approval on 19 th February, 2020	Board approval for Appointment on 13 th December, 2019 and Board approval for remuneration Increment on 7 th November, 2020 and Shareholders approval on 19 th February, 2020.
f.	Amount paid as advances, if any:	N.A.	N.A.

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

Srinivas Koora

Whole-time Director & CFO

(DIN: 07227584)

Place: Hyderabad

Date: 29th May, 2022**Sandipan Chattopadhyay**

Managing Director & CEO

(DIN: 00794717)

Place: Hyderabad

Date: 29th May, 2022

Annexure - 3

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2022

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

To,
The Members,
Xelpmoc Design and Tech Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Xelpmoc Design and Tech Limited (hereinafter called the Company), having its Registered Office at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560034. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 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)	The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;
(v)	The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
(a)	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b)	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c)	The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(d)	The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
(e)	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(f)	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- Listing Agreements entered into by the Company with BSE Limited, the National Stock Exchange of India Limited and the Metropolitan Stock Exchange of India Limited.

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

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

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

- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The 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 and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where Meetings were convened at a shorter notice). In case agenda and detailed notes on agenda could not be sent at least seven days in advance, the Company has complied with applicable provisions of the Act and SS-1 in relation to shorter notice. Further a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the meetings of the Board of Directors of the Company and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I 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.

I further report that during the audit period, the company:

- (a) Issued and allotted 53,115 Equity Shares of ₹ 10/- each under Xelpmoc Employee Stock Options Scheme, 2019.
- (b) The Company has issued and allotted on preferential basis 7,20,000 Equity shares of ₹ 10/- each fully paid-up, representing 4.99% of the post preferential Equity share capital, at a price of ₹ 375 per Equity share (including securities premium), aggregating ₹ 7,20,00,000/- to Foreign Portfolio Investor - Category I.

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

Date: 29th May, 2022
Place: Mumbai

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021
UDIN: A043802D000421916

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

ANNEXURE A

To,
The Members,
Xelpmoc Design and Tech Limited

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

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

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

Date: 29th May, 2022
Place: Mumbai

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021
UDIN: A043802D000421916

Annexure - 4

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

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

Name of Director/Key Managerial Personnel and Designation	Remuneration of Director/ KMP (in ₹ thousand)	% increase in remuneration on FY 2021-2022	Ratio of Remuneration of each Director to median Remuneration of employee
Sandipan Chattopadhyay, Managing Director and Chief Executive Officer	1,821.60	2.82 ¹	13.84
Srinivas Koora, Whole-Time Director and Chief Financial Officer	1,821.60	2.82 ¹	13.84
Jaison Jose, Whole-Time Director	1,821.60	2.82 ¹	13.84
Tushar Trivedi, Non-Executive and Independent Director	105.00	NIL	0.80
Premal Mehta, Non-Executive and Independent Director	97.50	NIL	0.74
Soumyadri Bose, Non-Executive and Non-Independent Director	480.00	(88.24%) ²	3.65
Pranjal Sharma, Non-Executive and Non-Independent Director	480.00	NIL	3.65
Karishma Bhalla, Non-Executive and Independent Director	37.50	66.67% ³	0.28
Vaishali Kondbhar, Company Secretary	727.20	16.99%	5.53

¹ During the FY 2021-2022 there is no increment in remuneration, however during the FY 2020-2021 there was an increment in remuneration from ₹ 1,25,000/- p.m. to ₹ 1,50,000/- p.m. w.e.f 01.06.2020 and accordingly there is an increment in annual remuneration and therefore percentage increase in remuneration reported.

²The decrease in remuneration is due to discontinuance of performance linked project.

³The increase in % of remuneration (sitting fees) is due to increase in number of meeting of Board and/or committee held and attended.

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

The median remuneration of employees of the Company during the financial year was ₹ 131.61 (₹ in 1000s). In the financial year, there was decrease of 17.85% in the median remuneration of employees;

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

As on 31st March, 2022, the Company has 62 permanent employees (including 3 executive directors) on its rolls.

(iv) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the salaries of employees other than managerial personnel in the financial year 2021-22 was 25.36%, whereas the increment in Managerial remuneration is 2.82% as stated above in the financial year 2021-22.

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

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

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)
Place: Hyderabad
Date: 29th May, 2022

Corporate Governance Report

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

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

BOARD OF DIRECTORS

BOARD COMPOSITION

The Company is in compliance with provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations with regards to the Composition of the Board. As on 31st March, 2022, the Board consists of 8 Directors, comprising of 3 Executive Directors (Promoters) and 5 Non-Executive Directors, in which 3 Directors are Independent and 2 Directors are Non-Executive & Non-Independent. The Chairperson of the Board is Non-Executive Independent Director.

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

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on 31 st March, 2022		
		Held	Attended		No. of outside Directorships held in other Indian Companies as on 31 st March, 2022	No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies [^]	
					Chairman	Member	
Mr. Sandipan Chattopadhyay	Promoter & Executive Director	5	5	Present	4	-	-
Mr. Srinivas Koora	Promoter & Executive Director	5	5	Present	3	-	-
Mr. Jaison Jose	Promoter & Executive Director	5	5	Present	4	-	-
Mr. Tushar Trivedi	Chairman- Independent & Non-Executive Director	5	5	Present	-	-	-
Mr. Premal Mehta	Independent & Non-Executive Director	5	5	Present	2	-	-
Mrs. Karishma Bhalla	Independent & Non-Executive Director	5	3	Present	1	-	-

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on 31 st March, 2022		
		Held	Attended		No. of outside Directorships held in other Indian Companies as on 31 st March, 2022	No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies [^]	
						Chairman	Member
*Mr. Soumyadri Bose	Non-Executive & Non-Independent Director	5	4	Absent	4	-	-
Mr. Pranjal Sharma	Non-Executive & Non-Independent Director	5	5	Present	2	-	-

Notes:

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

* Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director, resigned from the position of Directorship and membership of the Committee of the Company w.e.f. 23rd May, 2022

Directorship in other Listed Companies:

As on 31st March, 2022, Mr. Soumyadri Bose, Non-executive and Non-Independent Director is holding Managing Directorship in Cressanda Solutons Ltd, except this none of the Directors of the Company is holding a Directorship in any other Listed Company.

BOARD MEETINGS

During the year under review, 5 (Five) Meetings of the Board of Directors of the Company were convened on 21st May, 2021, 15th July, 2021, 14th August, 2021, 12th November, 2021 and 12th February, 2022.

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

Disclosure of relationships between Directors inter-se

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

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

The Company does not have any convertible instruments, however the details of equity shares held by Non-Executive Directors as on 31st March, 2022 are as under:

Name of Director	Category of Director	No. of Shares Held
Mr. Tushar Trivedi	Non-Executive and Independent Director	22,243
Mr. Premal Mehta	Non-Executive and Independent Director	7,500
Mrs. Karishma Bhalla	Non-Executive and Independent Director	-
Mr. Soumyadri Bose	Non-Executive and Non-Independent Director	-
Mr. Pranjal Sharma	Non-Executive and Non-Independent Director	-

Details of familiarization programmes imparted to independent directors

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

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

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

Independent Directors Meeting

As stipulated by Section 149(8) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, 1 (One) separate meeting of Independent Directors was

held on 21st March, 2022, without the attendance of Non-Independent Directors and members of the management, to review the performance of the Chairperson, Non-Independent Directors, various Committees of the Board and the Board as a whole. The Independent Directors also reviews the quality, content and timeliness of the flow of information from the management to the Board and its Committees which is necessary to perform reasonably and discharge their duties. The meeting was attended by two Independent Directors of the Company, due to some unavoidable circumstances, Mrs. Karishma Bhalla could not able to attend the meeting.

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

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

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

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

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

Confirmation in respect of Independence

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

COMMITTEES OF THE BOARD

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

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

AUDIT COMMITTEE

A) COMPOSITION OF THE COMMITTEE

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

Sr. No.	Name of the Member	Designation
1.	Mr. Tushar Trivedi	Chairman
2.	Mr. Srinivas Koora	Member (Executive)
3.	Mr. Premal Mehta	Member (Non-Executive and Independent)
4.	Mrs. Karishma Bhalla	Member (Non-Executive and Independent)

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

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

B) TERMS OF REFERENCE

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon, before submission to the Board for approval, with particular reference to:
 - a) Matters required to be incorporated in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- b) Changes, if any, in the accounting policies and practices and reasons for the same;
- c) Major accounting entries involving estimates based on the exercise of judgment by the management;
- d) Significant adjustments made in the financial statements arising out of audit findings;
- e) Compliance with listing and other legal requirements relating to financial statements;
- f) Disclosure of any related party transactions;
- g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of the inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Shall review the report on Compliances with Code of Conduct for prevention of Insider Trading on quarterly basis.
22. Shall review compliance with the Institutional Mechanism for Prevention of Insider Trading as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
23. Reviewing the utilization of loans and/ or advances from/ investments by the company in its subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of the provisions.
24. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The Audit Committee shall also mandatorily review the following information:

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

C) MEETINGS AND ATTENDANCE

During the financial year ended on 31st March, 2022, 4 (Four) Audit Committee meetings were held on 21st May, 2021, 14th August, 2021, 12th November, 2021 and 12th February, 2022.

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

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Tushar Trivedi	4	4
2	Mr. Srinivas Koora	4	4
3	Mr. Premal Mehta	4	4
4	Mrs. Karishma Bhalla	4	2

NOMINATION AND REMUNERATION COMMITTEE

A) COMPOSITION OF THE COMMITTEE

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

Sr. No.	Name of the Member	Designation
1	Mr. Premal Mehta	Chairman (Non-Executive and Independent)
2	Mr. Tushar Trivedi	Member (Non-Executive and Independent)
3	Mr. Soumyadri Bose (Ceased w.e.f 23 rd May, 2022)	Member (Non-Executive and Non-Independent)
4	Mr. Pranjal Sharma (Appointed w.e.f 29 th May, 2022)	Member (Non-Executive and Non-Independent)

B) THE TERMS OF REFERENCE OF THE 'NOMINATION & REMUNERATION COMMITTEE' INTER-ALIA INCLUDES THE FOLLOWING:

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

C) MEETINGS AND ATTENDANCE:

During the financial year ended on 31st March, 2022, 4 (Four) Nomination and Remuneration Committee meetings were held on 21st May, 2021, 14th August, 2021, 12th November, 2021 and 12th February, 2022.

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

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Premal Mehta	4	4
2	Mr. Tushar Trivedi	4	4
3	Mr. Soumyadri Bose	4	3

Performance evaluation criteria for independent directors.

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

A) COMPOSITION OF THE COMMITTEE

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

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

B) BRIEF DESCRIPTION OF TERMS OF REFERENCE

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

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

C) MEETINGS AND ATTENDANCE

During the financial year ended on 31st March, 2022, 1 (One) Stakeholders Relationship Committee meeting was held on 12th February, 2022.

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

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

D) COMPLIANCE OFFICER

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

E) INVESTOR GRIEVANCE REDRESSAL

During the year, the Company has not received any shareholder's complaint, hence there is no Complaint/Grievance which were not solved to the satisfaction of shareholders or pending as on 31st March, 2022.

RISK MANAGEMENT COMMITTEE

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

REMUNERATION OF DIRECTORS**A) PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS AND CRITERIA OF MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS**

Looking at the specialized knowledge, experience and expertise of Mr. Soumyadri Bose and Mr. Pranjal Sharma Non-Executive & Non-Independent Directors of the Company, in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from them on such terms and condition including fees based on their performances as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated 19th February, 2020. The details of Corporate Strategy and Advisory Fees paid to Mr. Soumyadri Bose and Mr. Pranjal Sharma Non-Executive & Non-Independent Directors of the Company are stated in remuneration table.

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

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

B) DETAILS WITH RESPECT TO REMUNERATION

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

(₹ in '000)

Name of Director	Fixed Component/ Salary	Benefits	Sitting Fees	Performance Linked Incentive/ Commission	Total
Executive Directors					
Mr. Sandipan Chattopadhyay	1,821.60	-	-	-	1,821.60
Mr. Srinivas Koorla	1,821.60	-	-	-	1,821.60
Mr. Jaison Jose	1,821.60	-	-	-	1,821.60
Non-Executive and Independent Directors					
Mr. Tushar Trivedi	-	-	105.00	-	105.00
Mr. Premal Mehta	-	-	97.50	-	97.50
Mrs. Karishma Bhalla	-	-	37.50	-	37.50
Non-Executive and Non-Independent Directors					
Mr. Soumyadri Bose	-	-	-	480.00	480.00
Mr. Pranjal Sharma	-	-	-	480.00	480.00
TOTAL	5,464.80		240.00	960.00	6,664.80

The tenure of Independent Directors is for 5 (Five) years and Executive Directors of the Company is for 3 (Three) years and Notice period for Executive Directors is 3 (Three) Months and Non-Executive Directors are liable to retire by rotation, there are no service contracts and no separate provision for payment of severance fees.

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

The Company has not granted any Employee Stock Option to any Directors during the financial year 2021-2022.

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

GENERAL BODY MEETINGS

A) ANNUAL GENERAL MEETINGS

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

Financial Year	Date	Time	Venue	No. of Special Resolutions passed	Detail of Special Resolutions passed
2020-21	30.09.2021	3.00 p.m.	Through Video Conferencing Deemed venue (#17, 4 th Floor, Agies Building, 1 st 'A' cross, 5 th Block, Koramangala, Bangalore – 560034, Karnataka)	2	<ol style="list-style-type: none"> Approval of Annual Remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-independent Director. Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.
2019-2020	30.09.2020	4.00 p.m.	Through Video Conferencing Deemed venue (#17, 4 th Floor, Agies Building, 1 st 'A' cross, 5 th Block, Koramangala, Bangalore – 560034, Karnataka)	4	<ol style="list-style-type: none"> Variation in the objects of the issue as stated in the Prospectus of the Company dated 30th January, 2019 as a Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution. Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 (“ESOP – 2020 / Scheme”). Approval of Annual Remuneration of Mr. Soumyadri Bose (DIN 02795223), Non-Executive and Non-Independent Director. Approval of Annual Remuneration of Mr. Pranjal Sharma (DIN 06788125), Non-Executive and Non-Independent Director
2018-2019	27.09.2019	2.00 p.m.	#17, 4 th Floor, Agies Building, 1 st 'A' cross, 5 th Block, Koramangala, Bangalore – 560034, Karnataka	5	<ol style="list-style-type: none"> Ratification of appointment of Mr. Sandipan Chattopadhyay (DIN 00794717), Managing Director & CEO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ratification of appointment of Mr. Srinivas Koora (DIN 07227584), Whole-time Director & CFO of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ratification of appointment of Mr. Jaison Jose (DIN 07719333), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ratification of appointment of Mr. Vishal Chaddha (DIN 05321782), Whole-time Director of the Company and term & condition of remunerations thereon in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2019 (“ESOP – 2019 / Scheme”).

B) SPECIAL RESOLUTION(S) PASSED THROUGH POSTAL BALLOT

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

C) SPECIAL RESOLUTION PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT

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

MEANS OF COMMUNICATIONS**QUARTERLY RESULTS:**

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

WEBSITE:

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

ANNUAL REPORT:

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

The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to members through electronic means. The Company e-mails the soft copies of the Annual Report to all those members whose e-mail IDs are available with the Registrar and Transfer Agents.

NSE - CORPORATE COMPLIANCE AND NATIONAL ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS):

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

BSE - CORPORATE COMPLIANCE AND LISTING CENTRE ("LISTING CENTRE"):

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

UNIQUE INVESTOR HELPDESK:

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

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

DESIGNATED EMAIL-ID:

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

SEBI COMPLAINT REDRESSAL SYSTEM (SCORES):

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

GENERAL SHAREHOLDERS INFORMATION

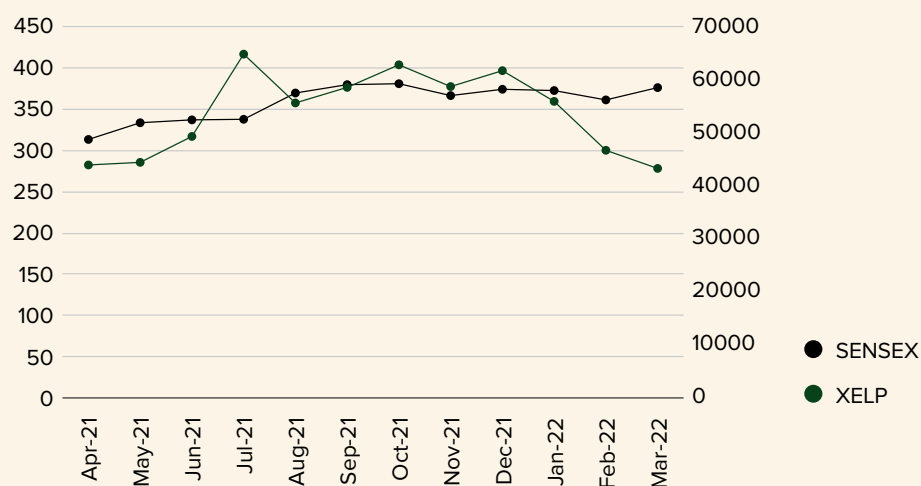
Annual General Meeting Day, Date, Time & Venue	Friday, 30 th September, 2022 at 10:00 a.m. through Video Conferencing/Other Audio Visual Means as set out in the Notice convening the Annual General Meeting.
Financial Year	1 st April to 31 st March
Financial Calendar	Results are likely to be announced on (Tentative and subject to change)
1 st quarter ending 30 th June, 2022	On or Before 14 th August, 2022
2 nd quarter ending 30 th September, 2022	On or Before 14 th November, 2022
3 rd quarter ending 31 st December, 2022	On or Before 14 th February, 2023
4 th quarter ending March, 2023	On or Before 29 th May, 2023
Dividend Payment Date	Not Applicable
ISIN	INE01P501012
Email ID for Investors	investor@xelpmoc.in
Name & Address of Stock Exchanges	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. BSE Limited P. J. Towers, 1 st Floor Dalal Street, Mumbai - 400 001.
Stock Code/Symbol	NSE - XELPMOC BSE - 542367

PAYMENT OF LISTING FEES

Annual Listing Fee for the year 2022-23 has been paid by the Company to Stock Exchanges.

MARKET PRICE DATA: HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR AND PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES SUCH AS BSE SENSEX, CNX NIFTY INDICES

Month	NSE			BSE		
	High	Low	Volume (In. No. of Shares)	High	Low	Volume (In. No. of Shares)
Apr-21	330.55	255.60	852815	329.95	256.05	257769
May-21	350.00	276.65	1212060	349.95	277.95	304249
Jun-21	354.30	260.25	1417202	354.55	265	347083
Jul-21	513.00	321.05	2691922	513.55	321.65	719032
Aug-21	433.35	336.55	318734	433.7	342.6	98938
Sep-21	413.75	349.00	207799	414.7	349	81009
Oct-21	428.40	370.00	282764	428	372.2	79925
Nov-21	495.00	369.00	528697	494.5	369	97329
Dec-21	416.60	347.25	489519	414.2	346.3	64853
Jan-22	443.90	349.05	741121	440.95	349.3	105663
Feb-22	400.00	281.55	696337	370.9	283.55	138222
Mar-22	321.95	255.65	872493	333	256.1	120508

STOCK PRICE PERFORMANCE IN COMPARISON TO THE BSE SENSEX**REGISTRAR AND TRANSFER AGENTS**

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

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

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

SHARE TRANSFER SYSTEM

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In this regard, communication regarding dematerialisation of shares and explaining procedure thereof, is available on the website of the Company.

During the year, the Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the Listing Regulations read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59, dated 13th April, 2020. The certificates was duly filed with the Stock Exchanges.

DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2022

No. of Shares Held	No. of Share Holders	% of Total Share Holders	No. of Shares Held	% of Total Shareholding
Upto 5000	13870	91.93	1093039	7.55
5001-10000	563	3.73	427709	2.95
10001-20000*	320	2.12	480995	3.324
20001-30000	99	0.66	246569	1.70
30001-40000	51	0.34	182580	1.26
40001-50000	29	0.19	131646	0.91
50001-100000	74	0.49	538586	3.72
1000001 & Above	82	0.54	11377289	78.58
Total	15088	100.00	14478413	100.00

* The Company has issued and allotted 12,000 Equity Shares of face values of ₹ 10/- each on 23rd March, 2022 to one of the eligible employees under ESOP Scheme 2019 of the Company, however credit confirmation of said shares from Depository and corporate action pertaining to listing and trading of said shares was pending as on 31st March, 2022 therefore the same was not reflecting in shareholding pattern for the year ended 31st March, 2022 filed with stock exchange, as the said shares were allotted and also considered in paid-up share capital of the Company in the financial statement for the year ended 31st March, 2022 same has considered in above disclosures of distribution shareholding as on 31st March, 2022.

DEMATERIALIZATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH, 2022

Category	No. of Shares Held	% of Total Shareholding
Shares held in Demat Form	1,43,06,042 [#]	98.81
Shares held in Physical Form	1,72,371	1.19
Total	1,44,78,413	100.00

[#] The Company has issued and allotted 12,000 Equity Shares of face values of ₹ 10/- each on 23rd March, 2022 to one of the eligible employees under ESOP Scheme 2019 of the Company, however credit confirmation of said shares from Depository and corporate action pertaining to listing and trading of said shares was pending as on 31st March, 2022 therefore the same was not reflecting in shareholding pattern for the year ended 31st March, 2022 filed with stock exchange, as the said shares were allotted and also considered in paid-up share capital of the Company in the financial statement for the year ended 31st March, 2022 same has considered in above disclosures of demat of shares and liquidity as on 31st March, 2022.

OUTSTANDING GDRS/ ADRS WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

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

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES.

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and payable and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies. The Company does not hedge its foreign currency trade receivables and payables.

The Company is not dealing in commodity hence there is no risk related to commodity price and hedging activities.

PLANT/OFFICE LOCATION

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

ADDRESS FOR CORRESPONDENCE

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

LIST OF CREDIT RATINGS AND SCHEME OR PROPOSAL IN RESPECT OF MOBILIZATION OF FUNDS

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

OTHER DISCLOSURES**DISCLOSURE ON MATERIAL RELATED PARTY TRANSACTIONS**

During the financial year ended 31st March, 2022, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

DISCLOSURE OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED

During the year, the Company has not given any loan to firms/companies in which Directors are interested.

DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

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

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY AND AFFIRMATION THAT NO PERSONNEL HAS BEEN DENIED ACCESS TO THE CHAIRMAN OF THE AUDIT COMMITTEE.

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of

reputation, leakage of information in the nature of Unpublished Price Sensitive Information(UPS), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the Chairman of the Audit Committee of the Board. During the year under review, no concern from any whistle blower has been received by the Company. The whistle blower policy is available at the link <https://www.xelpmoc.in/documents/Whistle%20Blower%20Policy.pdf>.

CERTIFICATES FROM PRACTICING COMPANY SECRETARIES

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

MANDATORY REQUIREMENTS

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

WEB LINKS

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

NON-COMPLIANCE OF CORPORATE GOVERNANCE.

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

UTILIZATION OF IPO PROCEEDS AND PREFERENTIAL ALLOTMENT**IPO PROCEEDS**

During the year ended 31st March, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective 4th February, 2019.

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the company held on 30th September, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended 31st March, 2022 is as follows -

(₹ in '000)

Objects of the Issue upon variation	Amount available for utilisation upon variation	Utilised after variation of objects i.e. from 1 st October, 2020 till year ended 31 st March, 2021	Utilisation during the year ending 31 st March, 2022	Unutilised amount as on 31 st March, 2022
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-	-	8,613.40
Funding working capital requirements of the Company.	1,03,465.68	5,000.00	51,175.46	47,290.22
General corporate purposes(including savings in offer related expenses)	10,202.56	1,000.00	-	9,202.56
Total	1,22,281.64	6,000.00	51,175.46	65,106.18

The details of the utilisation of the IPO proceeds as on 31st March, 2022 is as follows –

(₹ in '000)

Objects of the Issue for which IPO proceeds utilized	Utilization upto 31 st March, 2022
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	1,261.79 ¹
Purchase of fit outs for new development centers and Hyderabad*	719.79 ²

Funding working capital requirements of the Company.	97,852.49 ³
General corporate purposes(including savings in offer related expenses)	36,526.93 ⁴
Total	1,36,361.00

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

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

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

³ 41677.03 utilised before variation of the Objects of the Issue and 56175.46 utilized after variation of the Objects of the Issue.

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

IPO proceeds net of IPO related expenses which remain unutilised as at 31st March, 2022 temporarily invested in debt mutual funds ₹ 82,621.85* (₹ in 1000s) and balance with banks ₹ 8,241.64 (₹ In 1000s).

*Value stated represents investments which are marked to market as at 31st March, 2022.

PREFERENTIAL ALLOTMENT

During the financial year 2021-22, the Company has issued and allotted on preferential basis 7,20,000 Equity shares of ₹ 10/- each fully paid-up, representing 4.99% of the post preferential Equity share capital, at a price of ₹ 375/- per Equity share (including securities premium), aggregating ₹ 2,70,000.00 thousands to Foreign Portfolio Investors – Category I (QIBs). The funds raised through said Preferential allotment have been temporarily invested in short term fixed deposits, debt mutual funds and balances with banks as on 31st March, 2022, pending utilisation.

Recommendation of Committee:

During the year under review, there are no such cases where the recommendation of any Committee of Board, have not been accepted by the Board.

Total fees to paid to the Statutory Auditors

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

Particulars	Rupees in 000
Statutory Audit Fees	1,105.00
Taxation Matters	125.00
Certification and Other Services	140.24
Total	1,370.24

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

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

Adoption of Non-Mandatory requirements

The Company has adopted the following discretionary requirements:

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

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

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

Compliance of Corporate Governance

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27, Regulation 46(2) (b) to (i) of Listing Regulations for the Financial Year 2021-22.

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
1	Board of Directors	17(1), 17(1A), 17(1B) & 17(1C)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(2A)	Quorum of Board Meeting	Yes
		17(3)	Review of Compliance Reports	Yes

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
2	Audit Committee	17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation to the Non-Executive Directors	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
		17(11)	Special Business at General Meetings to be recommended by Board of Directors	Yes
		17(A)	Maximum number of Directorships	Yes
		18(1)	- Composition of Audit Committee	Yes
		- Presence of the Chairman of the Committee at the Annual General Meeting	Yes	
18(2)	Meeting of Audit Committee	Yes		
18(3)	Role of the Committee and Review of information by the Committee	Yes		
3	Nomination & Remuneration Committee	19(1) & (2)	Composition of Nomination & Remuneration Committee	Yes
		19(2A)	Quorum of Nomination and Remuneration Committee Meeting	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meetings	Yes
		19(4)	Role of the Committee	Yes

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)	Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
4	Stakeholder Relationship Committee	20(1),(2) & (2A)	Composition of Stakeholder Relationship Committee	Yes	9	Secretarial Audit	24A	Secretarial Audit of Company, Obtaining Annual Secretarial Compliance Report and Secretarial Audit Report Annexed with Annual Report	Yes
		20(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes					
		20(3A)	Meeting	Yes	10	Obligations with respect to Independent Directors	25(1)	No Alternate Director for Independent Directors	Yes
		20(4)	Role of the Committee	Yes					
5	Risk Management Committee	21(1),(2) & (3)	Composition of Risk Management Committee	NA			25(2) & (2A)	Maximum Directorship & Tenure and Appointment and Re-Appointment of Independent Director	Yes
		21(3A),(B) & (C)	Meeting	NA					
		21(4)	Role of the Committee	NA			25(3)	Meeting of Independent Directors	Yes
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee	Yes			25(4)	Agenda for meeting of Independent Directors	Yes
7	Related Party Transactions	23(1)	Policy for Related Party Transaction	Yes	25(6)	Replacement of Independent Director upon Resignation/ Removal.	NA		
		23(2)	Prior approval of Audit Committee for all Related Party Transactions	Yes	25(7)	Familiarization of Independent Directors	Yes		
		23(3)	Omnibus approval of Audit Committee for Related Party Transactions and review of transaction by the Committee	NA	25(8) & (9)	Declaration of Independence by Independent Directors and Board to take note of such declaration.	Yes		
		23(4)	Approval for Material Related Party Transactions	NA	25(10)	D & O Insurance for Independent Directors	Yes		
		23(9)	Disclosure of related party transactions on consolidated basis	Yes	25(11)	Appointment of Independent Director in compliance with regulation 25(11)	Yes		
8	Corporate governance requirements with respect to Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA	11	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26(1) & (2)	Memberships & Chairmanship in Committees	Yes
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of Company	Yes					

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
		26(3)	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of interest	Yes
		26(6)	No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter	Yes
12	Other Corporate Governance Requirements	27	i. Compliance with discretionary requirements ii. Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance	Yes
13	Disclosures on Website of the Company	46(2)(b)	Terms and Conditions of Appointment of Independent Directors	Yes
		46(2)(c)	Composition of various Committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Managerial Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Disclosed in Annual Report
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarization programmes imparted to Independent Directors	Yes

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

CODE OF CONDUCT

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

The Declaration of the Managing Director and CEO

To the members of Xelpmoc Design and Tech Limited

Sub: Compliance with Code of Conduct

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

Sandipan Chattopadhyay

Managing Director & CEO
(DIN: 00794717)

Date: 29th May, 2022

Place: Hyderabad

ADDRESS FOR CORRESPONDENCE:

REGISTERED OFFICE

Xelpmoc Design and Tech Limited

CIN: L72200KA2015PLC082873

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

Tel: +91 80 4370 8360

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

website: www.xelpmoc.in

CEO / CFO Certificate

(Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Xelpmoc Design and Tech Limited

1. We have reviewed financial statements and the cash flow statement of Xelpmoc Design and Tech Limited for the year ended 31st March, 2022 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. that there are no significant changes in accounting policies during the year; and
 - iii. that there are no instances of significant fraud of which we have become aware.

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

Srinivas Koora
Whole-time Director & CFO
(DIN: 07227584)
Place: Hyderabad
Date: 29th May, 2022

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)
Place: Hyderabad
Date: 29th May, 2022

Certificate on Corporate Governance

To
The Members of
Xelpmoc Design and Tech Limited

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

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

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

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

Date: 29th May, 2022
Place: Mumbai

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

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021
UDIN: A043802D000421927

Certificate of Non-Disqualification of Directors

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

Xelpmoc Design and Tech Limited

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

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

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

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

Date: 29th May, 2022

Place: Mumbai

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021
UDIN: A043802D000421938

Independent Auditors' Report

To the Members of

Xelpmoc Design And Tech Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statement of Xelpmoc Design and Tech Limited (hereinafter referred to as "the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2022 and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Independent Auditors' Report *continued*

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers"</p> <p>The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability.</p> <p>The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability.</p> <p>Refer Note 2.10 – "Revenue recognition policy" to the Standalone Financial Statements.</p>	<p>Principal Audit Procedures:</p> <ul style="list-style-type: none"> • We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls and its operating effectiveness relating to adherence of the revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations, determination of transaction price and allocation of transaction price to each performance obligation. • We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Ensured that appropriate disclosures as required are provided. <p>Selected a sample of continuing and new contracts and performed the following procedures:</p> <ul style="list-style-type: none"> • Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. • Compared these performance obligations with that Identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to record revenue and to test the basis of estimation and recognition of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. <p>Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals.</p>

Independent Auditors' Report *continued*

Sr. No.	Key Audit Matter	Auditor's Response												
2.	<p>Valuation of Investments:</p> <p>Assessment of carrying value of equity investments in subsidiary and fair value of other investments</p> <p>At the balance sheet date, the value of investments amounted to ₹ 8,92,516.26 ('000) representing 84.17% of the total assets.</p> <table border="1" data-bbox="215 544 846 820"> <thead> <tr> <th data-bbox="215 544 528 571">Particulars</th> <th data-bbox="539 544 689 571">Amount</th> <th data-bbox="701 544 846 608">% of Total Assets</th> </tr> </thead> <tbody> <tr> <td data-bbox="215 616 528 679">Investment in Subsidiaries/ Associates</td> <td data-bbox="539 616 689 643">1,009.97</td> <td data-bbox="701 616 846 643">0.10%</td> </tr> <tr> <td data-bbox="215 687 528 746">Other Investments at Fair Value through Profit and Loss A/c</td> <td data-bbox="539 687 689 715">2,68,943.68</td> <td data-bbox="701 687 846 715">25.36%</td> </tr> <tr> <td data-bbox="215 754 528 813">Other Investment at Fair Value through OCI</td> <td data-bbox="539 754 689 782">6,22,562.61</td> <td data-bbox="701 754 846 782">58.71%</td> </tr> </tbody> </table> <p>Investments have been considered as key audit matter due to the size of the Account Balance and also it involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rates, terminal growth rate etc.</p> <p>Refer to the Note No. 2.9 of the Standalone Financial Statements for its accounting policy.</p>	Particulars	Amount	% of Total Assets	Investment in Subsidiaries/ Associates	1,009.97	0.10%	Other Investments at Fair Value through Profit and Loss A/c	2,68,943.68	25.36%	Other Investment at Fair Value through OCI	6,22,562.61	58.71%	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • We have understood and evaluated the process of the management to identify impairment indicators (if any) and valuation of Company's Non-Current investments. • We have evaluated the fair value of investments adopted by the management and assessed the parameters of the fair valuation reports obtained by the management from external experts (Registered Valuer) • We also evaluated the assumptions around the key drivers Investment valuation as mentioned on the independent registered Valuer report which included assumptions w.r.t discount rates, expected growth rates, projections, Valuation methodology adopted by Registered Independent Valuer. • On a test check basis, we have verified appropriate evidence with regard to assertions of existence and rights to the investments. <p>We have verified principles for recognition subsequent measurement and adequacy of disclosures as specified in the accounting policy adopted by the Company based on the Indian Accounting Standards.</p>
Particulars	Amount	% of Total Assets												
Investment in Subsidiaries/ Associates	1,009.97	0.10%												
Other Investments at Fair Value through Profit and Loss A/c	2,68,943.68	25.36%												
Other Investment at Fair Value through OCI	6,22,562.61	58.71%												
3.	<p>Trade Receivables and Impairment Provisioning for receivables</p> <p>As outlined in Note No. 14, there were trade receivables as at 31st March, 2022 more than 180 days past due.</p> <p>The collectability of the company's trade receivables and the valuation of the allowance for impairment of the trade receivables is a key audit matter due to the judgement involved.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • We have evaluated and tested the company's process for trade receivables including the provisioning and collection process. • We tested on sample basis that trade receivables were subsequently collected. • Where there were indicators that the trade receivables were unlikely to be collected within contracted payment terms, we assessed the adequacy of the allowance for impairment of trade receivables. <p>To do this:</p> <ul style="list-style-type: none"> • We assessed the aging of trade receivables quantum of claims with and from the customers • We have evaluated the independent confirmations from customers and performed alternate audit procedures on sample basis. 												

Independent Auditors' Report *continued*

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

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

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial

position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

We also provide those charged with governance with a statement that we have complied

Independent Auditors' Report *continued*

with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1) As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company did not have any pending litigations as on reporting date;
- ii) The company did not have any long - term contracts including derivatives contract for which there were any material foreseeable losses;
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 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) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement.
- v) The company has not declared and paid any dividend during the current year.

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 JHS & Associates LLP
Chartered Accountants
Firm's Registration No.133288W / W100099
Huzeifa Unwala
Partner
Membership No.105711
UDIN: 22105711AJVJTM3235
Place: Mumbai
Dated: 29th May, 2022

Annexure “A” to the Independent Auditor’s Report

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

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

We have audited the internal financial controls over financial reporting with reference to standalone financial statement of Xelpmoc Design And Tech Limited (“the Company”) as of 31st March, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our

audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over

financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of ICAI.

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

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 22105711AJVJTM3235

Place: Mumbai
Dated: 29th May, 2022

Annexure “B” to the Independent Auditor’s Report

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

- | | | | |
|---|---|---|---|
| <p>(1) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:</p> <p>(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.</p> <p>(B) The company has maintained proper records showing full particulars of Intangible assets.</p> <p>(b) The Company has a program of physical verification of Property, Plant and Equipment so as to cover all the assets in a phased manner which, in our opinion, is reasonable having regard to size of the company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.</p> <p>(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company do not hold any title deeds of immovable property.</p> <p>(d) The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year.</p> <p>(e) No proceedings have been initiated during the year or are pending against the company as at 31st March, 2022 for holding any benami property under the Benami transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.</p> | <p>(2) The company does not have any inventory and hence reporting under clause 3(ii) of the order is not applicable.</p> <p>(a) The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.</p> <p>(b) The company has not been sanctioned the working capital limits in excess of ₹ 5 crore, in aggregate, at any point of time during the year, from bank 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.</p> <p>(3) According to the information and explanations given to us and on the basis of our examination of the records of the Company</p> <p>(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.</p> <p>(b) The Company not provided any loans or advances in the nature of loans or stood guarantee, or provided security. In our opinion, the terms and conditions of the investments made, during the year are, prima facie, not prejudicial to the Company’s interest.</p> <p>(c) The Company has not provided any loans or advances in the nature of loans and hence reporting under</p> | <p>clause 3(iii)(c) of the Order is not applicable.</p> <p>(d) The Company has not provided any loans or advances and hence reporting under clause 3(iii)(d) of the Order is not applicable.</p> <p>(e) The Company has not provided any loans or advances and hence reporting under clause 3(iii)(e) of the Order is not applicable.</p> <p>(f) The Company has not provided any loans or advances and hence reporting under clause 3(iii)(f) of the Order is not applicable.</p> <p>(4) In our opinion and according to the information and explanations given to us, the company has not entered into any transaction which could attract the provisions of Section 185 of the Companies Act 2013 and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has not given any loan to any person or body corporate or given any guarantee or provided security in connection with a loan to any other body corporate or person, however made investment in compliance with provision of section 186 of the Companies Act, 2013.</p> <p>(5) The Company has not accepted any deposits during the year from public in terms of provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.</p> <p>(6) The maintenance of cost records has not been specified by the Central Government</p> | <p>under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.</p> <p>(7) According to the information and explanations provided to us and as per the records maintained by the Company in respect of statutory dues:</p> <p>(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.</p> <p>(b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2022 for a period of more than six months from the date they became payable.</p> <p>(c) As per information and explanations provided to us and as per the records of the Company, the Company does not have any dues as at 31st March, 2022 in respect of Income Tax, Goods and Service Tax and Cess which have not been deposited on account of any dispute.</p> <p>(8) There were no transactions relating to previously unrecorded income that have been surrendered or disclose as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).</p> |
|---|---|---|---|

Annexure “B” to the Independent Auditor’s Report *continued*

- (9) According to the information and explanations given to us and on the basis of our examination of the records:
- (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 as willful defaulter by any bank or financial institution or government or any other 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) No funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- (e) The company has not taken any fund from any entity or a person on account of or to meet the obligation of its subsidiaries, associates or joint ventures.
- (f) The company has not raised any loan during the year on the pledged of securities and hence reporting on clause 3(ix)(f) of the order is not applicable.
- (10) According to the information and explanations given to us and on the basis of our examination of the records of the Company
- (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) The Company has made 7,20,000 Equity Shares of face value of ₹ 10 each fully paid up in dematerialised form by way of preferential allotment on a private placement basis for a cash consideration to Foreign Portfolio Investors – Category I (QIBs), at a price of ₹ 375 per share (including a premium of ₹ 365 per share aggregating up to ₹ 27,00,00,000 (“Preferential Allotment”) and monies raised by the company by way of preferential allotment have not been utilized by the Company during the year however temporarily invested in short term fixed deposits, debt mutual funds and balance with banks as on 31st March, 2022. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.
- (11) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (12) According to information and explanation given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (13) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the notes to the standalone financial statements, as required by the applicable Indian Accounting Standards.
- (14) (a) Based on information and explanations provided to us and our audit procedures, 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 of the Company issued till date for the period under audit.
- (15) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (16) (a) According to the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. 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 core investment companies (Reserve bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the orders is not applicable.
- (17) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (18) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (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

Annexure “B” to the Independent Auditor’s Report *continued*

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) In our opinion and according to the information and explanations given to us, section 135(1) is not applicable to the Company hence reporting under clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(21) There has not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor’s Report) Order (CARO) reports of the companies included in the consolidated financial statements. [Clause 3(xxi)]

For **JHS & Associates LLP**

Chartered Accountants

Firm’s Registration No.133288W / W100099

Huzeifa Unwala

Partner

Membership No.105711

UDIN: 22105711AJVJTM3235

Place: Mumbai

Dated: 29th May, 2022

Standalone Balance sheet

as at 31st March, 2022

₹ in '000

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
I. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	1,886.83	1,263.58
(b) Right of use assets	4	-	-
(c) Capital work-in-progress	5	197.40	-
(d) Other Intangible assets	6	49.86	129.21
(e) Intangible assets under development	7	-	1,761.83
(f) Financial Assets			
(i) Investments in Subsidiaries	8	1,009.97	1,000.00
(ii) Investments in Associates and Joint Ventures	9	-	577.77
(iii) Other Investments	10	6,22,562.61	4,75,172.17
(iv) Others	11	3,106.28	3,134.43
(g) Other Non-current assets	12	3,870.00	11,744.45
Total Non Current Assets		6,32,682.95	4,94,783.44
Current assets			
(a) Financial Assets			
(i) Investments	13	2,68,943.69	1,15,506.37
(ii) Trade receivables	14	17,460.74	29,380.95
(iii) Cash and cash equivalents	15	1,16,135.59	7,793.11
(iv) Other Bank Balances	16	-	20,999.48
(v) Others	17	21,013.29	28,270.82
(b) Other current assets	18	4,183.62	1,347.60
Total Current Assets		4,27,736.93	2,03,298.33
TOTAL ASSETS		10,60,419.88	6,98,081.77
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	19	1,44,784.13	1,37,052.98
(b) Other Equity	20	7,75,809.31	4,54,779.60
Total Equity		9,20,593.44	5,91,832.58

Standalone Balance sheet *continued*as at 31st March, 2022

₹ in '000

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
2. Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(b) Provisions	21	2,290.66	1,441.54
(c) Deferred tax liabilities (Net)	22	1,09,969.95	90,105.41
Total Non Current Liabilities		1,12,260.61	91,546.95
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises		344.28	205.73
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		3,982.04	1,383.58
(ii) Other financial liabilities	24	18,953.89	11,463.74
(b) Other current liabilities	25	3,883.72	1,446.14
(c) Provisions	26	401.90	203.05
Total Current Liabilities		27,565.83	14,702.24
TOTAL EQUITY AND LIABILITIES		10,60,419.88	6,98,081.77

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

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

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Standalone Statement of Profit and Loss

for the year ended 31st March, 2022

₹ in '000

Particulars		Note No.	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue				
I	Revenue from Operations	27	80,548.23	1,40,489.02
II	Other Income	28	12,067.66	11,386.35
III	Total Income (I + II)		92,615.89	1,51,875.37
IV Expenses				
	Employee Benefits Expense	29	1,39,507.50	56,353.13
	Finance Costs	30	-	470.57
	Depreciation and Amortization Expense	31	893.15	5,000.56
	Other Expenses	32	87,142.85	49,058.30
	Total Expenses		2,27,543.50	1,10,882.56
V	Profit/ (Loss) Before Exceptional Items and Tax (III-IV)		(1,34,927.61)	40,992.81
VI	Exceptional Items		-	-
VII	Profit/ (Loss) Before Tax (V-VI)		(1,34,927.61)	40,992.81
VIII Tax Expense				
	Current taxes		-	-
	Deferred Taxes		(6,347.13)	532.16
	Total Tax Expense		(6,347.13)	532.16
IX	Profit/(loss) for the year from continuing operations (VII-VIII)		(1,28,580.48)	40,460.65
X	Profit/(loss) from discontinued operations		-	-
XI	Profit/(loss) for the Year (IX-X)		(1,28,580.48)	40,460.65
XII Other Comprehensive Income				
A (i) Items that will be reclassified to profit or loss				
	Remeasurements of defined benefit plans		(345.92)	288.79
	Income tax effect		87.06	(72.68)
B (i) Items that will not be reclassified to profit or loss				
	Net gain/(loss) on disposal of Equity Instrument that cannot be reclassified back to Profit and Loss		4,732.39	-
	Net (loss)/gain on FVTOCI equity securities		1,29,097.48	1,15,470.10
	Income tax effect		(26,298.72)	(23,647.81)
XIII	Total Comprehensive Income for the year (XI+XII)		(21,308.18)	1,32,499.05

Standalone Statement of Profit and Loss *continued*

for the year ended 31st March, 2022

		₹ in '000	
Particulars	Note No.	Year ended 31 st March, 2022	Year ended 31 st March, 2021
XIV			
Earnings per Equity Share (Face Value ₹ 10)	33		
(1) Basic (₹)		(9.08)	2.95
(2) Diluted (₹)		(8.82)	2.94

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaision Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Standalone Statement of Changes in Equity

year ended 31st March, 2022

(A) EQUITY SHARE CAPITAL

	₹ in '000
For the year ended 31st March, 2022	
Equity shares of ₹ 10 each issued, subscribed and fully paid up	
As at 1st April, 2021	1,37,052.98
Changes in Equity Share Capital due to prior period errors	-
Restated as at 1st April, 2021	1,37,052.98
Changes in equity share capital during the year	7,731.15
As at 31st March, 2022	1,44,784.13
For the year ended 31st March, 2021	
Equity shares of ₹ 10 each issued, subscribed and fully paid up	
As at 1st April, 2020	1,37,052.98
Changes in Equity Share Capital due to prior period errors	-
Restated as at 1st April, 2020	1,37,052.98
Changes in equity share capital during the year	-
As at 31st March, 2021	1,37,052.98

(B) OTHER EQUITY (Refer Note 20)

Particulars	Share application money pending allotment	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium	Retained Earnings	Share Options Outstanding account		
Balance as at 1st April, 2021	-	2,13,734.65	20,159.72	10,393.70	2,10,491.52	4,54,779.60
Profit for the year	-	-	(1,28,580.48)	-	-	(1,28,580.48)
Share premium account (net of issue expenses)	-	2,74,513.85	-	-	-	2,74,513.85
Share based payments to Employees (net)	-	-	-	67,704.04	-	67,704.04
Remeasurements of defined benefit plans	-	-	(258.86)	-	-	(258.86)
Share Application money received	120.00	-	-	-	-	120.00
Net (loss)/gain on FVTOCI equity securities	-	-	-	-	1,07,531.15	1,07,531.15
Total comprehensive income for the year	120.00	2,74,513.85	(1,28,839.34)	67,704.04	1,07,531.15	3,21,029.71
Balance as at 31st March, 2022	120.00	4,88,248.50	(1,08,679.62)	78,097.74	3,18,022.67	7,75,809.31

Standalone Statement of Changes in Equity year *continued*

year ended 31st March, 2022

(B) OTHER EQUITY (Refer Note 20) continued

₹ in '000

Particulars	Share application money pending allotment	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium	Retained Earnings	Share Options Outstanding account		
Balance as at 1st April, 2020		2,13,734.65	(20,517.04)	-	1,18,669.23	3,11,886.85
Profit for the year			40,460.65			40,460.65
Share based payments to Employees				10,393.70		10,393.70
Remeasurements of defined benefit plans			216.11			216.11
Net (loss)/gain on FVTOCI equity securities					91,822.29	91,822.29
Total comprehensive income for the year		-	40,676.76	10,393.70	91,822.29	1,42,892.75
Balance as at 31st March, 2021		2,13,734.65	20,159.72	10,393.70	2,10,491.52	4,54,779.60

NATURE AND PURPOSE OF RESERVES:

Securities premium:

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

Other comprehensive income:

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

Share Options Outstanding Account:

The Equity share options are recognised at fair value of options on Grant date issued to employees under Xelpmoc Design & Tech Limited Employee Stock Option Scheme, 2019 and Employee Stock Option Scheme, 2020.

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koorra

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Standalone Statement of Cash Flows

year ended 31st March, 2022

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Income Tax	(1,34,927.61)	40,992.81
Adjustments for:		
Depreciation and Amortization Expense	893.15	5,000.56
Interest Income	(5,217.89)	(1,725.50)
Interest cost on Lease Liability	-	470.57
Unrealised (gain) / loss on mutual funds	1,696.55	(6,699.92)
Realised (gain) / loss on Mutual funds	(8,077.02)	(2,783.82)
Share based payments	82,430.89	10,393.70
Rent Reversal on Lease modification	-	(1,193.40)
Net gain on disposal of ROU Asset/ Liability	-	(119.00)
Provision for dimunition in value of Investments	-	577.78
Bad Debt Written Off	1,585.37	-
Provision for Doubtful Debt /(Reversal of doubtful debts)	21,438.32	2,839.52
Gain on Sale of assets	(17.53)	
Asset written off	1,776.02	
Loss on sale of Investments	505.55	
Remeasurements of defined benefit plans	(345.92)	288.79
Operating Cash Flows Before Working Capital Changes	96,667.49	7,049.28
Adjustments for:		
(Increase)/Decrease in Others (Non-Current Financial Assets)	28.15	(32.24)
(Increase)/Decrease in Non current assets	(303.76)	-
(Increase)/Decrease in Trade Receivables (Current)	(11,103.47)	(22,269.15)
(Increase)/Decrease in Others (Current Financial Assets)	8,020.65	(35,866.77)
(Increase)/Decrease in Other Current Assets	(2,836.02)	(564.40)
Increase/(Decrease) in Provisions (Non-Current)	849.12	279.68
Increase/(Decrease) in Trade Payables	2,737.00	69.43
Increase/(Decrease) in Other financial liabilities (Current)	7,490.15	1,010.22
Increase/(Decrease) in Other current liabilities (Current)	2,437.58	194.02
Increase/(Decrease) in Provisions (Current)	198.85	116.06
Cash Generated from / (used) in Operations	7,518.26	(57,063.15)
Income tax refund received	(30,741.86)	(9,021.06)
Income tax refund received	9,185.87	2,342.20
Income Taxes Paid	(1,007.66)	(2,637.03)
Net Cash Flow from Operating Activities	(22,563.65)	(9,315.89)

Standalone Statement of Cash Flows *continued*

year ended 31st March, 2022

		₹ in '000	
Particulars		Year ended 31 st March, 2022	Year ended 31 st March, 2021
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Payment for Purchase of Property, Plant and Equipment	(1,652.29)	(574.28)
	Proceeds from sale of fixed assets	21.19	-
	Proceeds from redemption of Mutual Fund / Bonds	1,91,089.95	26,000.00
	Deposits withdrawn/ (Placed)	20,236.36	(878.38)
	Interest Received	5,217.89	1,725.50
	Investments in Mutual Funds / Bonds	(3,37,789.94)	
	Investment made	(18,927.73)	(12,430.58)
	Sale of Investments	5,072.55	-
	Net Cash Flow From Investing Activities	(1,36,732.02)	13,842.26
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Payment of Lease liabilities	-	(2,172.60)
	Proceeds from Preferential allotment of shares (net)	2,66,879.00	-
	Proceeds from ESOP shares (including pending allotment)	759.15	-
	Net Cash Inflow/ (Outflow) From Financing Activities	2,67,638.15	(2,172.60)
D.	Net Increase/(Decrease) in Cash and Cash Equivalents	1,08,342.48	2,353.77
	Cash and cash equivalents at the beginning of the year	7,793.11	5,439.34
	Cash and cash equivalents at the end of the year	1,16,135.59	7,793.11

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants

Firm Registration No.

133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: 29th May, 2022

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Hyderabad

Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: 29th May, 2022

Jaison Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: 29th May, 2022

Notes to the Standalone Financial Statements

as at and for the year ended 31st March, 2022

NOTE 1 : COMPANY OVERVIEW

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

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

The Board of Directors approved the Financial Statements for the year ended 31st March, 2022. These financial statements were authorized for issue on 29th May, 2022.

NOTE 2 : SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION AND PRESENTATION OF STANDALONE FINANCIALS STATEMENTS

- a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 ("the Companies Act"). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
- b. The Standalone Financials Statements have been prepared on a historical cost convention and on an accrual basis, except

for the following material items that have been measured at fair value as required by relevant Ind AS:

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

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

d. Use of estimates and judgments

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

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

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that may have

a significant risk of resulting in a material adjustment in the year ending 31st March, 2022 are made in in the following notes:

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

e. Measurement of fair values

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

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

The company regularly reviews significant unobservable inputs and valuation adjustments.

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

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

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

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 39 Financial Instruments - Fair values and risk management)

f. Current versus non-current classification:

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

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

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

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these

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

2.2 PROPERTY, PLANT AND EQUIPMENT

i. Recognition and measurement

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

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

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

If significant parts of an item of property, plant and equipment have different useful lives, then

they are accounted for as separate items (major components) of property, plant and equipment.

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

Property, plant and equipment under construction are disclosed as capital work-in-progress.

Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method except for improvements to leasehold premises where the assets are depreciated on a straight line basis. Depreciation for assets purchased / sold during the period is proportionately charged.

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

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

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

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

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

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount. These are included in statement of profit and loss.

iv. Impairment

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

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

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

2.3 INTANGIBLE ASSETS

i. Recognition and measurement

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

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

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

ii. Amortization

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

The estimated useful lives are as follows:

Asset	Useful Life
Computer Software	3-6 Years

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

iii. Impairment

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

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

2.4 INVESTMENT PROPERTY

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic

benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 NON-CURRENT ASSETS (OR DISPOSAL GROUPS) HELD FOR SALE AND DISCONTINUED OPERATIONS:

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

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

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

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

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

2.6 IMPAIRMENT

i. Financial assets

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

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

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

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

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

ii. Non- financial assets

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

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

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

2.7 An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed

if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.8 LEASES

Company as a lessee

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

The Company determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and period covered by an option to terminate the lease, if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

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

The company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset

measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the company uses incremental borrowing rate. For leases with reasonably similar characteristics, the company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the company

is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The company recognises the amount of the remeasurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the company recognises any remaining amount of the remeasurement in statement of profit and loss.

The Company has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the company classifies each of its leases as either an operating lease or a finance lease. The company recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

If an arrangement contains lease and non-lease components, the company applies Ind AS 115 Revenue to allocate the consideration in the contract.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

2.9 FINANCIAL INSTRUMENTS

i. Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made

an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The company reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. The company classifies its debt instruments as:

Amortized cost:

Debt Instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

c. Investment in subsidiaries, joint venture and associates

Investment in subsidiaries, joint venture and associates is carried at cost in the financial statements.

d. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

e. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.10 REVENUE

i) Sale of Services

The company primarily derives its revenue from providing software development services.

Effective 1st April, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of 1st April, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on

contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The company has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts.

The Company disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed

at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.11 FOREIGN CURRENCIES

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 INCOME TAX

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit

entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

2.13 BORROWING COSTS

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.14 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the

present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

2.15 EMPLOYEE BENEFITS

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post- employee benefits

Defined Contribution Plans:

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services

are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

iv. Share based payment

Equity settled share based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.16 CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to cash and which are subject to an insignificant risk of changes in value.

2.17 EARNINGS PER SHARE

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

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

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits

2.18 CASH FLOW STATEMENTS

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future

cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Company are segregated.

2.19 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The company's management examines the company's performance as a whole i.e. providing of technological solution services and accordingly the company has only one reportable segment.

The Company generates revenue from rendering services to customers located outside India. All the assets of the Company are situated in India. Geographical segment to the extent of revenue generated from sales outside India has been disclosed (Refer Note no. 41).

2.20 RECENT PRONOUNCEMENTS -

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16, Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

As at 31st March, 2022

₹ in '000

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION			NET CARRYING VALUE		
	As at 1 st April, 2021	Additions	Deductions/ adjustments during the year	As at 31 st March, 2022	As at 1 st April, 2021	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2022	As at 31 st March, 2022	As at 31 st March, 2021
Office Equipment	861.25	136.08	100.36	896.97	697.88	80.09	91.96	686.02	210.95	163.36
Computers	8,165.63	1,293.39	176.57	9,282.44	7,069.64	707.19	167.13	7,609.70	1,672.74	1,095.99
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	6.99	-	-	6.99	2.75	1.10	-	3.85	3.15	4.24
TOTAL	9,033.86	1,429.46	276.93	10,186.40	7,770.27	788.37	259.09	8,299.56	1,886.84	1,263.59

As at 31st March, 2021

₹ in '000

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION			NET CARRYING VALUE		
	As at 1 st April, 2020	Additions	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 1 st April, 2020	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020
Office Equipment	826.75	45.77	11.27	861.25	600.31	108.84	11.27	697.88	163.36	226.44
Computers	7,637.12	528.51	-	8,165.63	5,776.52	1,293.12	-	7,069.64	1,095.99	1,860.60
Leasehold Improvements	653.49	-	653.49	-	205.38	448.11	653.49	-	-	448.11
Furniture & Fixtures	6.99	-	-	6.99	1.27	1.48	-	2.75	4.24	5.72
TOTAL	9,124.35	574.28	664.76	9,033.86	6,583.48	1,851.55	664.75	7,770.27	1,263.59	2,540.87

1) Property Plant and equipment are stated at cost less accumulated depreciation.

2) The company has assessed that there are no indicators of impairment.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 4 : RIGHT OF USE ASSETS

As at 31st March, 2022

₹ in '000

Particulars	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE			
	As at 1 st April, 2021	Additions	Deletion / Transfer	As at 31 st March, 2022	As at 1 st April, 2021	Additions	Deletion / Transfer	As at 31 st March, 2022	As at 31 st March, 2022	As at 31 st March, 2021
Right of use assets - Building	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-

As at 31st March, 2021

₹ in '000

Particulars	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE			
	As at 1 st April, 2020	Additions	Deletion / Transfer	As at 31 st March, 2021	As at 1 st April, 2020	Additions	Deletion / Transfer	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020
Right of use assets - Building	10,095.31	-	10,095.31	-	(3,365.10)	(3,084.68)	(6,449.78)	-	-	6,730.20
TOTAL	10,095.31	-	10,095.31	-	(3,365.10)	(3,084.68)	(6,449.78)	-	-	6,730.20

Note:

Effective 1st April, 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on 1st April, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application. During the year, the company has pre-closed the lease and the ROU assets (net) has been written down.

NOTE 5 : CAPITAL WORK IN PROGRESS

As at 31st March, 2022

₹ in '000

Particulars	As at 1 st April, 2021	Additions	Transfer	As at 31 st March, 2022
Capital work in progress	-	197.40	-	197.40
TOTAL	-	197.40	-	197.40

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 5 : CAPITAL WORK IN PROGRESS continued

As at 31st March, 2021

₹ in '000

Particulars	As at 1 st April, 2020	Additions	Transfer	As at 31 st March, 2021
Capital work in progress	-	-	-	-
TOTAL	-	-	-	-

CAPITAL WORK IN PROGRESS AGEING SCHEDULE

As at 31st March, 2022

₹ in '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	197.40	-	-	-	197.40

As at 31st March, 2021

₹ in '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

Note - The Project under work in progress are neither overdue nor has exceeded its cost compared to its original plan.

NOTE 6 : OTHER INTANGIBLE ASSETS

As at 31st March, 2022

₹ in '000

ASSET	GROSS CARRYING VALUE			As at 31 st March, 2022	ACCUMULATED AMORTISATION			NET CARRYING VALUE		
	As at 1 st April, 2021	Additions	Deductions/ adjustments during the year		As at 1 st April, 2021	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2022	As at 31 st March, 2022	As at 1 st April, 2021
Computer Software	293.39	25.42	-	318.81	164.19	104.77	-	268.96	49.86	129.21
TOTAL	293.39	25.42	-	318.81	164.19	104.77	-	268.96	49.86	129.21

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 6 : OTHER INTANGIBLE ASSETS *continued*

As at 31st March, 2021

₹ in '000

ASSET	GROSS CARRYING VALUE			ACCUMULATED AMORTISATION				NET CARRYING VALUE		
	As at 1 st April, 2020	Additions	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 1 st April, 2020	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020
Computer Software	293.39	-	-	293.39	99.85	64.34	-	164.19	129.21	-
TOTAL	293.39	-	-	293.39	99.85	64.34	-	164.19	129.21	-

Notes:

- 1) Intangible Assets are stated at cost less accumulated amortisation.
- 2) Computer software consists of purchased software licenses
- 3) The company has assessed that there are no indicators of impairment.

NOTE 7 : INTANGIBLE ASSETS UNDER DEVELOPMENT

As at 31st March, 2022

₹ in '000

Particulars	As at 1 st April, 2021	Additions	Transfer/ Deletion	As at 31 st March, 2022
Intangible assets under development	1,761.83	-	1761.83	-
TOTAL	1,761.83	-	1761.83	-

As at 31st March, 2021

₹ in '000

Particulars	As at 1 st April, 2020	Additions	Transfer/ Deletion	As at 31 st March, 2021
Intangible assets under development	1,761.83	-	-	1,761.83
TOTAL	1,761.83	-	-	1,761.83

Notes:

- 1) The Company has written off Intangible assets under development ₹ 1761.83 ('000) during the year.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 8 : INVESTMENTS IN SUBSIDIARIES

₹ in '000

Particulars	Face Value	Numbers		Amounts	
		As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Subsidiary					
Signal Analytics Private Limited					
10,00,000 (as at 31 st March, 21: 10,00,000) Equity Shares of ₹ 1 each, fully paid up	₹ 1.00	10,00,000	10,00,000	1,000.00	1,000.00
Xelpmoc Design and Tech UK Limited					
100 (as at 31 st March, 21: Nil) Equity Shares of UK Pound 1 each, unpaid	£ 1.00	100	-	9.97	-
				1,009.97	1,000.00
Aggregate Amount of Unquoted Investments				1,009.97	1,000.00
Aggregate Amount of Quoted Investments				-	-
Aggregate Market Value of Quoted Investments				-	-
Aggregate Provision for Impairment in the Value of Investments				-	-

Note:

On 1st December, 2020, the Company acquired 100% stake in Signal Analytics Private Limited for a total consideration of ₹ 20 (₹ in 1000s.), accordingly Signal Analytics Private Limited becomes the wholly owned subsidiary of the Company. Further, the company subscribed 980,000 Equity shares of Signal Analytics Private Limited of ₹ 1 each at par. During the year, the company has issued 87,498 Compulsory Convertible Preference Shares of ₹ 1/- each fully paid up at a premium of ₹ 599/- per share under private placement basis. The company intends to offer Data analytics and related services in future through this subsidiary.

On 1st November, 2021, the Company subscribed to 100 Equity shares of Xelpmoc Design and Tech UK Limited, UK of £1 each, for a total consideration of £100, accordingly Xelpmoc Design and Tech UK Limited becomes the wholly owned subsidiary of the Company. The company intends to offer technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, and various other industries through this Wholly Owned subsidiary.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 9 : INVESTMENTS IN ASSOCIATES

₹ in '000

Particulars	Face Value	Numbers		Amounts	
		As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Associate Company					
Madworks Ventures Private Limited					
NIL (as at 31 st March, 21: 15,204) Equity Shares of ₹ 10 each, fully paid up	₹ 10.00	-	15,204	-	121.63
(b) Investments in Compulsorily Convertible Preference Instruments of Associate Company					
Madworks Ventures Private Limited					
NIL (as at 31 st March, 21: 57,018) Preference Shares of ₹ 10 each, fully paid up	₹ 10.00	-	57,018	-	456.14
				-	577.77
Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments)				-	577.77
Aggregate Amount of Quoted Investments				-	-
Aggregate Market Value of Quoted Investments				-	-
Aggregate Provision for Impairment in the Value of Investments				-	577.77

Note:

The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14th February, 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. Based on impairment indicators and management assessment company has impaired value of investment by ₹ 577.77 ('000) during the year ended 31st March, 2021. The impairment losses had been appropriately recognised through statement of Profit and Loss. The company held 21.74 % of the share capital of the investee company on a fully diluted basis at the beginning of the year. It has sold its entire investments in Madworks Ventures Private Limited for a total consideration of ₹ 72.22 (₹ '000) on 23rd September, 2021, accordingly, the investee company cease to be an associate effective that date.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 10 : OTHER INVESTMENTS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted:		
At Fair Value through Other Comprehensive Income		
Investment in Equity Instruments		
Fortigo Network Logistic Private Limited	2,26,288.10	2,16,140.40
122,232(as at 31 st March, 21: 122,232) Equity Shares of ₹ 1 each, fully paid up		
Gyankosh Solutions Private Limited (refer note 2 below)	-	-
NIL (as at 31 st March, 21: 32,939) Equity Shares of ₹ 1 each, fully paid up		
Ideal Insurance Brokers Private Limited¹ (refer note 4 below)	-	4,529.48
NIL (as at 31 st March, 21: 7,500) Equity Shares of ₹ 10 each, fully paid up		
Inqube Innoventures Private Limited	4,457.69	4,455.03
655 (as at 31 st March, 21: 655) Equity Shares of ₹ 10 each, fully paid up		
Intellibuzz TEM Private Limited (refer note 2 below)	-	-
12,300 (as at 31 st March, 21:12,300) Equity Shares of ₹ 10 each, fully paid up		
PHI Robotics Research Private Limited	318.19	982.30
167 (as at 31 st March, 21:167) Equity Shares of ₹ 10 each, fully paid up		
Snaphunt Pte Ltd	45,192.44	46,267.18
12,088 (as at 31 st March, 21: 12,088) Equity Shares of SGD. 1 each, fully paid up		
Woovly Private Limited	51,319.42	51,207.90
2,490 (as at 31 st March, 21: 2,490) Equity Shares of ₹ 10 each, fully paid up		
Rype Fintech Private Limited⁴	16,200.36	885.95
91,714 (as at 31 st March, 21: 53,629) Equity Shares of ₹ 10 each, fully paid up		
Mihup Communication Private Limited	48,249.20	25,520.50
9,100 (as at 31 st March, 21: 9,100) Equity Shares of ₹ 10 each, fully paid up		
Taxitop Media Private Limited (refer note 3 below)	-	-
1,905 (as at 31 st March, 21: 1,905) Equity Shares of ₹ 10 each, fully paid up		
One Point Six Technologies Private Limited (Previously known: Leadstart Publishing Private Limited)	24,378.90	11,879.91
21,000 (as at 31 st March, 21: 10,500) Equity Shares of ₹ 10 each, fully paid up		
KidsStopPress Media Private Limited²		
2,051 (as at 31 st March, 21: 2051) Equity Shares of ₹ 10 each, fully paid up	9,388.33	9,051.82

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 10 : OTHER INVESTMENTS *continued*

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
CatAllyst Inc	283.20	117.38
375,000 (as at 31 st March, 21: 150,000) Class B Common stock of US \$ 0.01 fully paid up		
Learning Hats Pte Limited	251.71	272.48
3,333 (as at 31 st March, 21: 3,333) Ordinary shares of US \$ 1.00 fully paid up		
Naik TechXP Private Limited⁵	41.23	-
759 (as at 31 st March, 21: Nil) Equity Shares of ₹ 10 each, fully paid up		
Femmevesta Technologies Private Limited⁶	14,377.83	-
1,11,000 (as at 31 st March, 21: NIL) Equity Shares of ₹ 10 each, fully paid up		
Investment in Preference Shares		
Mihup Communication Private Limited		
31,512 (as at 31 st March, 2021: 31,512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up	1,67,127.81	88,399.07
2,941 (as at 31 st March, 2021: 2941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up	8,753.78	4,630.15
Rype Fintech Private Limited³		
17,843 (as at 31 st March, 21: 71,371) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	3,151.78	1,179.05
Graphixstory Private Limited		
3,900 (as at 31 st March, 21: 3,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	409.50	409.50
Femmevista Technologies Private Limited		
NIL (as at 31 st March, 21: 1,11,000) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	9,244.08
Naik TechXP Private Limited	206.31	-
3,798 (as at 31 st March, 21: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up		
First Sense Technology Private Limited	161.55	-
1,61,550 (as at 31 st March, 21: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up		
Graposs Edutech Private Limited	2,005.28	-
1,074 (as at 31 st March, 21: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up		
	6,22,562.61	4,75,172.17
Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments)	6,22,562.61	4,75,172.17
Aggregate Amount of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Provision for diminution in value of Investments	7,494.64	7,494.64

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 10 : OTHER INVESTMENTS *continued*

¹ includes 2500 Equity shares received as bonus shares by Ideal Insurance brokers Private Limited in the year ending March, 2020. The company issued 1 bonus shares for every 2 equity shares held.

² During the year ended 31st March, 21, 684 partly paid up Optionally Convertible Preference Shares of Kidsstoppres Media Private Limited were fully paid up through payout of ₹ 3015.07 (000's). Consequently 2051 fully paid up Optionally Convertible Preference Shares of Kidsstoppres Media Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1

³ During the year ended 31st March, 22 17,843 (31st March, 21, 53,529) fully paid up Optionally Convertible Preference Shares of Rype fintech Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1.

⁴ includes 71,372 Equity shares issued by Rype Fintech Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1 out of which 17843 OCPS were converted into Equity shares in the year ending March, 2022.

⁵ During the year ending 31st March, 22, 759 Equity shares issued by Naik TechXP Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1.

⁶ During the year ending 31st March, 22, 1,11,000 Equity shares issued by Femmevesta Technologies Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1.

Notes:

1) Investments in equity instruments / Instruments entirely Equity in nature in Other companies has been designated at fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/ Market comparable method.

2) The Company has made investments in technology start ups entities Gyankosh Solutions Private Limited (GSPL) and Intellibuzz TEM Private Limited (ITPL) and these entities has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in these entities for ₹ 2396.64 ('000) and ₹ 3,013.30 ('000) respectively which is equivalent to the carrying value of these Investments. The impairment losses have been appropriately recognised through OCI in the year ended 31st March, 2020. During the year ended 31st March, 2022, the company has sold its Investment in GSPL for a total consideration of ₹ 0.33 (₹ '000).

3) The Company has made investment in technology start ups entity Taxitop Media Private Limited (TMPL) and it has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in TMPL for ₹ 2084.70 ('000) which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended 31st March, 2021.

4) During the year, the Company has sold its entire Investments in Ideal Insurance Brokers Private Limited for an aggregate consideration of ₹ 5,000 (₹ '000). The gain on the sale of Investments has been recognised in Other Comprehensive Income which cannot be re-classified to Profit and Loss.

NOTE 11 : NON-CURRENT FINANCIAL ASSETS - OTHERS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Application money paid towards securities*	-	2,443.88
Other Bank Balances:		
- In Bank Deposits #	728.63	690.55
Security deposits	2,377.65	-
TOTAL	3,106.28	3,134.43

*Application money paid towards securities

a. Catailyst Inc

On 6th July, 2020, the company entered into a subscription agreement to acquire 3,75,000 shares of entity's Class B Common Stock at USD 0.01 each. As on 31st March, 2021 1,50,000 shares were allotted and the company has applied for the balance 2,25,000 shares. During the year ended 31st March, 2022, the balance 2,25,000 shares were allotted.

b. One Point Six Technologies Private Limited (formerly known as Leadstart Publishing Private Limited)

The Company has applied for 2100 Equity shares of ₹ 10 each as at 31st March, 2021 and were allotted during the year ended 31st March, 2022.

Under lien for corporate credit card facility.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 12 : NON-CURRENT ASSETS (NET)

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Prepaid Lease payments*	303.76	-
Tax Receivable from Govt. authorities	3,566.25	11,744.45
[Net of Provision for taxation - ₹ Nil (as at 31 st March, 21: ₹ Nil)]		
(Refer Note 22 for tax reconciliations)		
TOTAL	3,870.00	11,744.45

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 and will be amortised over the period of the lease.

NOTE 13 : CURRENT INVESTMENTS

INVESTMENTS IN MUTUAL FUNDS

₹ in '000

Particulars	Units		Amount	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Quoted				
Kotak Corporate Fund Direct Growth	2,138	15,901	6,696.95	47,457.54
Net asset value per unit as at 31 st March, 2022: ₹ 3132.88 (31 st March, 2021: ₹ 2,984.63)				
IDFC Cash Fund - Growth	53	53	137.14	132.61
Net asset value per unit as at 31 st March, 2022 ₹ 2570.94 (31 st March, 2021: ₹ 2485.99)				
IDFC Corporate Bond Fund - Direct Growth	35,75,314	35,75,314	57,348.75	54,586.82
Net asset value per unit as at 31 st March, 2022 ₹ 16.04 (31 st March, 2021: ₹ 15.27)				
IDFC Ultra Short-Term Fund - Direct Growth	11,13,465	11,13,465	13,819.21	13,329.40
Net asset value per unit as at 31 st March, 2022 ₹ 12.41 (31 st March, 2021: ₹ 11.97)				
Kotak Liquid Fund Growth	1,074	-	4,619.79	-
Net asset value per unit as at 31 st March, 2022 ₹ 4303.08 (31 st March, 2021: NA)				
Kotak Money Market Fund - Direct Plan Growth	27,730	-	1,00,401.34	-
Net asset value per unit as at 31 st March, 2022 ₹ 3620.71 (31 st March, 2021: NA)				
Edelweiss Nifty PSU Bond Plus SDL Index Fund - 2026 Direct Plan Growth	14,23,808	-	15,292.41	-
Net asset value per unit as at 31 st March, 2022 ₹ 10.74 (31 st March, 2021: NA)				
IDFC Money Manager Fund - Growth Direct Plan	20,12,309	-	70,271.23	-
Net asset value per unit as at 31 st March, 2022 ₹ 34.92 (31 st March, 2021: NA)				
TOTAL			2,68,586.83	1,15,506.37

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 13 : CURRENT INVESTMENTS *continued*

REDEEMABLE PREFERENCE SHARES

₹ in '000

Particulars	Amount	
	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted		
35,685 Redeemable Preference Shares in Rype Fintech Private Limited (31 st March, 2021: NIL)	356.85	-
TOTAL	356.85	-
GRAND TOTAL	2,68,943.68	1,15,506.37
Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments)	-	-
Aggregate Amount of Quoted Investments	2,67,247.13	1,08,806.45
Aggregate Market Value of Quoted Investments	2,68,943.68	1,15,506.37
Aggregate Provision for Impairment in the Value of Investments	-	-

NOTE 14 : TRADE RECEIVABLES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Trade Receivables considered good - Unsecured *	17,460.74	29,380.95
Trade Receivables with significant increase in credit risk	27,758.73	6,320.41
Less: Allowance for credit Impairment	(27,758.73)	(6,320.41)
	17,460.74	29,380.95
TOTAL	17,460.74	29,380.95
* Includes dues from related parties (Refer Related Party Transaction Note 34)	-	294.00

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 14 : TRADE RECEIVABLES *continued*

TRADE RECEIVABLES AGEING SCHEDULE

As at 31st March, 2022

₹ in '000

Particulars	Outstanding for following periods from due date of payments						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	4,088.80	6,404.60	4,967.03	1,817.77	182.54	-	17,460.74
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	22,027.52	3,260.48	2,246.08	224.64	27,758.72
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
Unbilled Revenue - Not due (Refer Note 17 below)							18,406.32

As at 31st March, 2021

₹ in '000

Particulars	Outstanding for following periods from due date of payments						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	2,029.88	25,633.16	1,241.37	182.54	294.00	-	29,380.95
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	1,153.01	3,357.39	1,810.01	-	6,320.41
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
Unbilled Revenue - Not due (Refer Note 17 below)							26,970.78

NOTE 15 : CASH AND CASH EQUIVALENTS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Balances with Banks		
- In Current Accounts	1,16,134.08	7,785.17
Cash on Hand	1.51	7.94
TOTAL	1,16,135.59	7,793.11
Cash and cash equivalent as per Statement of Cash Flows	1,16,135.59	7,793.11

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 16 : OTHER BANK BALANCES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Balance with Banks in Fixed Deposits more than 3 months	-	19,999.90
Interest Accrued on Fixed deposits	-	999.58
TOTAL	-	20,999.48

NOTE 17 : CURRENT FINANCIAL ASSETS - OTHERS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unsecured, considered good		
Unbilled Revenue	18,406.32	26,970.78
Rental Security Deposits	2,258.22	1,225.63
Interest Accrued on Fixed deposits	21.05	24.84
Advance to staff	38.16	4.07
Other Receivables*	289.54	45.50
TOTAL	21,013.29	28,270.82
* Includes dues recoverable from related parties (Refer Related Party Transaction Note. 34)	275.99	32.00

NOTE 18 : OTHER CURRENT ASSETS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Considered good		
Prepaid expenses	334.59	277.44
Prepaid Lease Payments*	133.65	-
Advance to vendors	506.37	81.11
Project Expenses Recoverable	900.00	-
Balance with government authorities	2,309.02	989.05
TOTAL	4,183.62	1,347.60

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 and will be amortised over the period of the lease.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 19 : STANDALONE STATEMENT OF EQUITY SHARE CAPITAL

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Authorised		
1,50,00,000 Equity Shares (31 st March, 2021: 1,50,00,000), ₹ 10 par value	1,50,000.00	1,50,000.00
Issued		
1,44,78,413 Equity Shares (31 st March, 2021: 1,37,05,298), ₹ 10 par value	1,44,784.13	1,37,052.98
Subscribed and Fully Paid up		
1,44,78,413 Equity Shares (31 st March, 2021: 1,37,05,298), ₹ 10 par value	1,44,784.13	1,37,052.98
TOTAL	1,44,784.13	1,37,052.98

NOTES:

A) THE RECONCILIATION OF NUMBER OF EQUITY SHARES OUTSTANDING AND THE AMOUNT OF SHARE CAPITAL AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	₹ in '000	No. of Shares	₹ in '000
Shares outstanding at the beginning of the year	1,37,05,298	1,37,052.98	1,37,05,298	1,37,052.98
Add: Shares issued during the year pursuant to preferential allotment	7,20,000	7,200	-	-
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	53,115	531.15	-	-
Shares outstanding at the end of the year	1,44,78,413	1,44,784.13	1,37,05,298	1,37,052.98

B) PREFERENTIAL ISSUE OF SHARES:

The Board of Director of the Company at their meeting held on 15th July, 2021, had approved the issue, offer and allot of upto 7,20,000 (Seven Lakh Twenty Thousand) Equity Shares at par value of ₹ 10 (Indian Rupees Ten) each fully paid up in dematerialised form by way of preferential allotment on a private placement basis for a cash consideration to Foreign Portfolio Investors – Category I (QIBs), at a price of ₹ 375 (Indian Rupees Three Hundred and Seventy Five) per share (including a premium of ₹ 365 Indian Rupees Three Hundred And Sixty Five) per share aggregating up to ₹ 27,00,00,000 (Indian

Rupees Twenty-Seven Crores only) (“Preferential Allotment”). Subsequently, the said Preferential Allotment has been approved by the shareholders by way of special resolution in the Extra Ordinary General Meeting held on 11th August, 2021. Further, on 24th August, 2021, the Company has allotted 7,20,000 Equity Shares to said Foreign Portfolio Investors – Category I (QIBs) at a price of ₹ 375 per share (including a premium of ₹ 365) per share aggregating to ₹ 27,00,00,000. The proceeds received from said preferential allotment has been partially invested in short term fixed deposits and debt mutual funds and balance in the bank as on 31st March, 2022. Further, the Company

has received all the necessary approval from the concerned stock exchanges in relation to listing and trading of said equity shares.

C) ISSUE OF SHARES UNDER ESOP SCHEMES:

During the year ended 31st March, 2022, the Company has issued and allotted 53,115 equity shares upon conversion of Stock Options granted pursuant to Xelpmoc Design and Tech Limited Employee Stock Option Scheme 2019.

Consequent to the allotments as stated in point (B) & (C), the paid-up capital of the Company stands increased to ₹ 14,47,84,130 comprising of

1,44,78,413 equity shares at face value of ₹ 10/- each.

D) INITIAL PUBLIC OFFER

During the year ended 31st March, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective 4th February, 2019.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 19 : STANDALONE STATEMENT OF EQUITY SHARE CAPITAL *continued*

D) INITIAL PUBLIC OFFER *continued*

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the company held on 30th September, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended 31st March, 2022 is as follows -

Objects of the issue upon variation	Amount available for utilization upon variation	Utilised after variation of objects i.e. from 1 st October, 2020 till year ended 31 st March, 2021	Utilisation for the year ended 31 st March, 2022	Unutilised amount as on 31 st March, 2022
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-		8,613.40
Funding working capital requirements of the Company.	1,03,465.68	5,000.00	51,175.46	47,290.22
General Corporate purposes(including savings in offer related expenses)	10,202.56	1,000.00	-	9,202.56
Total	1,22,281.64	6,000.00	51,175.46	65,106.18

₹ in '000

The details of the utilisation of the IPO proceeds as on 31st March, 2022 is as follows –

₹ in '000

Objects of the Issue for which IPO proceeds utilized as on 31 st March, 2022	Utilization upto 31 st March, 2022
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	1261.79 ¹
Purchase of fit outs for new development centers and Hyderabad*	719.79 ²
Funding working capital requirements of the Company.	97852.49 ³
General corporate purposes(including savings in offer related expenses)	36526.93 ⁴
Total	1,36,361.00

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

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

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

³ ₹ 41,677.03 utilised before variation of the Objects of the Issue and ₹ 56,175.46 utilized after variation of the Objects of the Issue.

⁴ ₹ 35,526.93 utilised before variation of the Objects of the Issue and ₹ 1,000 utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at 31st March, 2022 temporarily invested in debt mutual funds ₹ 82,621.85** (₹ in '000s) and balance with banks ₹ 8,241.64 (₹ In '000s).

**Value stated represents investments which are marked to market as at 31st March, 2022.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 19 : STANDALONE STATEMENT OF EQUITY SHARE CAPITAL *continued*

E) TERMS / RIGHTS ATTACHED TO EQUITY SHARES:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

F) DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	% held	No. of Shares	% held
Sandipan Samiran Chattopadhyay	40,79,102	28.17%	40,79,102	29.76%
Srinivas Koora	24,18,698	16.71%	24,19,098	17.65%
Jaison Jose	8,41,290	5.81%	8,41,290	6.14%
TOTAL	73,39,090		73,39,490	

G) DETAILS OF SHARES HELD BY PROMOTERS:

As at 31st March, 2022

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	28.17%	0.00%
Srinivas Koora	24,19,098	(400)	24,18,698	16.71%	-0.02%
Jaison Jose	8,41,290	-	8,41,290	5.81%	0.00%
	73,39,490	(400)	73,39,090	50.69%	-0.02%

As at 31st March, 2021

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	29.76%	0.00%
Srinivas Koora	25,36,598	(1,17,500)	24,19,098	17.65%	-4.63%
Jaison Jose	8,41,290	-	8,41,290	6.14%	0.00%
	74,56,990	(1,17,500)	73,39,490	53.55%	-4.63%

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 19 : STANDALONE STATEMENT OF EQUITY SHARE CAPITAL *continued*

H) AGGREGATE NUMBER OF BONUS SHARES ISSUED, FOR CONSIDERATION OTHER THAN CASH DURING THE PERIOD OF 5 YEARS IMMEDIATELY PRECEEDING THE REPORTING DATE:

Particulars	As at	As at	As at	As at	As at	As at
	31 st March, 2022	31 st March, 2021	31 st March, 2020	31 st March, 2019	31 st March, 2018	31 st March, 2017
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Equity shares allotted as fully paid bonus shares by capitalisation of security premium	-	-	-	36,20,725	-	-

The Company by way of Special Resolution had recommended to capitalise a sum of ₹ 3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on 31st March, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹ 10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on 27th July, 2018 ("Record Date"), in proportion of 55 (Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

I) The Company has not paid any dividend in last 3 years.

J) CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings as on the reporting date.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 20 : OTHER EQUITY

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Securities Premium	4,88,248.50	2,13,734.65
Retained Earnings	(1,08,679.62)	20,159.72
Share Options Outstanding Account	78,097.74	10,393.70
Other Comprehensive Income	3,18,022.67	2,10,491.52
Share application money received pending allotment	120.00	-
TOTAL	7,75,809.31	4,54,779.60

OTHER RESERVES MOVEMENT

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Securities Premium		
Opening Balance	2,13,734.65	2,13,734.65
Addition during the year (net of issue expenses)	2,74,513.85	-
Closing Balance (A)	4,88,248.50	2,13,734.65
Retained Earnings		
Opening Balance	20,159.72	(20,517.04)
Profit for the year	(1,28,580.48)	40,460.65
Remeasurements of defined benefit plans	(258.86)	216.11
Closing Balance (B)	(1,08,679.62)	20,159.72
Shares Options Outstanding account		
Opening Balance	10,393.70	-
Share based payments to Employees (net)	67,704.04	10,393.70
Closing Balance (C)	78,097.74	10,393.70
Other Comprehensive Income		
Opening Balance	2,10,491.52	1,18,669.23
Net (loss)/gain on FVTOCI equity securities	1,07,531.15	91,822.29
Remeasurements of the net defined benefit Plans	(258.86)	216.11
Less : Remeasurements of the net defined benefit Plans Transferred to Retained Earnings	258.86	(216.11)
Closing Balance (D)	3,18,022.67	2,10,491.52

OTHER RESERVES MOVEMENT continued

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Shares Application money received pending allotment		
Opening Balance	-	-
Addition during the year	120.00	-
Less : Shares Issued during the year	-	-
Closing Balance (E)	120.00	-
TOTAL (A) + (B) + (C) + (D) + (E)	7,75,809.31	4,54,779.60

NOTE 21 : NON-CURRENT PROVISIONS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Gratuity (Net)	1,897.94	1,024.76
Compensated absences (Net)	392.72	416.78
TOTAL	2,290.66	1,441.54

NOTE 22 : DEFERRED TAX LIABILITIES (NET)

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Deferred Tax Liability		
a) (Gain)/ Loss on Fair Value change of Financial assets	(1,14,609.39)	(88,310.67)
b) Unrealised gain on Mutual Funds	(4,043.58)	(4,470.57)
	(1,18,652.97)	(92,781.23)
Deferred Tax Assets		
a) Property, Plant and Equipment	251.29	326.63
b) Defined benefit obligations & Other long term employee benefits	677.67	540.31
c) Provision for doubtful debts	6,986.32	1,590.72
d) Other timing differences	767.75	218.17
	8,683.02	2,675.83
TOTAL	(1,09,969.95)	(90,105.41)

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 22A : THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Current Tax:		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred Tax		
(Decrease)/ increase in deferred tax liabilities	(6,347.13)	532.16
Deferred tax (net)	(6,347.13)	532.16
Total income tax expense	(6,347.13)	532.16

CURRENT TAX AND DEFERRED TAX RELATED TO ITEMS RECOGNISED IN OTHER COMPREHENSIVE INCOME DURING THE YEAR:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net gain/ (loss) on FVTOCI equity securities	26,298.72	23,647.81
Net (loss)/gain on remeasurements of defined benefit plans	(87.06)	72.68
TOTAL	26,211.66	23,720.49

RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Profit/(Loss) before income taxes	(1,34,927.61)	40,992.81
Indian statutory income tax rate	25.17%	25.17%
Expected income tax expense	(33,958.58)	10,317.07
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact of income not subject to tax		
a) Temporary Differences	(6,347.13)	532.16
b) Permanent Differences	8.72	68.93

RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT *continued*

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Tax effects of amounts which are not deductible for taxable income	-	-
Impact due to change in the rate of corporate taxation	-	-
Others - rate differences	1,672.63	-
Deferred tax on Profit / (Loss) for the year**	(29,292.80)	9,715.98
Total income tax expense	(33,958.58)	10,317.07

** No deferred tax assets have been created on unused tax losses in the absence of probable future taxable profits that will be available against which the unused tax losses can be utilised.

DEFERRED TAX (LIABILITIES):

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(Gain)/ loss on Fair Value change of Financial assets	(26,298.72)	(23,647.81)
Unrealised gain on Mutual Funds	-	(1,686.24)
Property, Plant and Equipment	(75.34)	-
Total deferred tax (liabilities)	(26,374.06)	(25,334.05)

DEFERRED TAX ASSETS:

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Property, Plant and Equipment	-	0.89
Unrealised gain on Mutual Funds	426.99	-
Defined benefit obligations & Other long term employee benefits	137.36	226.00
Provision for doubtful debts	5,395.60	714.65
Other timing differences	549.58	139.87
Total deferred tax assets	6,509.52	1,081.41
Net Deferred tax (Liabilities) / Assets	(19,864.53)	(24,252.64)

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 22A : THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING *continued*

MOVEMENT IN DEFERRED TAX LIABILITIES / ASSET

₹ in '000

Particulars	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities / Asset (net)
As at 31st March, 2020	(46,509.95)	(19,342.81)	(65,852.77)
Property, plant and equipment	0.89		0.89
(Gain)/ loss on Fair Value change of Financial assets		(23,647.81)	(23,647.81)
Unrealised gain on Mutual Funds	(1,686.24)		(1,686.24)
Defined benefit obligations & Other long term employee benefits	298.68	(72.68)	226.00
Provisional for Doubtful Debts	714.65		714.65
Other timing differences	139.87		139.87
As at 31st March, 2021	(47,042.10)	(43,063.30)	(90,105.41)
Property, plant and equipment	(75.34)		(75.34)
(Gain)/ Loss on Fair Value change of Financial assets		(26,298.72)	(26,298.72)
Unrealised gain on Mutual Funds	426.99		426.99
Defined benefit obligations & Other long term employee benefits	50.30	87.06	137.36
Provisional for Doubtful Debts	5,395.60		5,395.60
Other timing differences	549.58		549.58
As at 31st March, 2022	(40,694.98)	(69,274.96)	(1,09,969.95)

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE 23 : TRADE PAYABLES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Total outstanding dues of micro enterprises and small enterprises	344.28	205.73
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,982.04	1,383.58
TOTAL	4,326.31	1,589.31

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 23 : TRADE PAYABLES *continued*

As at 31st March, 2022

₹ in '000

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	48.47	295.81	-	-	-	344.28
Others	1,060.10	2,846.58	24.57	47.35	3.44	3,982.04
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-

As at 31st March, 2021

₹ in '000

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	48.69	157.04	-	-	-	205.73
Others	18.50	1,229.29	46.88	22.82	66.09	1,383.58
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Principal amount remaining unpaid and not due for payment to MSME suppliers as at the end of the accounting year:	344.28	205.73
(ii) Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year:	-	-
- Principal	Nil	Nil
- Interest	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 24 : OTHER FINANCIAL LIABILITIES (CURRENT)

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Provision for expenses	11,646.94	6,836.76
Payable to employees*	6,811.11	4,059.76
Dues to Directors and Key Managerial Personnel*	495.85	567.23
TOTAL	18,953.89	11,463.74
* Includes dues to related parties (Refer Related Party Transaction Note. 34)	1,446.25	796.25

NOTE 25 : OTHER CURRENT LIABILITIES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
GST Payable (net)	-	256.95
Other Statutory dues	3,883.72	1,189.19
Advance from customer	-	-
TOTAL	3,883.72	1,446.14

NOTE 26 : CURRENT PROVISIONS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Gratuity (Net)	209.87	18.45
Compensated absences (Net)	192.03	184.60
TOTAL	401.90	203.05

NOTE 27 : REVENUE FROM OPERATIONS

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Sale of Services*	80,548.23	1,40,489.02
TOTAL	80,548.23	1,40,489.02
* Includes earnings in foreign currency	39,747.45	77,283.92

I) CONTRACT BALANCES AS AT:

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
Trade receivables	17,460.74	29,380.95
Contract Assets (Unbilled Revenue)	18,406.32	26,970.78
Contract Liabilities	-	-

II)

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	-	-
Invoice raised in the period from:		
Amounts included in the contract assets at the beginning of the period	26,485.56	11,701.36

III) REVENUE DISAGGREGATION BY GEOGRAPHY IS AS FOLLOWS:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
India	40,800.78	63,205.10
Others	39,747.45	77,283.92
TOTAL	80,548.23	1,40,489.02

IV) REVENUE DISAGGREGATION BY INDUSTRY VERTICAL IS AS FOLLOWS:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Banking, Financial Services and Insurance	-	-
Communication, Media and Technology	26,984.11	44,334.00
Ecommerce	13,812.00	1,004.99
Logistics	-	-
Retail and Consumer Business	2,925.00	1,544.21
Social Media	-	2,118.64
Education	21,587.20	85,037.25
Others	15,239.92	6,449.93
TOTAL	80,548.23	1,40,489.02

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 27 : REVENUE FROM OPERATIONS continued

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

As per Ind AS 115, unbilled revenues of ₹ 18,406.32 ('000s) for year ending 31st March, 2022 ₹ 26,970.78 ('000s) for year ending 31st March, 2021) has been considered as a financial asset.

NOTE 28 : OTHER INCOME

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net Gain on Foreign Currency Transactions and Translations	441.29	-
Miscellaneous Income	10.49	177.12
Interest Income	5,217.89	1,725.50
Realised / unrealised Gain on Mutual funds	6,380.47	9,483.74
Profit on sale of assets	17.53	-
TOTAL	12,067.66	11,386.35

NOTE 29 : EMPLOYEE BENEFITS EXPENSE

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Salaries and Wages*	55,090.75	44,316.55
Contribution to Provident and Other Funds*	1,282.99	1,484.33
Share based payments to Employees (Refer note 37(IV))	82,430.89	10,393.70
Staff Welfare Expenses*	702.87	158.55
TOTAL	1,39,507.50	56,353.13
* Includes payment to related party (Refer Related Party Transaction Note. 34)	6,992.00	8,336.40

NOTE 30 : FINANCE COSTS

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Interest cost on Lease Liability	-	470.57
TOTAL	-	470.57

NOTE 31 : DEPRECIATION AND AMORTISATION

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Depreciation on Right of Use assets	-	3,084.68
Depreciation and Amortisation - Other assets	893.15	1,915.88
TOTAL	893.15	5,000.56

NOTE 32 : OTHER EXPENSES

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Power and Fuel	290.46	576.20
Rent (Refer Note 35)	6,706.47	3,002.08
Rates and Taxes	1,172.84	2,373.90
Repairs and Maintenance		
- Buildings	272.23	757.49

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 32 : OTHER EXPENSES continued

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
- Others	799.00	582.43
Utility Charges	540.00	45.00
Sales Promotion & Marketing Expense	350.25	395.46
Travelling & Conveyance	3,331.96	471.91
Communication Expenses	634.90	1,099.98
Auditors' Remuneration	1,370.24	1,126.42
Project Expenses	2,813.46	
Legal & Professional Charges*	38,392.98	31,189.64
Net Loss on Foreign Currency Transactions and Translations	-	174.60
Courier Expenses	82.31	45.65
Office Expenses	478.83	336.11
Software and subscription Expenses	2,707.72	3,247.46
Recruitment expense	900.51	72.67
Provision for diminution in value of Investments	-	577.78
Provision for Bad debts	23,023.68	2,839.52
Bad debts written off	1,585.37	-
Less: Provision for doubtful debts utilised	(1,585.37)	-
Loss on sale of Shares in Associates (net of provision)	505.55	
Assets written off	1,776.02	-
Sundry balances written off	671.86	-
Miscellaneous expenses	321.59	143.99
TOTAL	87,142.85	49,058.30
* Includes payment to related party (Refer Related Party Transaction Note. 34)	1,200.00	4,785.00

AUDITOR'S REMUNERATION

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
As Auditors	1,105.00	950.00
For Taxation matters	125.00	75.00
Certification and Other Services	140.24	85.00
For out of pocket expenses	-	16.42
TOTAL	1,370.24	1,126.42

NOTE 33 : EARNINGS PER SHARE

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net Profit After Tax (₹ '000)	(1,28,580.48)	40,460.65
Number of Shares outstanding at the beginning of the year	1,37,05,298	1,37,05,298
Add: Shares issued during the year pursuant to preferential allotment	7,20,000	-
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	53,115	-
Less : Shares bought back during the year	-	-
Number of Shares outstanding at the end of the year	1,44,78,413	1,37,05,298
Weighted Average Number of Equity Shares		
For calculating Basic EPS	1,41,55,562	1,37,05,298
For calculating diluted EPS	1,45,79,231	1,37,54,404
Earnings Per Share Before and After Extraordinary Items		
(Face Value ₹ 10)		
Basic (₹)	(9.08)	2.95
Diluted (₹)	(8.82)	2.94

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES

A) RELATED PARTIES AND THEIR RELATIONSHIP

a) Subsidiary

Name of the Subsidiaries	Country	% Holding as at 31 st March, 2022	% Holding as at 31 st March, 2021
Signal Analytics Private Limited (From 1 st December, 2020)	India	100.00%	100.00%
Xelpmoc Design and Tech UK Limited (From 22 nd November, 2021)	United Kingdom	100.00%	Nil

b) Associates

Name of the Subsidiaries	Country	% Holding as at 31 st March, 2022	% Holding as at 31 st March, 2021
Madworks Ventures Private Limited	India	NIL	21.74%

c) Companies under common Control

Mihup Communication Private Limited

d) Key Management Personnel (KMP) and Relatives

i)	Sandipan Samiran Chattopadhyay	KMP	
ii)	Srinivas Koora	KMP	
iii)	Jaison Jose	KMP	
iv)	Vaishali Kondhbar	Company Secretary	
v)	Pranjal Sharma	Non-executive director	
vi)	Soumyadri Shekhar Bose	Non-executive director	
vii)	Bhavna Chattopadhyay	Relative of KMP	upto 31 st July, 2021

e) Independent Directors

i)	Premal Mehta	
ii)	Pratiksha Pingle	upto 15 th May, 2020
iii)	Tushar Trivedi	
iv)	Mrs. Karishma Bhalla	w.e.f. 14 th August, 2020

Notes to the Standalone Financial Statements *continued*as at and for the year ended 31st March, 2022NOTE 34 : RELATED PARTY DISCLOSURES *continued*

B) THE RELATED PARTY TRANSACTIONS ARE AS UNDER :

₹ in '000

Particulars of Transactions	Total	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
(i) Transactions with Subsidiary, Associates & Joint Ventures		
Disposal of investment in equity & Preference shares		
Madworks Ventures Private Limited	72.22	-
Expenses reimbursable from Subsidiaries		
Signal Analytics Private Limited	44.32	32.00
Xelpmoc Design and Tech UK Limited	276.04	-
	320.36	32.00
Expenses reimbursed by Subsidiaries		
Signal Analytics Private Limited	44.32	
(ii) Transactions with Key Managerial Personnel and Relatives		
Remuneration paid to directors and KMP (including employer's contribution to PF)		
Srinivas Koora	1,821.60	1,771.60
Sandipan Samiran Chattopadhyay	1,821.60	1,771.60
Jaison Jose	1,821.60	1,771.60
Vaishali Kondhbar	727.20	621.60
	6,192.00	5,936.40
Remuneration paid to Relatives of directors and KMP (including employer's contribution to PF)		
Bhavna Chattopadhyay	800.00	2,400.00
Loan repaid to Directors		
Srinivas Koora	-	153.00
Expenses incurred by directors & KMP		
Sandipan Samiran Chattopadhyay	34.08	
Srinivas Koora	443.99	85.76
Vaishali Kondbhar	18.41	7.03
Jaison Jose	33.43	-
Soumyadri Bose	79.75	
	609.65	92.79
Expenses incurred by relatives of directors & KMP		
Bhavna Chattopadhyay	4.69	381.85

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES *continued*

B) THE RELATED PARTY TRANSACTIONS ARE AS UNDER : *continued*

₹ in '000

Particulars of Transactions	Total	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Reimbursement of expenses to directors & KMP		
Sandipan Samiran Chattopadhyay	73.94	265.17
Srinivas Koora	485.31	1,347.00
Jaison Jose	33.43	40.96
Vaishali Kondbhar	21.42	4.01
Soumyadri Bose	79.75	-
	693.85	1,657.14
Reimbursement of Expenses to relatives of directors & KMP		
Bhavna Chattopadhyay	94.85	297.40
Settlement of liabilities by entity on behalf of related party and recovered		
Sandipan Samiran Chattopadhyay	14.15	23.30
Sitting Fees		
Premal Mehta	97.50	97.50
Pratiksha Pingle	-	-
Tushar Trivedi	105.00	105.00
Karishma Bhalla	37.50	22.50
	240.00	225.00
Corporate Strategy & Advisory Fees		
Pranjal Sharma	480.00	480.00
Soumyadri Bose	480.00	4,080.00
	960.00	4,560.00
Purchase of Shares (Investments) from Directors / KMP		
Srinivas Koora (Refer Note c below)	-	10.00
Jaison Jose (Refer Note c below)	-	10.00
	-	20.00
Investment in Signal Analytics Private Limited (100% subsidiary)		
980,000 Equity Shares of ₹ 1 each fully paid up	-	980.00
Investment in Xelpmoc Design and Tech UK Limited (100% subsidiary)		
100 Equity Shares of £1 each (Refer note (d) below)	9.97	

Notes

(a) Transactions with the related parties have been reported since the date they become related.

(b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.

(c) Company has purchased 10,000 Equity Shares of Signal Analytics Private Limited each from Mr. Srinivas Koora and Jaison Jose for ₹ 10,000 each.

(d) Company has subscribed 100 Equity shares of £1 each in Xelpmoc Design and Tech UK Limited.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES *continued*

B) THE RELATED PARTY TRANSACTIONS ARE AS UNDER :

₹ in '000

Particulars	Subsidiary/Associate Company/Joint Venture		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Outstanding Balances										
Amount Payable towards Investment in Xelpmoc Design and Tech UK Limited	9.92								9.92	
Receivables										
Trade Receivables										
Madworks Venture Private Limited	-	294.00							-	294.00
Reimbursement for Expenses										
Signal Analytic Private Limited	-	32.00							-	32.00
Xelpmoc Design and Tech UK Limited	275.99								275.99	
Payables										
Remuneration Payable to Directors & KMP										
Srinivas Koora					128.56	127.69			128.56	127.69
Sandipan Samiran Chattopadhyay					126.21	125.27			126.21	125.27
Jaison Jose					129.86	129.03			129.86	129.03
Vaishali Kondhbar					61.20	48.00			61.20	48.00
Remuneration Payable to relative of Directors & KMP										
Bhavna Chattopadhyay					-	141.89			-	141.89
Fees Payables to Independent Directors										
Pranjal Sharma							518.40		518.40	
Soumyadri Shekhar Bose							432.00		432.00	
Expenses reimbursement Payable to Directors & KMP										
Srinivas Koora					50.02	91.33			50.02	91.33
Sandipan Samiran Chattopadhyay					-	39.87			-	39.87
Jaison Jose					-	-			-	-
Vaishali Kondhbar					-	3.02			-	3.02
Expenses reimbursement Payable to Relative of Directors & KMP										
Bhavna Chattopadhyay					-	90.16			-	90.16

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 35 : LEASES

During the year ending 31st March, 2021, The Company amortised the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss.

The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

The Company's significant leasing agreements are in respect of operating lease for office premises which are not non-cancellable and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended 31st March, 2022 is ₹ 6,706.47 (previous year ended 31st March, 2021: 4,048.82).

The Ministry of Corporate affairs vide notification dated 24th July, 2020 has amended Ind AS 116 to provide a practical expedient in respect of treatment of Covid-19 pandemic related rent concessions. The Company has elected to apply the practical expedient available and has not assessed whether the rent concession amounts to lease modification. For the reporting period, lease concession amounting to NIL for the year ended 31st March, 2022 (₹ 1,193.40 (₹ in 1000s) for the year ended 31st March, 2021) as per the practical expedient provided by Ind AS 116.

NOTE 36 : HEDGING CONTRACTS

The uncovered foreign exchange exposure:

₹ in '000

Name of the Subsidiaries	Currency	As at 31 st March, 2022	As at 31 st March, 2021
Receivables	UK Pounds	1,586.09	-
Receivables	US Dollars	23,888.34	487.53
Payables	UK Pounds	9.97	-

NOTE 37 : EMPLOYEE BENEFITS

A) DEFINED CONTRIBUTION PLAN

Provident Fund and Employee State Insurance (ESIC):

The contributions to the Provident Fund and ESIC of certain employees are made to a Government administered Provident Fund and ESIC and there are no further obligations beyond making such contribution on the company

B) DEFINED BENEFIT PLAN

Gratuity:

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

C) AMOUNTS RECOGNISED AS EXPENSE:

I) Defined Contribution Plan

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,191.30 ('000) (31st March, 2021: ₹ 1,382.41 ('000)) has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

- Gratuity cost amounting to ₹ 718.69 ('000) (31st March, 2021: ₹ 462.31 ('000)) has been included in Note 29 under the head of employee benefit expenses.
- Remeasurement (gain)/loss on defined benefit plan amounting to ₹ 345.92 ('000) (31st March, 2021: ₹ (288.79) ('000)) is credited to statement of Other comprehensive Income

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

C) AMOUNTS RECOGNISED AS EXPENSE: *continued*

The amounts recognised in the Company's financial statements as at year end are as under:

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
i) Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	1,043.21	869.70
Current Service Cost	635.29	392.96
Interest Cost	83.40	69.34
Actuarial Gain / (Loss) on Obligation- Due to Change in Demographic Assumptions		
Actuarial Gain / (Loss) on Obligation- Due to Change in Financial Assumptions	(54.72)	(481.20)
Actuarial Gain / (Loss) on Obligation- Due to Experience	400.63	192.40
Benefits Paid		
Present value of the obligation at the end of the year	2,107.81	1,043.21
ii) Change in Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Return on plan assets excluding interest income	-	-
Benefits Paid	-	-
Fair value of Plan Assets at the end of the year	-	-
iii) Amounts Recognised in the Balance Sheet:		
Present value of Obligation at the end of the year	2,107.81	1,043.21
Fair value of Plan Assets at the end of the year	-	-
Funded status - Deficit	2,107.81	1,043.21
Net Liability recognised in the Balance Sheet	2,107.81	1,043.21
iv) Amounts Recognised in the Statement of Profit and Loss:		
Current Service Cost	635.29	392.96
Interest Cost on Obligation	83.40	69.34
Net Cost Included in Personnel Expenses	718.69	462.31
v) Recognised in other comprehensive income for the year		
Actuarial Gain / (Loss) on Obligation	345.92	(288.79)
Return on plan assets excluding interest income	-	-
Recognised in other comprehensive income	345.92	(288.79)

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

C) AMOUNTS RECOGNISED AS EXPENSE: *continued*

The amounts recognised in the Company's financial statements as at year end are as under:

Particulars	₹ in '000	
	31 st March, 2022	31 st March, 2021
vi) Actuarial Assumptions		
i) Discount Rate	6.70%	6.17%
ii) Salary Escalation Rate	12.00% p.a.	12.00% p.a.
iii) Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

Particulars	₹ in '000	
	31 st March, 2022	31 st March, 2021
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	216.79	19.01
2 nd Following Year	296.21	46.83
3 rd Following Year	286.26	158.34
4 th Following Year	299.48	208.26
5 th Following Year	278.18	226.80
Sum of Years 6 To 10	1,169.79	761.75

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	31 st March, 2022		31 st March, 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (100 basis points)	(96.94)	105.33	(66.27)	67.96
Future salary growth (100 basis points)	91.30	(92.83)	65.64	(64.69)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

C) AMOUNTS RECOGNISED AS EXPENSE: *continued*

ix) Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Stress Testing of Assets	Not Applicable
Investment Strategy	Not Applicable
Comment on Quality of Assets	Not Applicable
Management Perspective of Future Contributions	As per Actuarial calculation

x) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

III) Compensated absences

The leave obligations cover the company's liability for earned leave.

The company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
The Actuarial Liability in respect of the compensated absence of earned leave	584.76	601.38
Less: Plan assets	-	-
Net obligation	584.76	601.38
Significant Assumptions		
Discounting Rate	6.70%	6.17%
Salary escalation Rate	12%	12%
Retirement Age	58 Years	58 Years

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

(IV) Employee Stock Option Plan (ESOP):

Xelpmoc Design & Tech Employee Stock Option Scheme 2019 (“ESOP 2019”):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on 27th September, 2019, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on 6th August, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). Further, the Company has obtained Shareholders approval through postal ballot by special resolution dated 19th February, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option. The Option granted under ESOP 2019 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee / Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on 31st July, 2020 and 23rd June, 2020 respectively.

Xelpmoc Design & Tech Employee Stock Option Scheme 2020 (“ESOP 2020”):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on 30th September, 2020, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs Only) representing nearly 3.65% of the paid up equity share capital of the Company as on 14th August, 2020 exercisable into 5,00,000 (Five Lakhs Only) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). The Option granted under ESOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on 11th January, 2021 and 4th January, 2021 respectively.

The summary of grants during the years ended 31st March, 2022 and 31st March, 2021 is as follows:

ESOP Scheme 2019:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
7 th November, 2020	82,231	10	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
7 th November, 2020	15,500	56	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
15 th March, 2021	2,12,432	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
15 th March, 2021	2,05,580	10	Vesting will start after 1 year of grant and options will be vested in 3 years in the ratio of 33:33:34
2 nd March, 2022	40,000	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
2 nd March, 2022	1,27,686	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
2 nd March, 2022	20,000	300	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

ESOP Scheme 2020:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
2 nd March, 2022	3,05,000	150	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
2 nd March, 2022	32,000	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
2 nd March, 2022	68,528	375	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

Subject to terms and condition of the schemes, options are classified into below mentioned categories

Particulars	ESOP Scheme 2019							ESOP Scheme 2020		
	Option 1	Option 2	Option 3	Option 4	Option 5	Option 6	Option 7	Option 8	Option 9	Option 10
No. of options	82,231	15,500	2,12,432	2,05,580	40,000	1,27,686	20,000	3,05,000	32,000	68,528
Method of accounting	Fair value							Fair value		
Vesting plan	2 years	2 years	2 years	3 years	2 years	4 years	4 years	4 years	4 years	4 years
Grant date	7 th November, 2020	7 th November, 2020	15 th March, 2021	15 th March, 2021	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022
Exercise Period	Upto 7 years from the respective date of vesting							Upto 7 years from the respective date of vesting		
Grant/Exercise price (₹)	10	56	19	10	19	200	300	150	200	375
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity

Exercise period, would commence from the date of options are vested and will expire at the end of 7 years from the date of vesting.

The carrying amount of Employee stock options reserve as at 31st March, 2022 is ₹ 78,097.74 ('000) (31st March, 2021 - ₹ 10,393.70 ('000)). The expenses (net of reversal) recognised for employee services received during the year is ₹ 82,430.89 ('000) (31st March, 2021 - ₹ 10,393.70 ('000))

Movement of options granted:

Particulars	For the year ended 31 st March, 2022		For the year ended 31 st March, 2021	
	Weighted average price per share	Number of options	Weighted average price per share	Number of options
ESOP 2019				
Outstanding at the beginning of the year	13.82	5,00,243	-	-
Granted during the year	172.08	1,87,686	15.09	5,15,743
Forfeited/ surrendered during the year	10.00	41,116	56.00	15,500
Exercised during the year	11.66	65,115	-	-
Outstanding at the end of the year	65.60	5,81,698	13.82	5,00,243
Exercisable at the end of the year	15.65	1,50,057		

Additional disclosures -

Weighted Average remaining contractual Life (in years)	8.22 years	8.61 years
Weighted Average Fair value of Options as on date of grant	244.12	265.91

Movement of options granted:

Particulars	For the year ended 31 st March, 2022		For the year ended 31 st March, 2021	
	Weighted average price per share	Number of options	Weighted average price per share	Number of options
ESOP 2020				
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	191.97	4,05,528	-	-
Forfeited/ surrendered during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	191.97	4,05,528	-	-
Exercisable at the end of the year	-	-		

Additional disclosures -

Weighted Average remaining contractual Life (in years)	9.49 years	N.A
Weighted Average Fair value of Options as on date of grant	181.06	N.A

Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 395.25 (31st March, 2021 - NIL)

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

The model inputs for fair value of option granted as on the grant date

Particulars	ESOP Scheme 2019					ESOP Scheme 2020				
	Option 1	Option 2	Option 3	Option 4	Option 5	Option 6	Option 7	Option 8	Option 9	Option 10
Grant date	7 th November, 2020	7 th November, 2020	15 th March, 2021	15 th March, 2021	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022
Exercise price (₹)	10	56	19	10	19	200	300	150	200	375
Dividend yield	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Risk free interest rate	3.81%	3.81%	4.49%	4.71%	6.81%	6.86%	6.86%	6.86%	6.86%	6.86%
Historical volatility	49.16%	49.16%	46.58%	46.58%	52.25%	52.25%	52.25%	52.25%	52.25%	52.25%
Fair value per option (₹)	282.41	254.11	259.63	265.81	265.81	265.81	265.81	265.81	265.81	265.81
Valuation Model used	BLACK SCHOLES					BLACK SCHOLES				

NOTE 38 : FINANCIAL INSTRUMENTS

A. ACCOUNTING CLASSIFICATION AND FAIR VALUES

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ in '000

As at 31 st March, 2022	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	6,22,562.61	1,009.97	6,23,572.58	-	-	6,23,572.58	6,23,572.58
Others	-	-	3,106.28	3,106.28	-	-	3,106.28	3,106.28
Current								
Current Investments	2,68,943.69			2,68,943.69	2,68,943.69	-	-	2,68,943.69
Trade receivables	-	-	17,460.74	17,460.74	-	-	17,460.74	17,460.74
Cash and cash equivalents	-	-	1,16,135.59	1,16,135.59	-	-	1,16,135.59	1,16,135.59
Other Bank Balances			-	-			-	-
Other Current Financial Assets	-	-	21,013.29	21,013.29	-	-	21,013.29	21,013.29
	2,68,943.69	6,22,562.61	1,58,725.87	10,50,232.17	2,68,943.69	-	7,81,288.48	10,50,232.17

Notes to the Standalone Financial Statements *continued*as at and for the year ended 31st March, 2022NOTE 38 : FINANCIAL INSTRUMENTS *continued*A. ACCOUNTING CLASSIFICATION AND FAIR VALUES *continued*

₹ in '000

As at 31 st March, 2022	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities								
Non Current								
Lease Liabilities			-	-			-	-
Current								
Trade and other payables	-	-	4,326.31	4,326.31	-	-	4,326.31	4,326.31
Other Current Financial Liabilities	-	-	18,953.89	18,953.89	-	-	18,953.89	18,953.89
	-	-	23,280.21	23,280.21	-	-	23,280.21	23,280.21

₹ in '000

As at 31 st March, 2021	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	4,75,172.17	1,577.77	4,76,749.94	-	-	4,76,749.94	4,76,749.94
Others	-	-	3,134.43	3,134.43	-	-	3,134.43	3,134.43
Current								
Current Investments	1,15,506.37			1,15,506.37	1,15,506.37	-	-	1,15,506.37
Trade receivables	-	-	29,380.95	29,380.95	-	-	29,380.95	29,380.95
Cash and cash equivalents	-	-	7,793.11	7,793.11	-	-	7,793.11	7,793.11
Other Bank Balances			20,999.48	20,999.48			20,999.48	20,999.48
Other Current Financial Assets	-	-	28,270.82	28,270.82	-	-	28,270.82	28,270.82
	1,15,506.37	4,75,172.17	91,156.56	6,81,835.10	1,15,506.37	-	5,66,328.73	6,81,835.10

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 38 : FINANCIAL INSTRUMENTS *continued*

A. ACCOUNTING CLASSIFICATION AND FAIR VALUES *continued*

₹ in '000

As at 31 st March, 2021	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities								
Non Current								
Lease Liabilities			-	-			-	-
Current								
Trade and other payables	-	-	1,589.31	1,589.31	-	-	1,589.31	1,589.31
Lease Liabilities			-	-			-	-
Other Current Financial Liabilities	-	-	11,463.74	11,463.74	-	-	11,463.74	11,463.74
	-	-	13,053.05	13,053.05	-	-	13,053.05	13,053.05

* **Note:** Includes investment in equity instruments of Subsidiaries and Associate company which are valued at cost

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 38 : FINANCIAL INSTRUMENTS *continued*

B. MEASUREMENT OF FAIR VALUES

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the equity instruments.
	Market Comparable Method (MCM)	The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc.	An average of the performances of the comparable companies / businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments.
Investment in preference shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the preference instruments.

Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

Particulars	Total
Opening Balance(1st April, 2020)	3,49,427.04
Gain/(loss) recognised in OCI (unrealised)	1,15,470.10
Purchases	12,430.58
Provision for diminution in value of Investments	(577.78)
Closing Balance (31st March, 2021)	4,76,749.94
Opening Balance(1st April, 2021)	4,76,749.94
Gain/(loss) recognised in OCI (unrealised)	1,29,097.48
Purchases	18,927.73
Less: Sale of Investments	845.72
Less: Redeemable Preference shares reclassified to Current Investments	356.85
Closing Balance (31st March, 2022)	6,23,572.58

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at 31st March, 2022 and 31st March, 2021 as below:

Particulars	Currency	₹ in '000	
		31 st March, 2022	31 st March, 2021
Financial assets			
Trade receivables	GBP	1,586.09	-
	USD	23,888.34	487.53
		25,474.42	487.53
Other Trade payables	GBP	9.97	-
	USD	-	-

The following significant exchange rates have been applied during the year.

Particulars	Spot rate as at	
	31 st March, 2022	31 st March, 2021
UK Pound INR	0.010	0.010
US Dollar INR	0.013	0.014

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT *continued*

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at 31st March, 2022 and 31st March, 2021 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ in '000

Effect in INR	Profit or loss	
	Strengthening	Weakening
31st March, 2022		
5% movement		
UK Pound Vs INR	78.81	(78.81)
US Dollar Vs INR	1,194.42	(1,194.42)
	1,273.22	(1,273.22)

₹ in '000

Effect in INR	Profit or loss	
	Strengthening	Weakening
31st March, 2021		
5% movement		
UK Pound Vs INR	-	-
US Dollar Vs INR	24.38	(24.38)
	24.38	(24.38)

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, advances to employees and other receivables. The risk of default is assessed as low.

Security deposits includes amounts due in respect of certain lease contracts.

The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks.

Credit risk for trade receivables is evaluated as follows:

Expected credit loss for trade receivables and unbilled revenue under simplified approach.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT *continued*

B. MANAGEMENT OF CREDIT RISK: *continued*

As at 31st March, 2022

₹ in '000

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	37,487.95	7,731.51	45,219.46
Expected credit loss rate	58.76%	74.13%	61.39%
Expected credit loss (provision for credit loss)	(22,027.52)	(5,731.20)	(27,758.72)
Carrying amount of trade receivables	15,460.43	2,000.31	17,460.74

As at 31st March, 2021

₹ in '000

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	30,057.42	5,643.94	35,701.36
Expected credit loss rate	3.84%	91.56%	17.70%
Expected credit loss (provision for credit loss)	(1,153.01)	(5,167.40)	(6,320.41)
Carrying amount of trade receivables	31,210.43	476.54	29,380.95

Management believes that the unimpaired amounts are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

₹ in '000

Trade Receivables Impairments	Total
Balance as at 1st April, 2020	3,480.89
Receivables considered doubtful	2,839.52
Foreign exchange translation on receivables considered doubtful	-
Amount written off	-
Balance as at 31st March, 2021	6,320.41
Balance as at 1st April, 2021	6,320.41
Receivables considered doubtful	23,023.68
Foreign exchange translation on receivables considered doubtful	-
Amount written off	(1,585.37)
Balance as at 31st March, 2022	27,758.72

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT *continued*

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

31 st March, 2022	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade and other payables	4,326.31	4,326.31	4,326.31	-	-	-
Other Financial Liabilities	18,953.89	18,953.89	18,953.89	-	-	-
Lease Liabilities	-	-	-	-	-	-

31 st March, 2021	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade and other payables	1,589.31	1,589.31	1,589.31	-	-	-
Other Financial Liabilities	11,463.74	11,463.74	11,463.74	-	-	-
Lease Liabilities	-	-	-	-	-	-

NOTE 40 : OTHER RISK - IMPACT OF COVID 19

The on-going COVID-19 pandemic resulting in global crisis, forcing governments to enforce periodic lock-downs of all economic activity. For the Company, the focus remains in ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

The Company believes strongly that it would be able to quickly adapt the changes on an on-going basis in the current pandemic situation, however, the impact on future revenue streams could come from

- Any fundamental changes in the Client's consumer behaviour, supply chain and routes to market.
- the inability of our clients to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers.
- Clients postponing their discretionary spends due to change in priorities.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 40 : OTHER RISK - IMPACT OF COVID 19 continued

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID – 19 is a continuous process given the uncertainties associated with it.

The Company has considered the effect of changes, if any, in both counterparty credit risk and own credit risk due to COVID - 19.

The Financial assets carried at fair value as at March, 2022 is ₹ 1,050,232.17 ('000) (31st March, 2021 is ₹ 681,835.10 ('000)). A significant part of the Non - Current Investments in Portfolio companies are classified at Level 3. The fair value of such Non-current investments ₹ 622,562.61 (31st March, 2021 ₹ 475,172.17 ('000)) is marked to an active market which factors the uncertainties arising out of COVID-19.

The Current Investments carried at fair value as at 31st March, 2022 ₹ 268,943.69 ('000) (31st March, 2021 ₹ 115,506.37 ('000)) are mainly investments in debt mutual funds and accordingly, any significant volatility is not expected.

Financial assets of ₹ 116,864.22 ('000) as at 31st March, 2022 (₹ 29,483.14 ('000) as at 31st March, 2021) carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks with no significant credit risk. Trade receivables of ₹ 17,460.74 (29,380.95) ('000) as at 31st March, 2021) forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable.

NOTE 41 : SEGMENT REPORTING

Operating Segment

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue from software development services	80,548.23	1,40,489.02

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108.

- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment

Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 62,292.56 (₹ In 000s) (31st March, 2021; ₹ 111,776.56 (₹ In 000s)) are derived from four customers (31st March, 2021; three customers) who contributed more than 10% of the Company's total revenue from software development services.

GEOGRAPHICAL SEGMENT

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue for software development services;		
- India	40,800.78	63,205.10
- Outside India	39,747.45	77,283.92
	80,548.23	1,40,489.02

There are no Non-Current Assets located outside India. All the assets of the Company are located in India.

NOTE 42 : OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of India Act, 1934.

NOTE 43 : COMMITMENTS AND CONTINGENCIES

₹ in '000

Commitments (to the extent not provided for)	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Capital commitment for Investment in Optionally Convertible Preference shares (OCPS)	-	241.52
Purchase of Capital assets	487.27	

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13th November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 44 : EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. 31st March, 2022 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

NOTE 45 : RATIO ANALYSIS

Sr. No.	Ratio	Numerator	Denominator	31 st March, 2022	31 st March, 2021	% Change	Reasons for Variance
1	Current Ratio	Current Asset	Current Liabilities	15.52	13.83	12%	Increase in Current Assets mainly due to raising of funds by way of preferential allotment.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	-	-	N.A.	No Debt during the year.
3	Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after tax + Non-Cash Operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	-	0.01	-100%	No Long Term Lease Finance cost during FY 21-22
4	Return on Equity Ratio	Net Profit after tax - Preference Dividend	Average Shareholder's Equity	(0.17)	0.08	-319%	The Company has incurred loss during the year .
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	N.A.	N.A.	N.A.	N.A.
6	Trade Receivable turnover ratio	Net Credit Sales = Gross Credit Sales - Sales returns	Average Trade Receivable	3.44	7.15	-52%	Mainly due to significant reduction in Revenue during the year.
7	Trade Payable turnover ratio	Net Credit Purchase = Gross Credit Purchase - Purchase returns	Average Trade Payables	21.51	32.30	-33%	No significant deferrment of the payment during the year.
8	Net Capital Turnover Ratio	Net Sales = Total Sales - Sales Return	Working Capital = Current Assets - Current Liabilities	0.20	0.74	-73%	Mainly due to increase in net working capital.
9	Net Profit Ratio	Net Profit	Net Sales = Total Sales - Sales Return	(1.60)	0.29	-654%	On account of Loss during the year
10	Return on Capital Employed Ratio	Earning before interest and tax	Capital employed = Tangible Networth + Total Debt + Deferred Tax	(0.19)	0.10	-291%	On account of Loss during the year
11	Return on Investment	Interest (Finance Income)	Investments	0.04	0.09	-56%	Decrease in return due to increase in interest rate and fall in bond price

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 46 : RECENT PRONOUNCEMENT

On 24th March, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1st April, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

BALANCE SHEET:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of

companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

STATEMENT OF PROFIT AND LOSS:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

NOTE 47 : SUBSIDIARIES

During the year, the Board of Directors reviewed the affairs of the subsidiaries, in accordance with Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended in the Board's report.

NOTE 48 : DISCLOSURE AS PER SCHEDULE III OF THE COMPANIES ACT 2013

- i) The Company doesn't hold any immovable property whose title deeds are not held in the name of the Company.
- ii) The Company does not have any benami properties. There are no proceedings initiated or pending against the Company for holding Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules thereunder.

- iii) The Company doesn't hold any Investment property hence the fair value of investment property (as measured for disclosure purposes in the financial statements) based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- iv) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- v) The Company has not revalued its intangible assets hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- vi) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.
- vii) The Company is not declared as a 'wilful defaulter' by any bank or financial institution or other lender, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.
- viii) The Company does not have any transactions and there are no outstanding balance with struck off companies under section 248 of Companies Act 2013 or section 560 of Companies Act 1956.
- ix) There is no charges or satisfaction yet to be registered with Registrar of Companies (ROC).
- x) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.
- xi) The Company has not borrowed funds from Banks or Financial institutions, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable
- xii) The Company has not invested (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies) including Foreign entities (Intermediaries), hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable
- xiii) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable
- xiv) The Company has not advanced or loaned or invested funds to any other person(s)

Notes to the Standalone Financial Statements *continued*

as at and for the year ended 31st March, 2022

- or entity(ies), including foreign entity(ies) (intermediaries) with the understanding that the intermediary shall;
- a) 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
- b) provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.
- xv) The Company has not received any fund from any other person(s) or entity(ies), including foreign entity(ies) (funding party) with the understanding (whether recorded in writing or otherwise) that the funding party shall;
- a) 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
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- xvi) The Company has no such transactions which are not reported 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), unless there is immunity for disclosure under any scheme and the company also has no such previously unrecorded income and related assets which needs to be recorded in the books of account during the year.
- xvii) The company is not covered under section 135 of the Companies Act, 2013 in the current Financial year, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.
- xviii) The Company has not traded or invested in crypto currency or virtual currency, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaision Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Independent Auditors' Report

To the Members of

Xelpmoc Design And Tech Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of Xelpmoc Design and Tech Limited (hereinafter referred to as "the Parent Company) and its Subsidiaries (the Parent Company and its Subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2022, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Independent Auditors' Report *continued*

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers"</p> <p>The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability.</p> <p>The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability.</p> <p>Refer Note 2.9 –"Revenue recognition policy" to the Consolidated Financial Statements.</p>	<p>Principal Audit Procedures:</p> <ul style="list-style-type: none"> • We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls and its operating effectiveness relating to adherence of the revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations, determination of transaction price and allocation of transaction price to each performance obligation. • We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Ensured that appropriate disclosures as required are provided. <p>Selected a sample of continuing and new contracts and performed the following procedures:</p> <ul style="list-style-type: none"> • Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. • Compared these performance obligations with that Identified and recorded by the Company. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to record revenue and to test the basis of estimation and recognition of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. <p>Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals.</p>

Independent Auditors' Report *continued*

Sr. No.	Key Audit Matter	Auditor's Response												
2.	<p>Valuation of Investments:</p> <p>Assessment of carrying value of equity investments in subsidiary and fair value of other investments</p> <p>At the balance sheet date, the value of investments amounted to ₹ 9,42,716.98 ('000) representing 84.74% of the total assets.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">Amount</th> <th style="text-align: right;">% of Total Assets</th> </tr> </thead> <tbody> <tr> <td>Investment in Associates</td> <td style="text-align: right;">-</td> <td style="text-align: right;">0%</td> </tr> <tr> <td>Other Investments at Fair Value through Profit and Loss A/c</td> <td style="text-align: right;">3,20,154.32</td> <td style="text-align: right;">28.78%</td> </tr> <tr> <td>Other Investment at Fair Value through OCI</td> <td style="text-align: right;">6,22,562.66</td> <td style="text-align: right;">55.96%</td> </tr> </tbody> </table> <p>Investments have been considered as key audit matter due to the size of the Account balance and also it involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rates, terminal growth rate etc.</p> <p>Refer to the Note 2.8-Financial Instruments of Consolidated Financial Statements.</p>	Particulars	Amount	% of Total Assets	Investment in Associates	-	0%	Other Investments at Fair Value through Profit and Loss A/c	3,20,154.32	28.78%	Other Investment at Fair Value through OCI	6,22,562.66	55.96%	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • We have understood and evaluated the process of the management to identify impairment indicators (if any) and valuation of Company's Non-Current investments. • We have evaluated the fair value of investments adopted by the management and assessed the parameters of the fair valuation reports obtained by the management from external experts (Registered Valuer) • We also evaluated the assumptions around the key drivers of Investment valuation as mentioned in the independent registered Valuer report which included assumptions w.r.t discount rates, expected growth rates, projections, Valuation methodology adopted by Registered Independent Valuer. • On a test check basis, we have verified appropriate evidence with regard to assertions of existence and rights to the investments. <p>We have verified principles for recognition subsequent measurement and adequacy of disclosures as specified in the accounting policy adopted by the Company based on the Indian Accounting Standards.</p>
Particulars	Amount	% of Total Assets												
Investment in Associates	-	0%												
Other Investments at Fair Value through Profit and Loss A/c	3,20,154.32	28.78%												
Other Investment at Fair Value through OCI	6,22,562.66	55.96%												
3.	<p>Trade Receivables and Impairment Provisioning for receivables</p> <p>As outlined in Note No. 13 of the Consolidated financial statement, there were trade receivables as at 31st March, 2022 more than 180 days past due.</p> <p>The collectability of the company's trade receivables and the valuation of the allowance for impairment of the trade receivables is a key audit matter due to the judgement involved.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • We have evaluated and tested the company's process for trade receivables including the provisioning and collection process. • We tested on sample basis that trade receivables were subsequently collected. • Where there were indicators that the trade receivables were unlikely to be collected within contracted payment terms, we assessed the adequacy of the allowance for impairment of trade receivables. <p>To do this:</p> <ul style="list-style-type: none"> • We assessed the ageing of trade receivables quantum of claims with and from the customers <p>We have evaluated the independent confirmations from customers and performed alternate audit procedures on sample basis.</p>												

Independent Auditors' Report *continued*

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

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated

financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing 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 Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

Independent Auditors' Report *continued*

- Obtain sufficient appropriate audit evidence regarding the financial information and business activities of the Parent company and its Subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the parent company included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors /Management Certified Financials referred to in sub-paragraph (a) of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of the current period of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

OTHER MATTERS

- A. The accompanying consolidated financial statements includes the audited financial results in respect of an Indian Subsidiary, whose financial statements reflect total assets of ₹ 52,611.21 ('000) as at 31st March, 2022 and total income of ₹ 608.39 ('000) for the year ended 31st March, 2022, total net profit after tax of ₹ 376.56 ('000) for the year ended 31st March, 2022, total comprehensive income of ₹ 376.56 ('000) for the year ended 31st March, 2022 and cash flows (net) of ₹ 404.84 ('000) for the year ended 31st March, 2022, as considered in the financial statement, which has been audited by their independent auditors.

The independent auditor's report on the financial statements of this entity have been furnished to us by the Management and

our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the report of such auditor and the procedures performed by us as stated in paragraph above.

- B. The accompanying consolidated financial statements also includes the recently registered foreign subsidiary, whose management certified financial statements reflect total assets of ₹ 432.21 ('000) as at 31st March, 2022 and total income of ₹ NIL ('000) for the period ended 31st March, 2022, total net (loss) after tax of ₹ 275.99 ('000) for the period ended 31st March, 2022, and total comprehensive loss of ₹ 275.99 ('000) for the period ended 31st March, 2022, and cash flows (net) of ₹ NIL ('000) for the period ended 31st March, 2022, as considered in the financial statement.

The recently registered foreign subsidiary is not subjected to audit for the current period. Management certified financial statements of this entity have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the report of such management certificate and the procedures performed by us as stated in paragraph above.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor/management certificate.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- On the basis of the written representations received from the directors of the Parent Company as on 31st March, 2022, taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary incorporated in India, none of the directors

Independent Auditors' Report *continued*

of the Parent company and its subsidiary and associate company incorporated in India is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Parent Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the group Company's internal financial controls over financial reporting.

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

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

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Group did not have any pending litigations as on reporting date;
- ii) The Group did not have any long - term contracts including derivatives contract for which there were any material foreseeable losses;

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us 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 any of such subsidiaries 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that,

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

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, 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) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement.

v) The Parent company and its subsidiaries have not declared and paid any dividend during the current year.

2. 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 JHS & Associates LLP

Chartered Accountants
Firm's Registration No.133288W / W100099

Huzeifa Unwala

Partner
Membership No.105711
UDIN: 22105711AJVJUB8528

Place: Mumbai

Dated: 29th May, 2022

Annexure “A” to the Independent Auditor’s Report

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

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2022, we have audited the internal financial controls over financial reporting of Xelpmoc Design And Tech Limited (hereinafter referred to as “the Parent Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR’S RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated

financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the company and its associate company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the company and its associate company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 22105711AJVJUB8528

Place: Mumbai
Dated: 29th May, 2022

Consolidated Balance sheet

as at 31st March, 2022

₹ in '000

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
I. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	1,886.83	1,263.58
(b) Right of use assets	4	-	-
(c) Capital work-in-progress	5	197.40	-
(d) Other Intangible assets	6	49.86	129.21
(e) Intangible assets under development	7	-	1,761.83
(f) Financial Assets			
(i) Investments in Associates and Joint Ventures	8	-	4411.00
(ii) Other Investments	9	6,22,562.66	4,75,172.17
(iii) Others	10	3,106.28	3,134.43
(g) Other Non-current assets	11	3,870.00	11,744.45
Total Non Current Assets		6,31,673.03	4,93,646.77
Current assets			
(a) Financial Assets			
(i) Investments	12	3,20,154.32	1,15,506.37
(ii) Trade receivables	13	17,460.74	29,380.95
(iii) Cash and cash equivalents	14	1,17,536.16	8,788.85
(iv) Other Bank Balances	15	-	20,999.48
(v) Others	16	21,445.50	28,238.82
(b) Other current assets	17	4,183.62	1,347.60
Total Current Assets		4,80,780.34	2,04,262.07
TOTAL ASSETS		11,12,453.37	6,97,908.84
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	18	1,44,784.13	1,37,052.98
(b) Instruments entirely Equity in nature	19	87.50	-
(c) Other Equity	20	8,26,886.22	4,54,550.36
Total Equity		9,71,757.85	5,91,603.34

Consolidated Balance sheet *continued*

as at 31st March, 2022

₹ in '000

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
2. Liabilities			
Non-current liabilities			
(a) Provisions	21	2,290.66	1,441.54
(b) Deferred tax liabilities (Net)	22	1,10,024.71	90,105.41
Total Non Current Liabilities		1,12,315.37	91,546.95
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises		344.28	205.73
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		4,087.84	1,434.88
(ii) Other financial liabilities	24	19,657.17	11,468.74
(b) Other current liabilities	25	3,883.72	1,446.14
(c) Provisions	26	401.90	203.05
(d) Liabilities for Current Tax (Net)		5.24	-
Total Current Liabilities		28,380.15	14,758.54
TOTAL EQUITY AND LIABILITIES		11,12,453.37	6,97,908.84

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaion Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2022

₹ in '000

Particulars		Note No.	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue				
I	Revenue from Operations	27	80,548.23	1,40,489.02
II	Other Income	28	12,676.06	11,386.35
III	Total Income (I + II)		93,224.29	1,51,875.37
IV Expenses				
	Employee Benefits Expense	29	1,39,507.50	56,353.13
	Finance Costs	30	-	470.57
	Depreciation and Amortization Expense	31	893.15	5,000.56
	Other Expenses	32	87,346.00	48,573.09
	Total Expenses		2,27,746.65	1,10,397.35
V	Profit/ (Loss) Before Exceptional Items and Tax (III-IV)		(1,34,522.36)	41,478.02
VI	Share of Net Profit / (Loss) of Associates and Joint Ventures accounted using Equity method		(68.21)	(158.41)
VII	Profit/ (Loss) Before Tax (V-VI)		(1,34,590.57)	41,319.61
VIII Tax Expense				
	Current taxes		45.02	-
	Deferred Taxes		(6,292.37)	532.16
	Total Tax Expense		(6,247.35)	532.16
IX	Profit/(loss) for the year from continuing operations (VII-VIII)		(1,28,343.22)	40,787.45
X	Profit/(loss) from discontinued operations		-	-
XI	Profit/(loss) for the Year (IX-X)		(1,28,343.22)	40,787.45
XII Other Comprehensive Income				
A (i) Items that will be reclassified to profit or loss				
	Remeasurements of defined benefit plans		(345.92)	288.79
	Income tax effect		87.06	(72.68)
B (i) Items that will not be reclassified to profit or loss				
	Net gain/(loss) on disposal of Equity Instrument that cannot be reclassified back to Profit and Loss		4,732.39	-
	Net (loss)/gain on FVTOCI equity securities		1,29,097.48	1,15,470.10
	Income tax effect		(26,298.72)	(23,647.81)
XIII	Total Comprehensive Income for the year (XI+XII)		(21,070.93)	1,32,825.85

Consolidated Statement of Profit and Loss *continued*

for the year ended 31st March, 2022

Particulars		Note No.	₹ in '000	
			Year ended 31 st March, 2022	Year ended 31 st March, 2021
XIV	Earnings per Equity Share (Face Value ₹ 10)	33		
	(1) Basic (₹)		(9.07)	2.98
	(2) Diluted (₹)		(8.80)	2.97

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaision Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Consolidated Statement of Changes in Equity

year ended 31st March, 2022

(A) EQUITY SHARE CAPITAL

	₹ in '000
Equity shares of ₹ 10 each issued, subscribed and fully paid up	
For the year ended 31st March, 2022	
As at 1st April, 2021	1,37,052.98
Changes in Equity Share Capital due to prior year errors	-
Restated as at 1st April, 2021	1,37,052.98
Changes in equity share capital during the year	7,731.15
As at 31st March, 2022	1,44,784.13
For the year ended 31st March, 2021	
As at 1st April, 2020	1,37,052.98
Changes in Equity Share Capital due to prior year errors	-
Restated as at 1st April, 2020	1,37,052.98
Changes in equity share capital during the year	-
As at 31st March, 2021	1,37,052.98

(B) INSTRUMENTS ENTIRELY EQUITY IN NATURE

	₹ in '000
Compulsorily convertible Preference share capital of ₹ 1 each fully paid up	
For the year ended 31st March, 2021	
As at 1st April, 2021	-
Changes in Compulsorily convertible Preference shares due to prior year errors	-
Restated as at 1st April, 2021	-
Changes in Compulsorily convertible Preference shares during the year	87.50
As at 31st March, 2022	87.50
For the year ended 31st March, 2021	
As at 1st April, 2020	-
Changes in Compulsorily convertible Preference shares due to prior year errors	-
Restated as at 1st April, 2020	-
Changes in Compulsorily convertible Preference shares during the year	-
As at 31st March, 2021	-

(C) OTHER EQUITY (Refer Note 20)

Particulars	Share application money pending allotment	Securities Premium	Reserves and Surplus		Other Comprehensive Income	Total
			Retained Earnings	Share Options Outstanding account		
Balance as at 1st April, 2021	-	2,13,734.65	19,930.49	10,393.70	2,10,491.52	4,54,550.36
Profit for the year	-	-	(1,28,343.22)	-	-	(1,28,343.22)
Share premium account	-	3,25,582.75	-	-	-	3,25,582.75
Share based payments to Employees (net)	-	-	-	67,704.04	-	67,704.04
Remeasurements of defined benefit plans	-	-	(258.86)	-	-	(258.86)
Share Application money received	120.00	-	-	-	-	120.00
Net (loss)/gain on FVTOCI equity securities	-	-	-	-	1,07,531.15	1,07,531.15
Total comprehensive income for the year	120.00	3,25,582.75	(1,28,602.08)	67,704.04	1,07,531.15	3,72,335.87
Balance as at 31st March, 2022	120.00	5,39,317.40	(1,08,671.59)	78,097.74	3,18,022.67	8,26,886.22

Consolidated Statement of Changes in Equity *continued*

year ended 31st March, 2022

(C) OTHER EQUITY (Refer Note 20) continued

₹ in '000

Particulars	Share application money pending allotment	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium	Retained Earnings	Share Options Outstanding account		
Balance as at 1st April, 2020	-	2,13,734.65	(21,073.07)	-	1,18,669.23	3,11,330.81
Profit for the year	-	-	40,787.45	-	-	40,787.45
Share based payments to Employees	-	-	-	10,393.70	-	10,393.70
Remeasurements of defined benefit plans	-	-	216.11	-	-	216.11
Net (loss)/gain on FVTOCI equity securities	-	-	-	-	91,822.29	91,822.29
Total comprehensive income for the year	-	-	41,003.56	10,393.70	91,822.29	1,43,219.55
Balance as at 31st March, 2021	-	2,13,734.65	19,930.49	10,393.70	2,10,491.52	4,54,550.36

NATURE AND PURPOSE OF RESERVES:

Securities premium:

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

Other comprehensive income:

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

Share Options Outstanding Account:

The Equity share options are recognised at fair value of options on Grant date issued to employees under Xelpmoc Design & Tech Limited Employee Stock Option Scheme, 2019 and Employee Stock Option Scheme, 2020.

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

For Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022

Consolidated Statement of Cash Flows

year ended 31st March, 2022

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Income Tax	(1,34,590.57)	41,319.61
Adjustments for:		
Depreciation and Amortization Expense	893.15	5,000.56
Interest Income	(5,615.65)	(1,725.50)
Interest cost on Lease Liability	-	470.57
Unrealised (gain) / loss on Mutual Funds	1,485.92	(6,699.92)
Realised (gain) / loss on Mutual funds	(8,077.02)	(2,783.82)
Share based payments	82,430.89	10,393.70
Rent Reversal on Lease modification	-	(1,193.40)
Net gain on disposal of ROU Asset/ Liability	-	(119.00)
Share of Loss of Associates	68.21	158.41
Bad Debt Written Off	1,585.37	-
Provision for Doubtful Debt (net of reversal)	21,438.32	2,839.52
Goodwill written off	-	13.73
Gain on Sale of assets	(17.53)	
Asset written off	1,776.02	
Loss on sale of Investments	300.67	
Remeasurements of defined benefit plans	(345.92)	288.79
	95,922.43	6,643.64
Operating Cash Flows Before Working Capital Changes	(38,668.14)	47,963.25
Adjustments for:		
(Increase)/Decrease in Others (Non-Current Financial Assets)	28.15	(32.24)
(Increase)/Decrease in Non current assets	(303.76)	-
(Increase)/Decrease in Trade Receivables (Current)	(11,103.47)	(22,269.15)
(Increase)/Decrease in Others (Current Financial Assets)	7,988.65	(35,834.77)
(Increase)/Decrease in Other Current Assets	(2,836.02)	(564.40)
Increase/(Decrease) in Provisions (Non-Current)	849.12	279.68
Increase/(Decrease) in Trade Payables	2,791.51	120.74
Increase/(Decrease) in Other financial liabilities (Current)	8,188.43	1,015.22
Increase/(Decrease) in Other current liabilities (Current)	2,437.58	194.02
Increase/(Decrease) in Provisions (Current)	198.85	116.06
	8,239.04	(56,974.84)
Cash Generated from / (used) in Operations	(30,429.10)	(9,011.59)
Income tax refund received	9,185.87	2,342.20
Income Taxes Paid	(1,047.44)	(2,637.03)
Net Cash Flow from Operating Activities	(22,290.67)	(9,306.42)

Consolidated Statement of Cash Flows *continued*

year ended 31st March, 2022

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Payment for Purchase of Property, Plant and Equipment	(1,652.29)	(574.28)
Proceeds from sale of fixed assets	21.19	-
Proceeds from redemption of Mutual Fund / Bonds	1,91,089.94	26,000.00
Deposits withdrawn/ (Placed)	19,804.15	(878.38)
Interest Received	5,615.65	1,725.50
Investments in Mutual Funds / Bonds	(3,88,789.95)	
Investment made	(18,917.80)	(11,444.31)
Sale of Investments	5,072.55	-
Net Cash Flow From Investing Activities	(1,87,756.57)	14,828.53
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Payment of Lease liabilities	-	(2,172.60)
Proceeds from Preferential allotment of shares (net)	2,66,879.00	-
Proceeds from issue of Compulsorily convertible Preference shares	51,156.40	
Proceeds from allotment of share under ESOP scheme (including pending allotment)	759.15	-
Net Cash Inflow/ (Outflow) From Financing Activities	3,18,794.55	(2,172.60)
D. Net Increase/(Decrease) in Cash and Cash Equivalents	1,08,747.31	3,349.51
Cash and cash equivalents at the beginning of the year	8,788.85	5,439.34
Cash and cash equivalents at the end of the year	1,17,536.16	8,788.85

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants

Firm Registration No.

133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner

Membership No.: 105711

Place: Mumbai

Date: 29th May, 2022

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer

DIN: 00794717

Place: Hyderabad

Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer

DIN: 07227584

Place: Hyderabad

Date: 29th May, 2022

Jaision Jose

Whole Time Director

DIN: 07719333

Place: Mumbai

Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary

Place: Mumbai

Date: 29th May, 2022

Notes to the Consolidated Financial Statements

as at and for the year ended 31st March, 2022

NOTE 1 : GROUP OVERVIEW

Xelpmoc Design and Tech Limited (“the Parent”) is a company limited by shares, incorporated and domiciled in India. The Company is listed on the BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”). Its registered office is situated at #17, 4th Floor, Agies Building, 1st ‘A’ Cross, 5th Block, Koramangala, Bengaluru – 560 034, Karnataka, India. Xelpmoc Design and Tech Limited and its subsidiary, associates and joint ventures (hereinafter referred to as “the Group”) is engaged in professional and technical consulting services. The Group’s services include offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, agriculture, and various other industries.

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

The Board of Directors approved the Financial Statements for the year ended 31st March, 2022. These financial statements were authorized for issue by the Board of Directors on 29th May, 2022.

NOTE 2 : SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

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

b. Principles of Consolidation

The Consolidated financial statements (CFS) of the group are prepared in accordance with Indian Accounting Standard 110 “Consolidated financial statements” and Indian Accounting Standard 28 “Investments in Associates and Joint Ventures” as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable.

Subsidiary:

The Group consolidates entities which is controlled by it. Control is achieved when the company is exposed to or has rights to variable returns from its involvement with the investee and can affect

those returns through its power over the investee. Specifically, the company controls an investee if and only if the company has:

- Power over the investee,
- Exposure or rights to variable return from its involvement with the investee, and
- Ability to use its power over the investee to affect its returns.

Generally, it is presumed that, a majority of voting rights results in control. To support this presumption and when the company has less than a majority of the voting or similar rights of an investee, the company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- Contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The company’s voting rights and potential voting rights

The subsidiary controlled by the Company are consolidated from the date control commences until the date control ceases.

Joint Venture:

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement and have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether joint control exist are similar to those necessary to determine control over the subsidiaries.

Associate:

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group’s investments in its joint venture and associate are accounted for using the equity method. Under the equity method, the investment in a joint venture and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group’s share of net assets of the joint venture and associate since the acquisition date.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

Disclosure relating to entities consolidated in the restated consolidated financial statements:

Wholly Owned Subsidiary considered for consolidation:

Sr. No.	Name of the Subsidiary	Country of Incorporation	Nature of business	Ownership interest as at 31 st March, 2022	Ownership interest as at 31 st March, 2021
1.	Signal Analytic Pvt. Ltd.	India	Data analytics and related services in future	100.00%	100.00%
2.	Xelpmoc Design and Tech UK Limited	United Kingdom	Professional and Technical consultancy services	100.00%	NIL

The Parent incorporated a Wholly owned subsidiary in United Kingdom on 22nd November, 2021 with Xelpmoc Design and Tech Limited, India, the only subscriber to the share capital of the Company. The Company has subscribed 100 Equity shares of €1 each as initial subscription. The Company will be providing professional and technical consulting services and includes technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, and various other industries.

The Parent Company acquired 100% stake i.e., 20000 equity shares of Signal Analytics Private Limited of face value of ₹ 1 each at par for a total cash consideration of ₹ 20.00 (₹ in 1000s) by way of purchasing the said shares from existing shareholders on 1st December, 2020, accordingly Signal analytics Private Limited becomes the wholly owned subsidiary of the Parent Company. The Parent Company has further subscribed 980,000 Equity shares of Signal Analytics Private Limited of ₹ 1.00 each at par on right issue basis. The Parent Company intends to offer data analytics and related services in future through this wholly owned subsidiary.

Uniform accounting policies

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the Consolidated financial statements and are presented in the same manner as the Company's standalone financial statements.

Consolidation procedure

Investment in Subsidiary:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are

based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

- b) Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.
- c) Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- d) Adjustments are made to the financial statements of subsidiaries, as and when necessary, to bring their accounting policies into line with the Group's accounting policies.
- e) All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.
- f) Carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity are eliminated. Business combinations policy explains how the related goodwill is accounted at the time of acquisition of subsidiary.
- g) Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company

Business Combinations:

The acquisitions of businesses are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values at the date of exchange of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date except certain assets and liabilities required to be measured as per the applicable standard. Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

acquired, liabilities recognized and contingent liabilities assumed. In the case of bargain purchase, resultant gain is recognized in other comprehensive income on the acquisition date and accumulated to capital reserve in equity. The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders proportionate share of the acquiree's identifiable net assets.

Investment in Joint Ventures (JV) and Associates

The company has accounted its investment in the JV and associates in the consolidated financial statements using the equity method. Under the equity method, the investment in JV and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the company's share of net assets of the JV and associate since the acquisition date. Goodwill relating to the JV and associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the company's share of the results of operations of the JV and associates. Any change in OCI of those investees is presented as part of the company's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the company recognizes its shares of any changes, when applicable in the statement of changes in equity.

Gains and losses arising from transactions between the company and its associate and JV are recognized in the group financial statements only to the extent of unrelated investors' interest in the associate and JV.

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

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

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

d. Use of estimates and judgments

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

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

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that have a significant

risk of resulting in a material adjustment in the year ending 31st March, 2022 are made in in the following notes:

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

e. Measurement of fair values

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

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

The Group regularly reviews significant unobservable inputs and valuation adjustments.

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

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

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

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 39 Financial Instruments - Fair values and risk management)

f. Current versus non-current classification:

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

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

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

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

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

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these consolidated financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the

assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these consolidated financial statements.

2.2 PROPERTY, PLANT AND EQUIPMENT

i. Recognition and measurement

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

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

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

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

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

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

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value or on straight line basis based on the management estimates of benefits to be derived from its tangible assets. Depreciation for assets purchased / sold during the period is proportionately charged.

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

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

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

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

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

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount. These are included in statement of profit and loss.

iv. Impairment

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

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

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

2.3 INTANGIBLE ASSETS

i. Recognition and measurement

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

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

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

ii. Amortization

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life.

The estimated useful lives are as follows:

Asset	Useful Life
Computer Software	3-6 Years

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

iii. Impairment

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

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

2.4 INVESTMENT PROPERTY

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic

benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 NON-CURRENT ASSETS (OR DISPOSAL GROUPS) HELD FOR SALE AND DISCONTINUED OPERATIONS:

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

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

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

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

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

2.6 IMPAIRMENT

i. Financial assets

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

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

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

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

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

ii. Non- financial assets

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

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

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

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates

used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.7 LEASES

Group as a lessee

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

The Group determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and period covered by an option to terminate the lease. If the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

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

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or

before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is

subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the remeasurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in statement of profit and loss.

The Group has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

The Group does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant and no changes in terms of those leases are expected due to the COVID-19.

2.8 FINANCIAL INSTRUMENTS

i. Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at

the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The group reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. The group classifies its debt instruments as:

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

c. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expect to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant Financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

Loss allowance for expected life time credit loss is recognized on initial recognition.

d. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability

based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Group determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.9 REVENUE

i) Sale of Services

The Group primarily derives its revenue from providing software development services.

Effective 1st April, 2018, the Group adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of 1st April, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the group and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The group has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts

The Group disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost-plus margin approach

to allocate the transaction price to each distinct performance obligation.

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.10 FOREIGN CURRENCIES

Transactions in foreign currencies are initially recorded by the Group at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary

items or on reporting at each balance sheet date of the Group's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.11 INCOME TAX

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Group offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Group will pay normal income tax during the specified period.

2.12 BORROWING COSTS

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.13 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

2.14 EMPLOYEE BENEFITS

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post- employee benefits

Defined Contribution Plans:

A defined contribution plan is post-employee benefit plan under which an entity pays a

fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance

sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

iv. Share based payment

Equity settled share based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid

investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.16 EARNINGS PER SHARE

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

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

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

2.17 CASH FLOW STATEMENTS

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows

from regular operating, investing and financing activities of the Group are segregated.

2.18 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The management examines the group's performance as a whole i.e. providing of technological solution services and accordingly the group has only one reportable segment.

The Group generates revenue from rendering services to customers located outside India. All the assets of the Group are situated in India. Geographical segment to the extent of revenue generated has been disclosed in the notes to the financial statements (Refer Note no. 41)

2.19 RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16, Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 3 : PROPERTY, PLANT AND EQUIPMENT

As at 31st March, 2022

₹ in '000

ASSET	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE			
	As at 1 st April, 2021	Additions	Deductions/ adjustments during the year	As at 31 st March, 2022	As at 1 st April, 2021	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2022	As at 31 st March, 2022	As at 31 st March, 2021
Office Equipment	861.25	136.08	100.36	896.97	697.88	80.09	91.96	686.02	210.95	163.36
Computers	8,165.63	1,293.39	176.57	9,282.44	7,069.64	707.19	167.13	7,609.70	1,672.74	1,095.99
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	6.99	-	-	6.99	2.75	1.10	-	3.85	3.15	4.24
TOTAL	9,033.86	1,429.46	276.93	10,186.40	7,770.27	788.37	259.09	8,299.56	1,886.84	1,263.59

As at 31st March, 2021

₹ in '000

ASSET	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE			
	As at 1 st April, 2020	Additions	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 1 st April, 2020	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020
Office Equipment	826.75	45.77	11.27	861.25	600.31	108.84	11.27	697.88	163.36	226.44
Computers	7,637.12	528.51	-	8,165.63	5,776.52	1,293.12	-	7,069.64	1,095.99	1,860.60
Leasehold Improvements	653.49	-	653.49	-	205.38	448.11	653.49	-	-	448.11
Furniture & Fixtures	6.99	-	-	6.99	1.27	1.48	-	2.75	4.24	5.72
TOTAL	9,124.35	574.28	664.76	9,033.86	6,583.48	1,851.55	664.75	7,770.27	1,263.59	2,540.87

1) Property Plant and equipment are stated at cost less accumulated depreciation.

2) The company has assessed that there are no indicators of impairment.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 4 : RIGHT OF USE ASSETS

As at 31st March, 2022

₹ in '000

Particulars	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE			
	As at 1 st April, 2021	Additions	Deletion / Transfer	As at 31 st March, 2022	As at 1 st April, 2021	Additions	Deletion / Transfer	As at 31 st March, 2022	As at 31 st March, 2022	As at 31 st March, 2021
Right of use assets - Building	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-

As at 31st March, 2021

₹ in '000

Particulars	GROSS CARRYING VALUE			ACCUMULATED DEPRECIATION			NET CARRYING VALUE			
	As at 1 st April, 2020	Additions	Deletion / Transfer	As at 31 st March, 2021	As at 1 st April, 2020	Additions	Deletion / Transfer	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020
Right of use assets - Building	10,095.31	-	10,095.31	-	(3,365.10)	(3,084.68)	(6,449.78)	-	-	6,730.20
TOTAL	10,095.31	-	10,095.31	-	(3,365.10)	(3,084.68)	(6,449.78)	-	-	6,730.20

Note:

Effective 1st April, 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on 1st April, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application. During the year, the company has pre-closed the lease and the ROU assets (net) has been written down.

NOTE 5 : CAPITAL WORK IN PROGRESS

As at 31st March, 2022

₹ in '000

Particulars	As at 1 st April, 2021	Additions	Transfer	As at 31 st March, 2022
Capital work in progress	-	197.40	-	197.40
TOTAL	-	197.40	-	197.40

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 5 : CAPITAL WORK IN PROGRESS continued

As at 31st March, 2021

₹ in '000

Particulars	As at 1 st April, 2020	Additions	Transfer	As at 31 st March, 2021
Capital work in progress	-	-	-	-
TOTAL	-	-	-	-

CAPITAL WORK IN PROGRESS AGEING SCHEDULE

As at 31st March, 2022

₹ in '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	197.40	-	-	-	197.40

As at 31st March, 2021

₹ in '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

Note - The Project under work in progress are neither overdue nor has exceeded its cost compared to its original plan.

NOTE 6 : OTHER INTANGIBLE ASSETS

As at 31st March, 2022

₹ in '000

ASSET	GROSS CARRYING VALUE			As at 31 st March, 2022	ACCUMULATED AMORTISATION			NET CARRYING VALUE		
	As at 1 st April, 2021	Additions	Deductions/ adjustments during the year		As at 1 st April, 2021	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2022	As at 31 st March, 2022	As at 1 st April, 2021
Computer Software	293.39	25.42	-	318.81	164.19	104.77	-	268.96	49.86	129.21
TOTAL	293.39	25.42	-	318.81	164.19	104.77	-	268.96	49.86	129.21

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 6 : OTHER INTANGIBLE ASSETS *continued*

As at 31st March, 2021

₹ in '000

ASSET	GROSS CARRYING VALUE			ACCUMULATED AMORTISATION				NET CARRYING VALUE		
	As at 1 st April, 2020	Additions	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 1 st April, 2020	Depreciation for the year	Deductions/ adjustments during the year	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2020
Computer Software	293.39	-	-	293.39	99.85	64.34	-	164.19	129.21	-
TOTAL	293.39	-	-	293.39	99.85	64.34	-	164.19	129.21	-

Notes:

- Intangible Assets are stated at cost less accumulated amortisation.
- Computer software consists of purchased software licenses
- The company has assessed that there are no indicators of impairment.

NOTE 7 : INTANGIBLE ASSETS UNDER DEVELOPMENT

As at 31st March, 2022

₹ in '000

Particulars	As at 1 st April, 2021	Additions	Transfer/ Deletion	As at 31 st March, 2022
Intangible assets under development	1,761.83	-	1761.83	-
TOTAL	1,761.83	-	1761.83	-

As at 31st March, 2021

₹ in '000

Particulars	As at 1 st April, 2020	Additions	Transfer/ Deletion	As at 31 st March, 2021
Intangible assets under development	1,761.83	-	-	1,761.83
TOTAL	1,761.83	-	-	1,761.83

Notes:

- The Company has written off Intangible assets under development ₹ 1761.83 ('000) during the year.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 8 : INVESTMENTS IN ASSOCIATES

₹ in '000

Particulars	Face Value	Numbers		Amounts	
		As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Associate Company					
Madworks Ventures Private Limited					
NIL (as at 31 st March, 21: 15,204) Equity Shares of ₹ 10 each, fully paid up	₹ 10.00	-	15,204	-	92.85
(b) Investments in Compulsorily Convertible Preference Instruments of Associate Company					
Madworks Ventures Private Limited					
NIL (as at 31 st March, 21: 57,018) Preference Shares of ₹ 10 each, fully paid up	₹ 10.00	-	57,018	-	348.25
				-	441.10
Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments)				-	441.10
Aggregate Amount of Quoted Investments				-	-
Aggregate Market Value of Quoted Investments				-	-
Aggregate Provision for Impairment in the Value of Investments				-	441.10

Note:

The company acquired 15,204 ordinary shares of ₹ 10 each and 57,018 convertible preference shares of ₹ 10 each of Madworks Ventures Private limited on 14th February, 2018. The shares were acquired at par value. The preference shares have the same voting rights on as if converted basis as per the shareholder agreement and hence the same are treated at par with equity by the company. The company held 21.74 % of the share capital of the investee company on a fully diluted basis at the beginning of the year. It has sold its entire investments in Madworks Ventures Private Limited for a total consideration of ₹ 72.22 (₹'000) on 23rd September, 2021, accordingly, the company cease to be an associate effective that date.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 9 : OTHER INVESTMENTS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted:		
At Fair Value through Other Comprehensive Income		
Investment in Equity Instruments		
Fortigo Network Logistic Private Limited		
122,232(as at 31 st March, 21: 122,232) Equity Shares of ₹ 1 each, fully paid up	2,26,288.10	2,16,140.40
Gyankosh Solutions Private Limited (refer note 2 below)		
NIL (as at 31 st March, 21: 32,939) Equity Shares of ₹ 1 each, fully paid up	-	-
Ideal Insurance Brokers Private Limited¹ (refer note 4 below)		
NIL (as at 31 st March, 21: 7,500) Equity Shares of ₹ 10 each, fully paid up	-	4,529.48
Inqube Innoventures Private Limited		
655 (as at 31 st March, 21: 655) Equity Shares of ₹ 10 each, fully paid up	4,457.69	4,455.03
Intellibuzz TEM Private Limited (refer note 2 below)		
12,300 (as at 31 st March, 21:12,300) Equity Shares of ₹ 10 each, fully paid up	-	-
PHI Robotics Research Private Limited		
167 (as at 31 st March, 21:167) Equity Shares of ₹ 10 each, fully paid up	318.19	982.30
Snaphunt Pte Ltd		
12,088 (as at 31 st March, 21: 12,088) Equity Shares of SGD. 1 each, fully paid up	45,192.44	46,267.18
Woovly Private Limited		
2,490 (as at 31 st March, 21: 2,490) Equity Shares of ₹ 10 each, fully paid up	51,319.42	51,207.90
Rype Fintech Private Limited⁴		
91,714 (as at 31 st March, 21: 53,629) Equity Shares of ₹ 10 each, fully paid up	16,200.36	885.95
Mihup Communication Private Limited		
9,100 (as at 31 st March, 21: 9,100) Equity Shares of ₹ 10 each, fully paid up	48,249.20	25,520.50
Taxitop Media Private Limited (refer note 3 below)		
1,905 (as at 31 st March, 21: 1,905) Equity Shares of ₹ 10 each, fully paid up	-	-
One Point Six Technologies Private Limited (Previously known: Leadstart Publishing Private Limited)		
21,000 (as at 31 st March, 21: 10,500) Equity Shares of ₹ 10 each, fully paid up	24,378.90	11,879.91
KidsStopPress Media Private Limited²		
2,051 (as at 31 st March, 21: 2051) Equity Shares of ₹ 10 each, fully paid up	9,388.33	9,051.82

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 9 : OTHER INVESTMENTS *continued*

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
CatAllyst Inc		
375,000 (as at 31 st March, 21: 150,000) Class B Common stock of US \$ 0.01 fully paid up	283.20	117.38
Learning Hats Pte Limited		
3,333 (as at 31 st March, 21: 3,333) Ordinary shares of US \$ 1.00 fully paid up	251.71	272.48
Naik TechXP Private Limited⁵		
759 (as at 31 st March, 21: Nil) Equity Shares of ₹ 10 each, fully paid up	41.23	-
Femmevesta Technologies Private Limited⁶		
1,11,000 (as at 31 st March, 21: NIL) Equity Shares of ₹ 10 each, fully paid up	14,377.83	-
Investment in Preference Shares		
Mihup Communication Private Limited		
31,512 (as at 31 st March, 2021: 31,512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up	1,67,127.81	88,399.07
2,941 (as at 31 st March, 2021: 2941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up	8,753.78	4,630.15
Rype Fintech Private Limited⁴		
17,843 (as at 31 st March, 21: 71,371) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	3,151.78	1,179.05
Graphixstory Private Limited		
3,900 (as at 31 st March, 21: 3,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	409.50	409.50
Femmevista Technologies Private Limited		
NIL (as at 31 st March, 21: 1,11,000) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	9,244.08
Naik TechXP Private Limited		
3,798 (as at 31 st March, 21: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	206.31	-
First Sense Technology Private Limited		
1,61,550 (as at 31 st March, 21: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	161.55	-
Graposs Edutech Private Limited		
1,074 (as at 31 st March, 21: Nil) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	2,005.28	-
	6,22,562.61	4,75,172.17
Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments)	6,22,562.61	4,75,172.17
Aggregate Amount of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Provision for diminution in value of Investments	7,494.64	7,494.64

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 9 : OTHER INVESTMENTS *continued*

¹ includes 2500 Equity shares received as bonus shares by Ideal Insurance brokers Private Limited in the year ending March, 2020. The company issued 1 bonus shares for every 2 equity shares held.

² During the year ended 31st March, 21, 684 partly paid up Optionally Convertible Preference Shares of Kidsstoppres Media Private Limited were fully paid up through payout of ₹ 3015.07 (000's).

Consequently 2051 fully paid up Optionally Convertible Preference Shares of Kidsstoppres Media Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1

³ During the year ended 31st March, 22 17,843 (31st March, 21, 53,529) fully paid up Optionally Convertible Preference Shares of Rype fintech Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1.

⁴ includes 71,372 Equity shares issued by Rype Fintech Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1 out of which 17843 OCPS were converted into Equity shares in the year ending March, 2022.

⁵ During the year ending 31st March, 22, 759 Equity shares issued by Naik TechXP Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1.

⁶ During the year ending 31st March, 22, 1,11,000 Equity shares issued by Femmevesta Technologies Private Limited on conversion of Optionally Convertible Preference shares in the ratio of 1:1.

Notes:

1) Investments in equity instruments / Instruments entirely Equity in nature in Other companies has been designated at fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/ Market comparable method.

2) The Company has made investments in technology start ups entities Gyankosh Solutions Private Limited (GSPL) and Intellibuzz TEM Private Limited (ITPL) and these entities has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in these entities for ₹ 2396.64 ('000) and ₹ 3,013.30 ('000) respectively which is equivalent to the carrying value of these Investments. The impairment losses have been appropriately recognised through OCI in the year ended 31st March, 2020. During the year ended 31st March, 2022, the company has sold its Investment in GSPL for a total consideration of ₹ 0.33 (₹'000)

3) The Company has made investment in technology start ups entity Taxitop Media Private Limited (TMPL) and it has been incurring continuous losses. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company has fully provided for impairment in the value of the investments in TMPL for ₹ 2084.70 ('000) which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended 31st March, 2021.

4) During the year, the Company has sold its entire Investments in Ideal Insurance Brokers Private Limited for an aggregate consideration of ₹ 5,000 (₹'000). The gain on the sale of Investments has been recognised in Other Comprehensive Income which cannot be re-classified to Profit and Loss.

NOTE 10 : NON-CURRENT FINANCIAL ASSETS - OTHERS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Application money paid towards securities*	-	2,443.88
Other Bank Balances:		
- In Bank Deposits #	728.63	690.55
- Interest accrued on Bank Deposits	-	-
Security deposits	2,377.65	-
TOTAL	3,106.28	3,134.43

*Application money paid towards securities

a. Catalist Inc

On 6th July, 2020, the company entered into a subscription agreement to acquire 3,75,000 shares of entity's Class B Common Stock at USD 0.01 each. As on 31st March, 2021 1,50,000 shares were allotted and the company has applied for the balance 2,25,000 shares. During the year ended 31st March, 2022, the balance 2,25,000 shares were allotted.

b. One Point Six Technologies Private Limited (formerly known as Leadstart Publishing Private Limited)

The Company has applied for 2100 Equity shares of ₹ 10 each as at 31st March, 2021 and were allotted during the year ended 31st March, 2022.

Under lien for corporate credit card facility.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 11 : NON-CURRENT ASSETS (NET)

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Prepaid Lease payments*	303.76	-
Tax Receivable from Govt. authorities	3,566.25	11,744.45
[Net of Provision for taxation - ₹ Nil (as at 31 st March, 21: ₹ Nil)]		
(Refer Note 22 for tax reconciliations)		
TOTAL	3,870.00	11,744.45

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 and will be amortised over the period of the lease.

NOTE 12 : CURRENT INVESTMENTS

INVESTMENTS IN MUTUAL FUNDS

₹ in '000

Particulars	Units		Amount	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Quoted				
Kotak Corporate Fund Direct Growth	2,138	15,901	6,696.95	47,457.54
Net asset value per unit as at 31 st March, 2022: ₹ 3132.88 (31 st March, 2021: ₹ 2,984.63)				
IDFC Cash Fund - Growth	53	53	137.14	132.61
Net asset value per unit as at 31 st March, 2022 ₹ 2570.94 (31 st March, 2021: ₹ 2485.99)				
IDFC Corporate Bond Fund - Direct Growth	35,75,314	35,75,314	57,348.75	54,586.82
Net asset value per unit as at 31 st March, 2022 ₹ 16.04 (31 st March, 2021: ₹ 15.27)				
IDFC Ultra Short-Term Fund - Direct Growth	11,13,465	11,13,465	13,819.21	13,329.40
Net asset value per unit as at 31 st March, 2022 ₹ 12.41 (31 st March, 2021: ₹ 11.97)				
Kotak Liquid Fund Growth	1,074	-	4,619.79	-
Net asset value per unit as at 31 st March, 2022 ₹ 4303.08 (31 st March, 2021: NA)				
Kotak Money Market Fund - Direct Plan Growth				
Net asset value per unit as at 31 st March, 2022 ₹ 3620.71 (31 st March, 2021: NA)	27,730	-	1,00,401.34	-
Edelweiss Nifty PSU Bond Plus SDL Index Fund - 2026 Direct Plan Growth	14,23,808	-	15,292.41	-
Net asset value per unit as at 31 st March, 2022 ₹ 10.74 (31 st March, 2021: NA)				
IDFC Money Manager Fund - Growth Direct Plan	20,12,309	-	70,271.23	-
Net asset value per unit as at 31 st March, 2022 ₹ 34.92 (31 st March, 2021: NA)				
TOTAL			2,68,586.83	1,15,506.37

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 12 : CURRENT INVESTMENTS *continued*

REDEEMABLE PREFERENCE SHARES

₹ in '000

Particulars	Amount	
	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted		
35,685 Redeemable Preference Shares in Rype Fintech Private Limited (31 st March, 2021: NIL)	356.85	-
TOTAL	356.85	-
GRAND TOTAL	2,68,943.68	1,15,506.37
Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments)	-	-
Aggregate Amount of Quoted Investments	2,67,247.13	1,08,806.45
Aggregate Market Value of Quoted Investments	2,68,943.68	1,15,506.37
Aggregate Provision for Impairment in the Value of Investments	-	-

NOTE 13 : TRADE RECEIVABLES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Trade Receivables considered good - Unsecured *	17,460.74	29,380.95
Trade Receivables with significant increase in credit risk	27,758.73	6,320.41
Less: Allowance for credit Impairment	(27,758.73)	(6,320.41)
	17,460.74	29,380.95
TOTAL	17,460.74	29,380.95
* Includes dues from related parties (Refer Related Party Transaction Note 34)	-	294.00

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 13 : TRADE RECEIVABLES *continued*

TRADE RECEIVABLES AGEING SCHEDULE

As at 31st March, 2022

₹ in '000

Particulars	Outstanding for following periods from due date of payments						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	4,088.80	6,404.60	4,967.03	1,817.77	182.54	-	17,460.74
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	22,027.52	3,260.48	2,246.08	224.64	27,758.72
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
Unbilled Revenue - Not due (Refer Note 16 below)							18,406.32

As at 31st March, 2021

₹ in '000

Particulars	Outstanding for following periods from due date of payments						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	2,029.88	25,633.16	1,241.37	182.54	294.00	-	29,380.95
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	1,153.01	3,357.39	1,810.01	-	6,320.41
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-	-
Unbilled Revenue - Not due (Refer Note 16 below)							26,970.78

NOTE 14 : CASH AND CASH EQUIVALENTS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Balances with Banks		
- In Current Accounts	1,17,534.66	8,780.91
Cash on Hand	1.51	7.94
TOTAL	1,17,536.16	8,788.85
Cash and cash equivalent as per Statement of Cash Flows	1,17,536.16	8,788.85

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 15 : OTHER BANK BALANCES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Balance with Banks in Fixed Deposits more than 3 months	-	19,999.90
Interest Accrued on Fixed deposits	-	999.58
TOTAL	-	20,999.48

NOTE 16 : CURRENT FINANCIAL ASSETS - OTHERS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unsecured, considered good		
Unbilled Revenue	18,406.32	26,970.78
Rental Security Deposits	2,690.43	1,225.63
Interest Accrued on Fixed deposits	21.05	24.84
Advance to staff	38.16	4.07
Other Receivables*	289.54	13.50
TOTAL	21,445.50	28,238.82
* Includes dues recoverable from related parties (Refer Related Party Transaction Note. 34)	-	-

NOTE 17 : OTHER CURRENT ASSETS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Considered good		
Prepaid expenses	334.59	277.44
Prepaid Lease Payments*	133.65	-
Advance to vendors	506.37	81.11
Project Expenses Recoverable	900.00	-
Balance with government authorities	2,309.02	989.05
TOTAL	4,183.62	1,347.60

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 and will be amortised over the period of the lease.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 18 : CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Authorised		
1,50,00,000 Equity Shares (31 st March, 2021: 1,50,00,000), ₹ 10 par value	1,50,000.00	1,50,000.00
Issued		
1,44,78,413 Equity Shares (31 st March, 2021: 1,37,05,298), ₹ 10 par value	1,44,784.13	1,37,052.98
Subscribed and Fully Paid up		
1,44,78,413 Equity Shares (31 st March, 2021: 1,37,05,298), ₹ 10 par value	1,44,784.13	1,37,052.98
TOTAL	1,44,784.13	1,37,052.98

NOTES:

A) THE RECONCILIATION OF NUMBER OF EQUITY SHARES OUTSTANDING AND THE AMOUNT OF SHARE CAPITAL AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	₹ in '000	No. of Shares	₹ in '000
Shares outstanding at the beginning of the year	1,37,05,298	1,37,052.98	1,37,05,298	1,37,052.98
Add: Shares issued during the year pursuant to preferential allotment	7,20,000	7,200	-	-
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	53,115	531.15	-	-
Shares outstanding at the end of the year	1,44,78,413	1,44,784.13	1,37,05,298	1,37,052.98

B) PREFERENTIAL ISSUE OF SHARES:

The Board of Director of the Company at their meeting held on 15th July, 2021, had approved the issue, offer and allot of upto 7,20,000 (Seven Lakh Twenty Thousand) Equity Shares at par value of ₹ 10 (Indian Rupees Ten) each fully paid up in dematerialised form by way of preferential allotment on a private placement basis for a cash consideration to Foreign Portfolio Investors – Category I (QIBs), at a price of ₹ 375 (Indian Rupees Three Hundred and Seventy Five) per share (including a premium of ₹ 365 Indian Rupees Three Hundred And Sixty Five) per share aggregating up to ₹ 27,00,00,000 (Indian

Rupees Twenty-Seven Crores only) ("Preferential Allotment"). Subsequently, the said Preferential Allotment has been approved by the shareholders by way of special resolution in the Extra Ordinary General Meeting held on 11th August, 2021. Further, on 24th August, 2021, the Company has allotted 7,20,000 Equity Shares to said Foreign Portfolio Investors – Category I (QIBs) at a price of ₹ 375 per share (including a premium of ₹ 365) per share aggregating to ₹ 27,00,00,000. The proceeds received from said preferential allotment has been partially invested in short term fixed deposits and debt mutual funds and balance in the bank as on 31st March, 2022. Further, the Company has received all the necessary approval from the

concerned stock exchanges in relation to listing and trading of said equity shares.

C) ISSUE OF SHARES UNDER ESOP SCHEMES:

During the year ended 31st March, 2022, the Company has issued and allotted 53,115 equity shares upon conversion of Stock Options granted pursuant to Xelpmoc Design and Tech Limited Employee Stock Option Scheme 2019.

Consequent to the allotments as stated in point (B) & (C), the paid-up capital of the Company stands increased to ₹ 14,47,84,130 comprising of 1,44,78,413 equity shares at face value of ₹ 10/- each.

D) INITIAL PUBLIC OFFER

During the year ended 31st March, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective 4th February, 2019.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 18 : CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL continued

D) INITIAL PUBLIC OFFER continued

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the company held on 30th September, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended 31st March, 2022 is as follows -

₹ in '000

Objects of the issue upon variation	Amount available for utilization upon variation	Utilised after variation of objects i.e. from 1 st October, 2020 till year ended 31 st March, 2021	Utilisation for the year ended 31 st March, 2022	Unutilised amount as on 31 st March, 2022
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-		8,613.40
Funding working capital requirements of the Company.	1,03,465.68	5,000.00	51,175.46	47,290.22
General Corporate purposes(including savings in offer related expenses)	10,202.56	1,000.00	-	9,202.56
Total	1,22,281.64	6,000.00	51,175.46	65,106.18

The details of the utilisation of the IPO proceeds as on 31st March, 2022 is as follows –

₹ in '000

Objects of the Issue for which IPO proceeds utilized as on 31 st March, 2022	Utilization upto 31 st March, 2022
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	1,261.79 ¹
Purchase of fit outs for new development centers and Hyderabad*	719.79 ²
Funding working capital requirements of the Company.	97,852.49 ³
General corporate purposes(including savings in offer related expenses)	36,526.93 ⁴
Total	1,36,361.00

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

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

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

³ ₹ 41,677.03 utilised before variation of the Objects of the Issue and ₹ 56,175.46 utilized after variation of the Objects of the Issue.

⁴ ₹ 35,526.93 utilised before variation of the Objects of the Issue and ₹ 1,000 utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at 31st March, 2022 temporarily invested in debt mutual funds ₹ 82,621.85** (₹ in '000s) and balance with banks ₹ 8,241.64 (₹ In '000s).

**Value stated represents investments which are marked to market as at 31st March, 2022.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 18 : CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL *continued*

E) TERMS / RIGHTS ATTACHED TO EQUITY SHARES:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

F) DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	% held	No. of Shares	% held
Sandipan Samiran Chattopadhyay	40,79,102	28.17%	40,79,102	29.76%
Srinivas Koora	24,18,698	16.71%	24,19,098	17.65%
Jaison Jose	8,41,290	5.81%	8,41,290	6.14%
TOTAL	73,39,090		73,39,490	

G) DETAILS OF SHARES HELD BY PROMOTERS:

As at 31st March, 2022

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	28.17%	0.00%
Srinivas Koora	24,19,098	(400)	24,18,698	16.71%	-0.02%
Jaison Jose	8,41,290	-	8,41,290	5.81%	0.00%
	73,39,490	(400)	73,39,090	50.69%	-0.02%

As at 31st March, 2021

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	29.76%	0.00%
Srinivas Koora	25,36,598	(1,17,500)	24,19,098	17.65%	-4.63%
Jaison Jose	8,41,290	-	8,41,290	6.14%	0.00%
	74,56,990	(1,17,500)	73,39,490	53.55%	-4.63%

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 18 : CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL *continued*

H) AGGREGATE NUMBER OF BONUS SHARES ISSUED, FOR CONSIDERATION OTHER THAN CASH DURING THE PERIOD OF 5 YEARS IMMEDIATELY PRECEEDING THE REPORTING DATE:

Particulars	As at	As at	As at	As at	As at	As at
	31 st March, 2022	31 st March, 2021	31 st March, 2020	31 st March, 2019	31 st March, 2018	31 st March, 2017
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Equity shares allotted as fully paid bonus shares by capitalisation of security premium	-	-	-	36,20,725	-	-

The Company by way of Special Resolution had recommended to capitalise a sum of ₹ 3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on 31st March, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹ 10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on 27th July, 2018 ("Record Date"), in proportion of 55 (Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

I) The Company has not paid any dividend in last 3 years.

J) CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The company has no borrowings as on the reporting date.

NOTE 19 : INSTRUMENTS ENTIRELY EQUITY IN NATURE

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	Rupees in '000	No. of Shares	Rupees in '000
Compulsory Convertible Preference Shares of 1 each	87,498	87.50	-	-
Shares outstanding at the end of the year	87,498	87.50	-	-

During the year, the Company has obtained Board and Shareholders approval respectively on 8th February, 2022 and 14th February, 2022, to issue, offer and allot 1,05,000, 0.01% Pre Series A Cumulative Compulsorily Convertible Preference Shares (CCPS) at Par value of ₹ 1/- each at an issue price of ₹ 600/- per share (Include Premium of ₹ 599/- each) aggregating to ₹ 6,30,00,000/- (Rupees Six Crore Thirty Lakhs Only), in one or more tranches, to the prospective Investors, on the Preferential Allotment basis.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 20 : OTHER EQUITY

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Securities Premium	5,39,317.40	2,13,734.65
Retained Earnings	(1,08,671.59)	19,930.49
Share Options Outstanding Account	78,097.74	10,393.70
Other Comprehensive Income	3,18,022.67	2,10,491.52
Share application money received pending allotment	120.00	-
TOTAL	8,26,886.22	4,54,550.36

OTHER RESERVES MOVEMENT

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Securities Premium		
Opening Balance	2,13,734.65	2,13,734.65
Addition during the year (net of issue expenses)	3,25,582.75	-
Closing Balance (A)	5,39,317.40	2,13,734.65
Retained Earnings		
Opening Balance	19,930.49	(21,073.07)
Profit for the year	(1,28,343.22)	40,787.45
Remeasurements of defined benefit plans	(258.86)	216.11
Closing Balance (B)	(1,08,671.59)	19,930.49

OTHER RESERVES MOVEMENT

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Shares Options Outstanding account		
Opening Balance	10,393.70	-
Share based payments to Employees (net)	67,704.04	10,393.70
Closing Balance (C)	78,097.74	10,393.70
Other Comprehensive Income		
Opening Balance	2,10,491.52	1,18,669.23
Net (loss)/gain on FVTOCI equity securities	1,07,531.15	91,822.29
Remeasurements of the net defined benefit Plans	(258.86)	216.11
Less : Remeasurements of the net defined benefit Plans Transferred to Retained Earnings	258.86	(216.11)
Closing Balance (D)	3,18,022.67	2,10,491.52
Shares Application money received pending allotment		
Opening Balance	-	-
Addition during the year	120.00	-
Less: Shares Issued during the year	-	-
Closing Balance (E)	120.00	-
TOTAL (A) + (B) + (C) + (D) + (E)	8,26,886.22	4,54,550.36

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 21 : NON-CURRENT PROVISIONS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Gratuity (Net)	1,897.94	1,024.76
Compensated absences (Net)	392.72	416.78
TOTAL	2,290.66	1,441.54

NOTE 22 : DEFERRED TAX LIABILITIES (NET)

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Deferred Tax Liability		
a) (Gain)/ Loss on Fair Value change of Financial assets	(1,14,609.39)	(88,310.67)
b) Unrealised gain on Mutual Funds	(4,098.34)	(4,470.57)
	(1,18,707.73)	(92,781.23)
Deferred Tax Assets		
a) Property, Plant and Equipment	251.29	326.63
b) Defined benefit obligations & Other long term employee benefits	677.67	540.31
c) Provision for doubtful debts	6,986.32	1,590.72
d) Other timing differences	767.75	218.17
	8,683.02	2,675.83
TOTAL	(1,10,024.71)	(90,105.41)

NOTE 22A : THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Current Tax:		
Current tax on profits for the year	45.02	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	45.02	-
Deferred Tax		
(Decrease)/ increase in deferred tax liabilities	(6,292.37)	532.16
Deferred tax (net)	(6,292.37)	532.16
Total income tax expense	(6,247.35)	532.16

CURRENT TAX AND DEFERRED TAX RELATED TO ITEMS RECOGNISED IN OTHER COMPREHENSIVE INCOME DURING THE YEAR:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net (loss)/gain on FVTOCI equity securities	26,298.72	23,647.81
Net (loss)/gain on remeasurements of defined benefit plans	(87.06)	72.68
TOTAL	26,211.66	23,720.49

RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Profit/(Loss) before income taxes	(1,34,590.57)	41,319.61
Indian statutory income tax rate	25.17%	25.17%
Expected income tax expense	(33,873.75)	10,399.32
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact of income not subject to tax		
a) Temporary Differences	(6,292.37)	532.16
b) Permanent Differences	8.72	68.93
Tax effects of amounts which are not deductible for taxable income	-	-
Impact due to change in the rate of corporate taxation	-	-
Others - rate differences	1,672.63	
Deferred tax on Profit / (Loss) for the year**	(29,262.73)	9,798.23
Total income tax expense	(33,873.75)	10,399.32

** No deferred tax assets have been created on unused tax losses in the absence of probable future taxable profits that will be available against which the unused tax losses can be utilised.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 22A : THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING: continued

DEFERRED TAX (LIABILITIES):

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(Gain) / Loss on Fair Value change of Financial assets	(26,298.72)	(23,647.81)
Unrealised gain on Mutual Funds	-	(1,686.24)
Property, Plant and Equipment	(75.34)	-
Total deferred tax (liabilities)	(26,374.06)	(25,334.05)

DEFERRED TAX ASSETS:

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Property, Plant and Equipment	-	0.89
Unrealised gain on Mutual Funds	372.23	-
Defined benefit obligations & Other long term employee benefits	137.36	226.00
Provision for doubtful debts	5,395.60	714.65
Other timing differences	549.58	139.87
Total deferred tax assets	6,454.76	1,081.41
Net Deferred tax (Liabilities) / Assets	(19,919.30)	(24,252.64)

MOVEMENT IN DEFERRED TAX LIABILITIES / ASSET

₹ in '000

Particulars	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities / Asset (net)
As at 31st March, 2020	(46,509.95)	(19,342.81)	(65,852.77)
Property, plant and equipment	0.89		0.89
(Gain) / Loss on Fair Value change of Financial assets		(23,647.81)	(23,647.81)
Unrealised gain on Mutual Funds	(1,686.24)		(1,686.24)
Defined benefit obligations & Other long term employee benefits	298.68	(72.68)	226.00
Provisional for Doubtful Debts	714.65		714.65
Other timing differences	139.87		139.87
As at 31st March, 2021	(47,042.10)	(43,063.30)	(90,105.41)

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 22A : THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING: continued

MOVEMENT IN DEFERRED TAX LIABILITIES / ASSET continued

₹ in '000

Particulars	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities / Asset (net)
Property, plant and equipment	-	-	-
(Gain) / Loss on Fair Value change of Financial assets		(26,298.72)	(26,298.72)
Unrealised gain on Mutual Funds	-	-	-
Defined benefit obligations & Other long term employee benefits	50.30	87.06	137.36
Provisional for Doubtful Debts	5,395.60		5,395.60
Other timing differences	549.58		549.58
As at 31st March, 2022	(41,046.63)	(69,274.96)	(1,10,321.59)

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

NOTE 23 : TRADE PAYABLES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Total outstanding dues of micro enterprises and small enterprises	344.28	205.73
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,087.85	1,434.88
TOTAL	4,432.12	1,640.61

As at 31st March, 2022

₹ in '000

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	48.47	295.81	-	-	-	344.28
Others	1,060.10	2,901.08	69.87	53.35	3.44	4,087.84
Disputed dues- MSME						
Disputed dues- Others						

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 23 : TRADE PAYABLES *continued*

As at 31st March, 2021

₹ in '000

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	48.69	157.04	-	-	-	205.73
Others	18.5	1,274.59	52.88	22.82	66.09	1,434.88
Disputed dues- MSME						
Disputed dues- Others						

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Principal amount remaining unpaid and not due for payment to MSME suppliers as at the end of the accounting year:	344.28	205.73
(ii) Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year:		
- Principal	Nil	Nil
- Interest	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

NOTE 24 : OTHER FINANCIAL LIABILITIES (CURRENT)

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Provision for expenses	11,913.01	6,836.76
Payable to employees*	6,811.11	4,059.76
Dues to Directors and Key Managerial Personnel*	933.06	572.23
TOTAL	19,657.17	11,468.74
* Includes dues to related parties (Refer Related Party Transaction Note. 34)	1,878.46	796.25

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 25 : OTHER CURRENT LIABILITIES

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
GST Payable (net)	-	256.95
Other Statutory dues	3,883.72	1,189.19
Advance from customer	-	-
TOTAL	3,883.72	1,446.14

NOTE 26 : CURRENT PROVISIONS

₹ in '000

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Gratuity (Net)	209.87	18.45
Compensated absences (Net)	192.03	184.60
TOTAL	401.90	203.05

NOTE 27 : REVENUE FROM OPERATIONS

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Sale of Services*	80,548.23	1,40,489.02
TOTAL	80,548.23	1,40,489.02
* Includes earnings in foreign currency	39,747.45	77,283.92

I) CONTRACT BALANCES AS AT:

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
Trade receivables	17,460.74	29,380.95
Contract Assets (Unbilled Revenue)	18,406.32	26,970.78
Contract Liabilities	-	-

II)

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	-	-
Invoice raised in the period from:		
Amounts included in the contract assets at the beginning of the period	26,485.56	11,701.36

III) REVENUE DISAGGREGATION BY GEOGRAPHY IS AS FOLLOWS:

₹ in '000

Geography	Year ended 31 st March, 2022	Year ended 31 st March, 2021
India	40,800.78	63,205.10
Others	39,747.45	77,283.92
TOTAL	80,548.23	1,40,489.02

IV) REVENUE DISAGGREGATION BY INDUSTRY VERTICAL IS AS FOLLOWS:

₹ in '000

Industry vertical	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Banking, Financial Services and Insurance		
Communication, Media and Technology	26,984.11	44,334.00
Ecommerce	13,812.00	1,004.99
Logistics	-	-
Retail and Consumer Business	2,925.00	1,544.21
Social Media	-	2,118.64
Education	21,587.20	85,037.25
Others	15,239.92	6,449.93
TOTAL	80,548.23	1,40,489.02

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 27 : REVENUE FROM OPERATIONS *continued*

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and

where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

As per Ind AS 115, unbilled revenues of ₹ 18,406.32 ('000s) for year ending 31st March, 2022 ₹ 26,970.78 ('000s) for year ending 31st March, 2021) has been considered as a financial asset.

NOTE 28 : OTHER INCOME

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net Gain on Foreign Currency Transactions and Translations	441.29	-
Miscellaneous Income	10.49	177.12
Interest Income	5,615.65	1,725.50
Realised / unrealised Gain on Mutual funds	6,591.10	9,483.74
Profit on sale of assets	17.53	-
TOTAL	12,676.06	11,386.35

NOTE 29 : EMPLOYEE BENEFITS EXPENSE

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Salaries and Wages*	55,090.75	44,316.55
Contribution to Provident and Other Funds*	1,282.99	1,484.33
Share based payments to Employees (Refer note 37(IV))	82,430.89	10,393.70
Staff Welfare Expenses*	702.87	158.55
TOTAL	1,39,507.50	56,353.13
* Includes payment to related party (Refer Related Party Transaction Note. 34)	6,992.00	8,336.40

NOTE 30 : FINANCE COSTS

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Interest cost on Lease Liability	-	470.57
TOTAL	-	470.57

NOTE 31 : DEPRECIATION AND AMORTISATION

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Depreciation on Right of Use assets	-	3,084.68
Depreciation and Amortisation - Other assets	893.15	1,915.88
TOTAL	893.15	5,000.56

NOTE 32 : OTHER EXPENSES

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Power and Fuel	290.46	576.20
Rent (Refer Note 35)	6,982.46	3,002.08
Rates and Taxes	1,234.41	2,409.70
Repairs and Maintenance		
- Buildings	272.23	757.49
- Others	799.00	582.43

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 32 : OTHER EXPENSES *continued*

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Utility Charges	540.00	45.00
Sales Promotion & Marketing Expense	350.25	395.46
Travelling & Conveyance	3,331.96	471.91
Communication Expenses	634.90	1,099.98
Auditors' Remuneration	1,395.24	1,141.42
Project Expenses	2,813.46	
Legal & Professional Charges*	38,430.48	31,216.14
Net Loss on Foreign Currency Transactions and Translations	-	174.60
Courier Expenses	82.67	45.65
Office Expenses	478.92	336.11
Software and subscription Expenses	2,707.72	3,247.46
Recruitment expense	900.51	72.67
Provision for diminution in value of Investments	-	-
Provision for Bad debts	23,023.68	2,839.52
Bad debts written off	1,585.37	-
Less: Provision for doubtful debts utilised	(1,585.37)	-
Loss on sale of Shares in Associates (net of provision)	300.67	
Goodwill on acquisition written off		13.73
Asset written off	1,776.02	-
Sundry balances written off	671.86	-
Miscellaneous expenses	329.11	145.52
TOTAL	87,346.00	48,573.09
* Includes payment to related party (Refer Related Party Transaction Note. 34)	1,200.00	4,785.00

Auditor's Remuneration

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
As Auditors	1,130.00	965.00
For Taxation matters	125.00	75.00
Certification and Other Services	140.24	85.00
For out of pocket expenses	-	16.42
TOTAL	1,395.24	1,141.42

NOTE 33 : EARNINGS PER SHARE

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net Profit After Tax (₹'000)	(1,28,343.22)	40,787.45
Number of Shares outstanding at the beginning of the year	1,37,05,298	1,37,05,298
Add: Shares issued during the year pursuant to preferential allotment	7,20,000	-
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	53,115	-
Less : Shares bought back during the year		-
Number of Shares outstanding at the end of the year	1,44,78,413	1,37,05,298
Weighted Average Number of Equity Shares		
For calculating Basic EPS	1,41,55,562	1,37,05,298
For calculating diluted EPS	1,45,79,231	1,37,54,404
Earnings Per Share Before and After Extraordinary Items		
(Face Value ₹ 10)		
Basic (₹)	(9.07)	2.98
Diluted (₹)	(8.80)	2.97

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES

A) RELATED PARTIES AND THEIR RELATIONSHIP

a) Subsidiary

Name of the Subsidiaries	Country	% Holding as at 31 st March, 2022	% Holding as at 31 st March, 2021
Signal Analytics Private Limited (From 1 st December, 2020)	India	100.00%	100.00%
Xelpmoc Design and Tech UK Limited (From 22 nd November, 2021)	United Kingdom	100.00%	Nil

b) Associates

Name of the Subsidiaries	Country	% Holding as at 31 st March, 2022	% Holding as at 31 st March, 2021
Madworks Ventures Private Limited	India	NIL	21.74%

c) Companies under common Control

Mihup Communication Private Limited

d) Key Management Personnel (KMP) and Relatives

i)	Sandipan Samiran Chattopadhyay	KMP	
ii)	Srinivas Koora	KMP	
iii)	Jaison Jose	KMP	
iv)	Vaishali Kondhbar	Company Secretary	
v)	Pranjal Sharma	Non-executive director	
vi)	Soumyadri Shekhar Bose	Non-executive director	
vii)	Bhavna Chattopadhyay	Relative of KMP	upto 31 st July, 2021

e) Independent Directors

i)	Premal Mehta	
ii)	Pratiksha Pingle	upto 15 th May, 2020
iii)	Tushar Trivedi	
iv)	Mrs. Karishma Bhalla	w.e.f. 14 th August, 2020

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES *continued*

B) THE RELATED PARTY TRANSACTIONS ARE AS UNDER :

₹ in '000

Particulars of Transactions	Total	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
(i) Transactions with Subsidiary, Associates & Joint Ventures		
Disposal of investment in equity & Preference shares		
Madworks Ventures Private Limited	72.22	-
(ii) Transactions with Key Managerial Personnel and Relatives		
Remuneration paid to directors and KMP (including employer's contribution to PF)		
Srinivas Koora	1,821.60	1,771.60
Sandipan Samiran Chattopadhyay	1,821.60	1,771.60
Jaison Jose	1,821.60	1,771.60
Vaishali Kondhbar	727.20	621.60
	6,192.00	5,936.40
Remuneration paid to Relatives of directors and KMP (including employer's contribution to PF)		
Bhavna Chattopadhyay	800.00	2,400.00
Loan repaid to Directors		
Srinivas Koora	-	153.00
Expenses incurred by directors & KMP		
Sandipan Samiran Chattopadhyay	34.08	
Srinivas Koora	876.20	85.76
Vaishali Kondbhar	18.41	7.03
Jaison Jose	33.43	-
Soumyadri Bose	79.75	
	1,041.86	92.79
Expenses incurred by relatives of directors & KMP		
Bhavna Chattopadhyay	4.69	381.85

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES *continued*

B) THE RELATED PARTY TRANSACTIONS ARE AS UNDER : *continued*

₹ in '000

Particulars of Transactions	Total	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Reimbursement of expenses to directors & KMP		
Sandipan Samiran Chattopadhyay	73.94	265.17
Srinivas Koorra	485.31	1,347.00
Jaison Jose	33.43	40.96
Vaishali Kondbhar	21.42	4.01
Soumyadri Bose	79.75	
	693.85	1,657.14
Reimbursement of Expenses to relatives of directors & KMP		
Bhavna Chattopadhyay	94.85	297.40
Settlement of liabilities by entity on behalf of related party and recovered		
Sandipan Samiran Chattopadhyay	14.15	23.30
Sitting Fees		
Premal Mehta	97.50	97.50
Pratiksha Pingle	-	-
Tushar Trivedi	105.00	105.00
Karishma Bhalla	37.50	22.50
	240.00	225.00
Corporate Strategy & Advisory Fees		
Pranjal Sharma	480.00	480.00
Soumyadri Bose	480.00	4,080.00
	960.00	4,560.00
Purchase of Shares (Investments) from Directors / KMP		
Srinivas Koorra (Refer Note c below)	-	10.00
Jaison Jose (Refer Note c below)	-	10.00
	-	20.00

Notes

- Transactions with the related parties have been reported since the date they become related.
- The above figure of managerial remuneration excludes provision for retirement benefits which is done for the company as a whole.
- Company has purchased 10,000 Equity Shares of Signal Analytics Private Limited each from Mr. Srinivas Koorra and Jaison Jose for ₹ 10,000 each.
- Company has subscribed 100 Equity shares of £1 each in Xelpmoc Design and Tech UK Limited.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 34 : RELATED PARTY DISCLOSURES *continued*

B) THE RELATED PARTY TRANSACTIONS ARE AS UNDER :

₹ in '000

Particulars	Subsidiary/Associate Company/Joint Venture		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Outstanding Balances										
Receivables										
Trade Receivables										
Madworks Venture Private Limited	-	294.00	-	-	-	-	-	-	-	294.00
Payables										
Short Term borrowings										
Srinivas Koora	-	-	-	-	-	-	-	-	0.05	0.05
Remuneration Payable to Directors & KMP										
Srinivas Koora	-	-	-	-	128.56	127.69	-	-	128.56	127.69
Sandipan Samiran Chattopadhyay	-	-	-	-	126.21	125.27	-	-	126.21	125.27
Jaison Jose	-	-	-	-	129.86	129.03	-	-	129.86	129.03
Vaishali Kondhbar	-	-	-	-	61.20	48.00	-	-	61.20	48.00
Remuneration Payable to relative of Directors & KMP										
Bhavna Chattopadhyay	-	-	-	-	-	141.89	-	-	-	141.89
Fees Payables to Independent Directors										
Pranjal Sharma	-	-	-	-	-	-	518.40	-	518.40	-
Soumyadri Shekhar Bose	-	-	-	-	-	-	432.00	-	432.00	-
Expenses reimbursement Payable to Directors & KMP										
Srinivas Koora	-	-	-	-	482.23	91.33	-	-	482.23	91.33
Sandipan Samiran Chattopadhyay	-	-	-	-	-	39.87	-	-	-	39.87
Jaison Jose	-	-	-	-	-	-	-	-	-	-
Vaishali Kondhbar	-	-	-	-	-	3.02	-	-	-	3.02
Expenses reimbursement Payable to Relative of Directors & KMP										
Bhavna Chattopadhyay	-	-	-	-	-	90.16	-	-	-	90.16

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 35 : LEASES

During the year ending 31st March, 2021, the Company amortised the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss.

The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

The Company's significant leasing agreements are in respect of operating lease for office premises which are not non-cancellable and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended 31st March, 2022 is ₹ 6,982.46 (previous year ended 31st March, 2021:4,048.82).

The Ministry of Corporate affairs vide notification dated 24th July, 2020 has amended Ind AS 116 to provide a practical expedient in respect of treatment of Covid-19 pandemic related rent concessions. The Company has elected to apply the practical expedient available and has not assessed whether the rent concession amounts to lease modification. For the reporting period, lease concession amounting to NIL for the year ended 31st March, 2022 (₹ 1,193.40 (₹ in 1000s) for the year ended 31st March, 2021) as per the practical expedient provided by Ind AS 116.

NOTE 36 : HEDGING CONTRACTS

The uncovered foreign exchange exposure:

Name of the Subsidiaries	Currency	₹ in '000	
		As at 31 st March, 2022	As at 31 st March, 2021
Receivables	UK Pounds	1,721.50	-
Receivables	US Dollars	23,888.34	487.53
Payables	UK Pounds	432.21	-

NOTE 37 : EMPLOYEE BENEFITS

A) DEFINED CONTRIBUTION PLAN

Provident Fund and Employee State Insurance (ESIC):

The contributions to the Provident Fund and ESIC of certain employees are made to a Government administered Provident Fund and ESIC and there are no further obligations beyond making such contribution on the company

B) DEFINED BENEFIT PLAN

Gratuity:

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

C) AMOUNTS RECOGNISED AS EXPENSE:

I) Defined Contribution Plan

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,191.30 ('000) (31st March, 2021: ₹ 1,382.41 ('000)) has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

- Gratuity cost amounting to ₹ 718.69 ('000) (31st March, 2021: ₹ 462.31 ('000)) has been included in Note 29 under the head of employee benefit expenses.
- Remeasurement (gain)/loss on defined benefit plan amounting to ₹ 345.92 ('000) (31st March, 2021: ₹ (288.79) ('000)) is credited to statement of Other comprehensive Income

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

The amounts recognised in the Company's financial statements as at year end are as under:

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
i) Change in Present Value of Obligation		
Present value of the obligation at the beginning of the year	1,043.21	869.70
Current Service Cost	635.29	392.96
Interest Cost	83.40	69.34
Actuarial Gain / (Loss) on Obligation- Due to Change in Demographic Assumptions		
Actuarial Gain / (Loss) on Obligation- Due to Change in Financial Assumptions	(54.72)	(481.20)
Actuarial Gain / (Loss) on Obligation- Due to Experience	400.63	192.40
Benefits Paid		
Present value of the obligation at the end of the year	2,107.81	1,043.21
ii) Change in Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Return on plan assets excluding interest income	-	-
Benefits Paid	-	-
Fair value of Plan Assets at the end of the year	-	-
iii) Amounts Recognised in the Balance Sheet:		
Present value of Obligation at the end of the year	2,107.81	1,043.21
Fair value of Plan Assets at the end of the year	-	-
Funded status - Deficit	2,107.81	1,043.21
Net Liability recognised in the Balance Sheet	2,107.81	1,043.21
iv) Amounts Recognised in the Statement of Profit and Loss:		
Current Service Cost	635.29	392.96
Interest Cost on Obligation	83.40	69.34
Net Cost Included in Personnel Expenses	718.69	462.31
v) Recognised in other comprehensive income for the year		
Actuarial Gain / (Loss) on Obligation	345.92	(288.79)
Return on plan assets excluding interest income	-	-
Recognised in other comprehensive income	345.92	(288.79)

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

The amounts recognised in the Company's financial statements as at year end are as under:

Particulars	31 st March, 2022	31 st March, 2021
vi) Actuarial Assumptions		
i) Discount Rate	6.70%	6.17%
ii) Salary Escalation Rate	12.00% p.a.	12.00% p.a.
iii) Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	216.79	19.01
2nd Following Year	296.21	46.83
3rd Following Year	286.26	158.34
4th Following Year	299.48	208.26
5th Following Year	278.18	226.80
Sum of Years 6 To 10	1,169.79	761.75

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	31 st March, 2022		31 st March, 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (100 basis points)	(96.94)	105.33	(66.27)	67.96
Future salary growth (100 basis points)	91.30	(92.83)	65.64	(64.69)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

ix) Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Stress Testing of Assets	Not Applicable
Investment Strategy	Not Applicable
Comment on Quality of Assets	Not Applicable
Management Perspective of Future Contributions	As per Actuarial calculation

x) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

III) Compensated absences

The leave obligations cover the company's liability for earned leave.

The company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

₹ in '000

Particulars	31 st March, 2022	31 st March, 2021
The Actuarial Liability in respect of the compensated absence of earned leave	584.76	601.38
Less: Plan assets	-	-
Net obligation	584.76	601.38
Significant Assumptions		
Discounting Rate	6.70%	6.17%
Salary escalation Rate	12%	12%
Retirement Age	58 Years	58 Years

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

(IV) Employee Stock Option Plan (ESOP):

Xelpmoc Design & Tech Employee Stock Option Scheme 2019 ("ESOP 2019"):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on 27th September, 2019, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on 6th August, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). Further, the Company has obtained Shareholders approval through postal ballot by special resolution dated 19th February, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option. The Option granted under ESOP 2019 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee / Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on 31st July, 2020 and 23rd June, 2020 respectively.

Xelpmoc Design & Tech Employee Stock Option Scheme 2020 ("ESOP 2020"):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on 30th September, 2020, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs Only) representing nearly 3.65% of the paid up equity share capital of the Company as on 14th August, 2020, exercisable into 5,00,000 (Five Lakhs Only) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). The Option granted under ESOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on 11th January, 2021 and 4th January, 2021 respectively.

The summary of grants during the years ended 31st March, 2022 and 31st March, 2021 is as follows:

ESOP Scheme 2019:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
7 th November, 2020	82,231	10	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
7 th November, 2020	15,500	56	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
15 th March, 2021	2,12,432	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
15 th March, 2021	2,05,580	10	Vesting will start after 1 year of grant and options will be vested in 3 years in the ratio of 33:33:34
2 nd March, 2022	40,000	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
2 nd March, 2022	1,27,686	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
2 nd March, 2022	20,000	300	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

ESOP Scheme 2020:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
2 nd March, 2022	3,05,000	150	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
2 nd March, 2022	32,000	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
2 nd March, 2022	68,528	375	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

Subject to terms and condition of the schemes, options are classified into below mentioned categories

Particulars	ESOP Scheme 2019							ESOP Scheme 2020		
	Option 1	Option 2	Option 3	Option 4	Option 5	Option 6	Option 7	Option 8	Option 9	Option 10
No. of options	82,231	15,500	2,12,432	2,05,580	40,000	1,27,686	20,000	3,05,000	32,000	68,528
Method of accounting	Fair value							Fair value		
Vesting plan	2 years	2 years	2 years	3 years	2 years	4 years	4 years	4 years	4 years	4 years
Grant date	7 th November, 2020	7 th November, 2020	15 th March, 2021	15 th March, 2021	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022
Exercise Period	Upto 7 years from the respective date of vesting							Upto 7 years from the respective date of vesting		
Grant/Exercise price (₹)	10	56	19	10	19	200	300	150	200	375
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity

Exercise period, would commence from the date of options are vested and will expire at the end of 7 years from the date of vesting.

The carrying amount of Employee stock options reserve as at 31st March, 2022 is ₹ 78,097.74 ('000) (31st March, 2021 - ₹ 10,393.70 ('000)). The expenses (net of reversal) recognised for employee services received during the year is ₹ 82,430.89 ('000) (31st March, 2021 - ₹ 10,393.70 ('000))

Movement of options granted:

Particulars	For the year ended 31 st March, 2022		For the year ended 31 st March, 2021	
	Weighted average price per share	Number of options	Weighted average price per share	Number of options
ESOP 2019				
Outstanding at the beginning of the year	13.82	5,00,243	-	-
Granted during the year	172.08	1,87,686	15.09	5,15,743
Forfeited/ surrendered during the year	10.00	41,116	56.00	15,500
Exercised during the year	11.66	65,115	-	-
Outstanding at the end of the year	65.60	5,81,698	13.82	5,00,243
Exercisable at the end of the year	15.65	1,50,057		

Additional disclosures -

Weighted Average remaining contractual Life (in years)	8.22 years	8.61 years
Weighted Average Fair value of Options as on date of grant	244.12	265.91

Movement of options granted:

Particulars	For the year ended 31 st March, 2022		For the year ended 31 st March, 2021	
	Weighted average price per share	Number of options	Weighted average price per share	Number of options
ESOP 2020				
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	191.97	4,05,528	-	-
Forfeited/ surrendered during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	191.97	4,05,528	-	-
Exercisable at the end of the year	-	-		

Additional disclosures -

Weighted Average remaining contractual Life (in years)	9.49 years	N.A
Weighted Average Fair value of Options as on date of grant	181.06	N.A

Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 395.25 (31st March, 2021 - NIL)

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 37 : EMPLOYEE BENEFITS *continued*

The model inputs for fair value of option granted as on the grant date

Inputs	ESOP Scheme 2019					ESOP Scheme 2020				
	Option 1	Option 2	Option 3	Option 4	Option 5	Option 6	Option 7	Option 8	Option 9	Option 10
Grant date	7 th November, 2020	7 th November, 2020	15 th March, 2021	15 th March, 2021	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022	2 nd March, 2022
Exercise price (₹)	10	56	19	10	19	200	300	150	200	375
Dividend yield	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Risk free interest rate	3.81%	3.81%	4.49%	4.71%	6.81%	6.86%	6.86%	6.86%	6.86%	6.86%
Historical volatility	49.16%	49.16%	46.58%	46.58%	52.25%	52.25%	52.25%	52.25%	52.25%	52.25%
Fair value per option (₹)	282.41	254.11	259.63	265.81	265.81	265.81	265.81	265.81	265.81	265.81
Valuation Model used	BLACK SCHOLES					BLACK SCHOLES				

NOTE 38 : FINANCIAL INSTRUMENTS

A. ACCOUNTING CLASSIFICATION AND FAIR VALUES

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ in '000

As at 31 st March, 2022	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	6,22,562.66	-	6,22,562.66	-	-	6,22,562.66	6,22,562.66
Others	-	-	3,106.28	3,106.28	-	-	3,106.28	3,106.28
Current								
Current Investments	3,20,154.32			3,20,154.32	3,20,154.32	-	-	3,20,154.32
Trade receivables	-	-	17,460.74	17,460.74	-	-	17,460.74	17,460.74
Cash and cash equivalents	-	-	1,17,536.16	1,17,536.16	-	-	1,17,536.16	1,17,536.16
Other Bank Balances			-	-			-	-
Other Current Financial Assets	-	-	21,445.50	21,445.50	-	-	21,445.50	21,445.50
	3,20,154.32	6,22,562.66	1,59,548.68	11,02,265.66	3,20,154.32	-	7,82,111.34	11,02,265.66

Notes to the Consolidated Financial Statements *continued*as at and for the year ended 31st March, 2022**NOTE 38 : FINANCIAL INSTRUMENTS** continued**A. ACCOUNTING CLASSIFICATION AND FAIR VALUES** continued

₹ in '000

As at 31 st March, 2022	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities								
Non Current								
Lease Liabilities			-	-			-	-
Current								
Trade and other payables	-	-	4,432.12	4,432.12	-	-	4,432.12	4,432.12
Other Current Financial Liabilities	-	-	19,657.17	19,657.17	-	-	19,657.17	19,657.17
	-	-	24,089.29	24,089.29	-	-	24,089.29	24,089.29

₹ in '000

As at 31 st March, 2021	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	4,75,172.17	441.10	4,75,613.27	-	-	4,75,613.27	4,75,613.27
Others	-	-	3,134.43	3,134.43	-	-	3,134.43	3,134.43
Current								
Current Investments	1,15,506.37			1,15,506.37	1,15,506.37	-	-	1,15,506.37
Trade receivables	-	-	29,380.95	29,380.95	-	-	29,380.95	29,380.95
Cash and cash equivalents	-	-	8,788.85	8,788.85	-	-	8,788.85	8,788.85
Other Bank Balances			20,999.48	20,999.48			20,999.48	20,999.48
Other Current Financial Assets	-	-	28,238.82	28,238.82	-	-	28,238.82	28,238.82
	1,15,506.37	4,75,172.17	90,983.63	6,81,662.17	1,15,506.37	-	5,66,155.80	6,81,662.17

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 38 : FINANCIAL INSTRUMENTS *continued*

A. ACCOUNTING CLASSIFICATION AND FAIR VALUES *continued*

₹ in '000

As at 31 st March, 2021	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities								
Non Current								
Lease Liabilities			-	-			-	-
Current								
Trade and other payables	-	-	1,640.61	1,640.61	-	-	1,640.61	1,640.61
Lease Liabilities			-	-			-	-
Other Current Financial Liabilities	-	-	11,468.74	11,468.74	-	-	11,468.74	11,468.74
	-	-	13,109.35	13,109.35	-	-	13,109.35	13,109.35

* **Note:** Includes investment in equity instruments in Associate company which are valued at cost

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 38 : FINANCIAL INSTRUMENTS *continued*

B. MEASUREMENT OF FAIR VALUES

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the equity instruments.
	Market Comparable Method (MCM)	The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc.	An average of the performances of the comparable companies / businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments.
Investment in preference shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows	A 1% increase or decrease in the estimated discounted cash flow of the company is not likely to have any significant impact on the fair valuation of the preference instruments.

Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

₹ in '000

Particulars	Total
Opening Balance (1st April, 2020)	3,48,871.00
Gain/(loss) recognised in OCI (unrealised)	1,15,470.10
Share of net loss in associates and Joint Ventures	(158.41)
Purchases	11,444.31
Provision for diminution in value of Investments	-
Goodwill on acquisition written off	(13.73)
Closing Balance (31st March, 2021)	4,75,613.27
Opening Balance (1st April, 2021)	4,75,613.27
Gain/(loss) recognised in OCI (unrealised)	1,29,097.48
Purchases	18,917.80
Less: Sale of Investments	709.04
Less: Redeemable Preference shares reclassified to Current Investments	356.85
Closing Balance (31st March, 2022)	6,22,562.66

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at 31st March, 2022 and 31st March, 2021 as below:

Particulars	Currency	₹ in '000	
		31 st March, 2022	31 st March, 2021
Financial assets			
Trade receivables	GBP	1,721.50	-
	USD	23,888.34	487.53
		25,609.83	487.53
Other Trade payables	GBP	432.21	-
	USD	-	-

The following significant exchange rates have been applied during the year.

Particulars	Spot rate as at	
	31 st March, 2022	31 st March, 2021
UK Pound INR	0.010	0.010
US Dollar INR	0.013	0.014

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT *continued*

(iii) Management of currency risk: *continued*

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at 31st March, 2022 and 31st March, 2021 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ in '000

Effect in INR	Profit or loss	
	Strengthening	Weakening
31st March, 2022		
5% movement		
UK Pound Vs INR	64.46	(64.46)
US Dollar Vs INR	1,194.42	(1,194.42)
	1,258.88	(1,258.88)

₹ in '000

Effect in INR	Profit or loss	
	Strengthening	Weakening
31st March, 2021		
5% movement		
UK Pound Vs INR	-	-
US Dollar Vs INR	24.38	(24.38)
	24.38	(24.38)

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, advances to employees and other receivables. The risk of default is assessed as low.

Security deposits includes amounts due in respect of certain lease contracts.

The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks

Credit risk for trade receivables is evaluated as follows

Expected credit loss for trade receivables and unbilled revenue under simplified approach

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT *continued*

B. MANAGEMENT OF CREDIT RISK: *continued*

As at 31st March, 2022

₹ in '000

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	37,487.95	7,731.51	45,219.46
Expected credit loss rate	58.76%	74.13%	61.39%
Expected credit loss (provision for credit loss)	(22,027.52)	(5,731.20)	(27,758.72)
Carrying amount of trade receivables	15,460.43	2,000.31	17,460.74

As at 31st March, 2021

₹ in '000

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	30,057.42	5,643.94	35,701.36
Expected credit loss rate	3.84%	91.56%	17.70%
Expected credit loss (provision for credit loss)	(1,153.01)	(5,167.40)	(6,320.41)
Carrying amount of trade receivables	31,210.43	476.54	29,380.95

Management believes that the unimpaired amounts are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

₹ in '000

Trade Receivables Impairments	Total
Balance as at 1st April, 2020	3,480.89
Receivables considered doubtful	2,839.52
Foreign exchange translation on receivables considered doubtful	-
Amount written off	-
Balance as at 31st March, 2021	6,320.41
Balance as at 1st April, 2021	6,320.41
Receivables considered doubtful	23,023.68
Foreign exchange translation on receivables considered doubtful	-
Amount written off	(1,585.37)
Balance as at 31st March, 2022	27,758.72

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 39 : FINANCIAL RISK MANAGEMENT *continued*

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

31 st March, 2022	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade and other payables	4,432.12	4,432.12	4,432.12	-	-	-
Other Financial Liabilities	19,657.17	19,657.17	19,657.17	-	-	-
Lease Liabilities	-	-	-	-	-	-

31 st March, 2021	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade and other payables	1,640.61	1,640.61	1,640.61	-	-	-
Other Financial Liabilities	11,468.74	11,468.74	11,468.74	-	-	-
Lease Liabilities	-	-	-	-	-	-

NOTE 40 : OTHER RISK - IMPACT OF COVID 19

The on-going COVID-19 pandemic resulting in global crisis, forcing governments to enforce periodic lock-downs of all economic activity. For the Company, the focus remains in ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

The Company believes strongly that it would be able to quickly adapt the changes on an on-going basis in the current pandemic situation, however, the impact on future revenue streams could come from

- Any fundamental changes in the Client's consumer behaviour, supply chain and routes to market.
- the inability of our clients to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers.
- Clients postponing their discretionary spends due to change in priorities.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 40 : OTHER RISK - IMPACT OF COVID 19 continued

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID – 19 is a continuous process given the uncertainties associated with it.

The Company has considered the effect of changes, if any, in both counterparty credit risk and own credit risk due to COVID - 19.

The Financial assets carried at fair value as at March, 2022 is ₹ 1,102,265.66 ('000) (31st March, 2021 is ₹ 681,662.17 ('000)). A significant part of the Non - Current Investments in Portfolio companies are classified at Level 3. The fair value of such Non-current investments ₹ 622,562.66 (31st March, 2021 ₹ 475,172.17 ('000)) is marked to an active market which factors the uncertainties arising out of COVID-19.

The Current Investments carried at fair value as at 31st March, 2022 ₹ 320,154.32 ('000) (31st March, 2021 ₹ 115,506.37 ('000)) are mainly investments in debt mutual funds and accordingly, any significant volatility is not expected.

Financial assets of ₹ 118,264.79 ('000) as at 31st March, 2022 (₹ 29,788.33 ('000) as at 31st March, 2021) carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks with no significant credit risk. Trade receivables of ₹ 17,460.74 (29,380.95) ('000) as at 31st March, 2021) forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable.

NOTE 41 : SEGMENT REPORTING

OPERATING SEGMENT

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue from software development services	80,548.23	1,40,489.02

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108

- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 62,292.56 (₹ In 000s) (31st March, 2021; ₹ 111,776.56 (₹ In 000s)) are derived from four customers (31st March, 2021; three customers) who contributed more than 10% of the Company's total revenue from software development services.

GEOGRAPHICAL SEGMENT

₹ in '000

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue for software development services;		
- India	40,800.78	63,205.10
- Outside India	39,747.45	77,283.92
	80,548.23	1,40,489.02

There are no Non-Current Assets located outside India. All the assets of the Company are located in India.

NOTE 42 : OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of India Act, 1934.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 43 :

I. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III OF COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARIES AND ASSOCIATES

No	Name of the Enterprise	Year ended 31 st March, 2022						Year ended 31 st March, 2021					
		Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Share in Other Comprehensive Income (OCI)		Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Share in Other Comprehensive Income (OCI)	
		As a % of consolidated Net Assets	In ₹ '000	As a % of consolidated Profit & Loss	In ₹ '000	As a % of consolidated OCI	In ₹ '000	As a % of consolidated Net Assets	In ₹ '000	As a % of consolidated Profit & Loss	In ₹ '000	As a % of consolidated OCI	In ₹ '000
I	Parent												
	Xelpmoc Design and Tech Private Limited	94.63%	9,19,583.52	100.03%	(1,28,375.58)	100.00%	1,07,272.30	99.77%	5,90,254.80	100.58%	41,024.69	100.00%	92,038.40
II	Subsidiary												
	Signal Analytics Private Limited	5.40%	52,440.40	(0.29%)	376.56	0.00%	-	0.15%	907.44	(0.19%)	(78.83)	-	-
	Xelpmoc Design and Tech UK Private Limited	(0.03%)	(266.07)	0.22%	(275.99)	0.00%	-	0.00%	-	-	-	0.00%	-
III	Associate												
	Madworks Venture Private Limited	0.00%	-	0.05%	(68.21)	0.00%	-	0.07%	441.10	(0.39%)	(158.41)	0.00%	-
			9,71,757.85		(1,28,343.22)		1,07,272.30		5,91,603.34		40,787.45		92,038.40

II. INVESTMENT IN SUBSIDIARY, ASSOCIATES

The group's interest in associate is accounted for using the equity method in the consolidated financial statements. The financial statements of the subsidiary, a group company is consolidated on a line-by-line basis and intra-group balances and transactions are eliminated upon consolidation.

The following table illustrate the summarised financial information of the Group's investment in subsidiary and Associate.

₹ in '000

Summarised Balance sheet	As at 31 st March, 2022		As at 31 st March, 2021	
	Subsidiary	Associate	Subsidiary	Associate
Current assets	53,043.42	-	995.74	377.95
Non current assets	-	-	-	1,708.50
Current liabilities	809.33	-	88.3	3,196.41
Non current liabilities	59.76	-	-	-

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 43 :

II. INVESTMENT IN SUBSIDIARY, ASSOCIATES continued

Summarised Balance sheet	As at 31 st March, 2022		As at 31 st March, 2021	
	Subsidiary	Associate	Subsidiary	Associate
Equity	52,174.33	-	907.44	(1,109.96)
Proportion of group ownership	100%	0.00%	100%	21.74%
Group share in equity	52,174.33	-	907.44	-241.31
Goodwill on acquisition	13.73	-	13.73	-
Loss absorbed/(Reserves)	(51,178.09)	-	78.83	682.41
Carrying amount of investments	1,009.97	-	1,000	441.10

NOTE 44 : COMMITMENTS AND CONTINGENCIES

₹ in '000

Commitments (to the extent not provided for)	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Capital commitment for Investment in Optionally Convertible Preference shares (OCPS)	-	241.52
Purchase of Capital assets	487.27	

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13th November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

NOTE 45 : EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. 31st March, 2022 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 46 : RATIO ANALYSIS

Sr. No.	Ratio	Numerator	Denominator	31 st March, 2022	31 st March, 2021	% Change	Reasons for Variance
1	Current Ratio	Current Asset	Current Liabilities	16.94	13.84	22%	Increase in Current Assets mainly due to raising of funds by way of preferential allotment.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	-	-	N.A.	No Debt during the year.
3	Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after tax + Non-Cash Operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	-	0.01	-100%	No Long Term Lease Finance cost during FY 21-22
4	Return on Equity Ratio	Net Profit after tax - Preference Dividend	Average Shareholder's Equity	(0.16)	0.08	-309%	The Company has incurred loss during the year .
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	N.A.	N.A.	N.A.	N.A.
6	Trade Receivable turnover ratio	Net Credit Sales = Gross Credit Sales - Sales returns	Average Trade Receivable	3.44	7.15	-52%	Mainly due to significant reduction in Revenue during the year.
7	Trade Payable turnover ratio	Net Credit Purchase = Gross Credit Purchase - Purchase returns	Average Trade Payables	27.61	31.79	-13%	No significant deferral of the payment during the year.
8	Net Capital Turnover Ratio	Net Sales = Total Sales - Sales Return	Working Capital = Current Assets - Current Liabilities	0.18	0.74	-76%	mainly due to increase in net working capital.
9	Net Profit Ratio	Net Profit	Net Sales = Total Sales - Sales Return	(1.59)	0.29	-649%	On account of Loss during the year
10	Return on Capital Employed Ratio	Earning before interest and tax	Capital employed = Tangible Networth + Total Debt + Deferred Tax	(0.18)	0.10	-276%	On account of Loss during the year
11	Return on Investment	Interest (Finance Income)	Investments	0.04	0.09	-57%	Decrease in return due to increase in interest rate and fall in bond price

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

NOTE 47 : RECENT PRONOUNCEMENT

On 24th March, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1st April, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

BALANCE SHEET:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable

property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

STATEMENT OF PROFIT AND LOSS:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the consolidated financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

NOTE 48 : SUBSIDIARIES

During the year, the Board of Directors reviewed the affairs of the subsidiaries, in accordance with Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended in the Board's report.

NOTE 49 : DISCLOSURE AS PER SCHEDULE III OF THE COMPANIES ACT 2013

- The Group doesn't hold any immovable property whose title deeds are not held in the name of the Group.
- The Group does not have any benami properties. There are no proceedings initiated or pending against the Group for holding Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules thereunder.

iii) The Group doesn't hold any Investment property hence the fair value of investment property (as measured for disclosure purposes in the financial statements) based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

iv) The Group has not revalued its Property, Plant and Equipment (including Right of use assets) hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

v) The Group has not revalued its intangible assets hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

vi) The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

vii) The Group is not declared as a 'wilful defaulter' by any bank or financial institution or other lender, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

viii) The Group does not have any transactions and there are no outstanding balance with struck off companies under section 248 of Companies Act 2013 or section 560 of Companies Act 1956.

ix) There is no charges or satisfaction yet to be registered with Registrar of Companies (ROC).

x) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

xi) The Group has not borrowed funds from Banks or Financial institutions, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable

xii) The Group has not invested (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies) including Foreign entities (Intermediaries), hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable

xiii) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable

xiv) The Group has not advanced or loaned or invested funds to any other person(s)

Notes to the Consolidated Financial Statements *continued*

as at and for the year ended 31st March, 2022

- or entity(ies), including foreign entity(ies) (intermediaries) with the understanding that the intermediary shall;
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or
- b) provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.
- xv) The Group has not received any fund from any other person(s) or entity(ies), including foreign entity(ies) (funding party) with the understanding (whether recorded in writing or otherwise) that the funding party shall;
- a) 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
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- xvi) The Group has no such transactions which are not reported 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), unless there is immunity for disclosure under any scheme and the company also has no such previously unrecorded income and related assets which needs to be recorded in the books of account during the year.
- xvii) The company is not covered under section 135 of the Companies Act, 2013 in the current Financial year, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.
- xviii) The Group has not traded or invested in crypto currency or virtual currency, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

For JHS & Associates LLP

Chartered Accountants
Firm Registration No.
133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala

Partner
Membership No.: 105711
Place: Mumbai
Date: 29th May, 2022

Sandipan Chattopadhyay

Managing Director and Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: 29th May, 2022

Srinivas Koora

Whole Time Director and Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: 29th May, 2022

Jaison Jose

Whole Time Director
DIN: 07719333
Place: Mumbai
Date: 29th May, 2022

Vaishali Kondbhar

Company Secretary
Place: Mumbai
Date: 29th May, 2022



XELPMOC DESIGN AND TECH LIMITED

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