



July 28, 2023

To,  
The Manager,  
**BSE SME Platform**  
Department of Corporate Services  
25<sup>th</sup> Floor, P.J. Towers, Dalal Street  
Fort, Mumbai - 400 001  
Fax No. 022-2272- 8806/8893/8464/5022/8424  
Email: bsesme.info@bseindia.com

BSE Scrip Code: **543897**

**Subject: Notice of the 7<sup>th</sup> Annual General Meeting of the Company and submission of Annual Report for the Financial Year 2022-23**

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2022-23 along with the Notice convening the 7<sup>th</sup> Annual General Meeting scheduled to be held on Monday, 21<sup>st</sup> August, 2023 at 11:00 A.M. (IST) at registered office of the company at office no. 107, prime plaza, j.v. patel compound, b.m. road, opp. Elphinstone stn. Mumbai -400013, Maharashtra, India. The said Notice forms part of the Annual Report 2022-23 and is being sent through electronic mode to the shareholders of the Company.

The aforesaid Annual Report is also available on website of the Company at <https://www.sancodetech.com/>

The above is for your information and record.

Thanking You,

**Yours faithfully,**

**FOR SANCODE TECHNOLOGIES LIMITED**

MIHIR  
DEEPAK  
VORA

Digitally signed  
by MIHIR DEEPAK  
VORA  
Date: 2023.07.28  
16:43:15 +05'30'

**MIHIR VORA**  
**MANAGING DIRECTOR**  
**DIN: 08602271**

**SANCODE TECHNOLOGIES LIMITED**  
**(Formally known as – SANCODE TECHNOLOGIES PRIVATE LIMITED)**  
**(Formally known as – ZNL STARTUP ADVISORY PRIVATE LIMITED)**

CIN: U74900MH2016PLC280315 | Website: [www.sancodetech.com](http://www.sancodetech.com)  
Reg. Office – 107, Prime Plaza, J.V. Patel Compound, B.M. Road, Opp. Elphinstone Stn. Mumbai MH  
400013 IN Email id – info@sancodetech.com Contact No. – (022)49622853



ANNUAL REPORT  
OF  
SANCODE TECHNOLOGIES LIMITED  
FOR FINANCIAL YEAR  
2022-23

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## **CORPORATE INFORMATION**

### **Board of Directors**

<b>Name</b>	<b>Designation</b>
Amit Vijay Jain	Chairman and Executive Director
Mihir Deepak Vora	Managing Director
Mukeshkumar Devichand Jain	Non-Executive Director
Sumesh Ashok Mishra	Non-Executive Independent Director
Ayushi Mishra	Non-Executive Independent Director
Kush Gupta	Non-Executive Independent Director

### **COMPLIANCE OFFICE & COMPANY SECRETARY**

Mr. Narendra Gupta (w.e.f. 6<sup>th</sup> January, 2023)



**STATUTORY AUDITORS**

**M/s R T Jain & Co LLP.,**

Chartered Accountants

**BANKERS OF THE COMPANY:**

**INTERNAL AUDITORS**

Ms. Sanjana Shah

**The Hongkong and Shanghai Banking Corporation (HSBC)  
Axis Bank**

**REGISTERED OFFICE:**

107, Prime Plaza, J.V. Patel Compound,  
B.M. Road, Opp. Elphinstone Stn.,  
Mumbai-400013, Maharashtra, India.  
Tel No: 022-49622853

Email: [investor@sancodetech.com](mailto:investor@sancodetech.com)

Website: <https://www.sancodetech.com/>

**R&T AGENT:**

**Bigshare Services Private Limited**

Office No S6-2, 6th floor Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093, India.

Tel: 022 – 6263 8200

Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Investor Grievance Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Contact Person: Swapnil Kate

SEBI Registration No.: INR000001385

**Listed on Stock Exchange - BSE SME Platform**

**NOTICE IS HEREBY GIVEN THAT THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SANCODE TECHNOLOGIES LIMITED WILL BE HELD ON MONDAY, 21<sup>ST</sup> DAY OF AUGUST, 2023 AT 11:00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 107, PRIME PLAZA, J.V. PATEL COMPOUND, B.M. ROAD, OPP. ELPHINSTONE STN. MUMBAI -400013, MAHARASHTRA, INDIA;**

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**Ordinary Business:**

**1. ADOPTION OF ANNUAL ACCOUNTS:**

- a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
- b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 and the Report of Auditors thereon

**2. RE-APPOINTMENT OF MR. AMIT VIJAY JAIN (DIN: 09788333), THE RETIRING DIRECTOR:**

To appoint a director in place of Mr. Amit Vijay Jain (DIN: 09788333) who retires by rotation and being eligible, offers himself for re-appointment.

**3. APPOINTMENT OF M/S. R T JAIN & CO LLP, CHARTERED ACCOUNTANTS, (FRN - 103961W) AS STATUTORY AUDITOR OF COMPANY:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and recommendation of Audit Committee and approval of the Board of Director in their meetings held on 26<sup>th</sup> July, 2023, the approval of the members be and is hereby accorded for appointment of M/s. R T Jain & Co LLP, Chartered Accountants, (FRN - 103961W) as the Statutory Auditors for the period of 5 years i.e., from F.Y. 2023-24 to 2027-28 viz. from the conclusion of this 7th AGM of Company till the conclusion of its 12<sup>th</sup> AGM to be held in the year 2028 at such remuneration as may be recommended by the Audit Committee and approved Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.”

**4. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S SANFIN TECHNOLOGIES PRIVATE LIMITED (JOINT VENTURE COMPANY)**

To consider and, if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party transaction(s), the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Sanfin Technologies Private Limited (Joint Venture Company), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, regarding to working capital, Short-term Inter Corporate Loans and other business purpose

requirements on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1,00,00,000/- (Rupees one crores) for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **5. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S DHRUVA ADVISORS USA INC.**

To consider and, if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s), the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Dhruva Advisors USA Inc., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Business Developments and Consultancy Services as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1,50,00,000/- (Rupees one crores Fifty Lakhs only) for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **6. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S ZSOLT VENTURES LLC**

To consider and, if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s), the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Zsolt Ventures LLC, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to make investment for global expansion and Business Development on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 85,00,000/- (Rupees Eighty-Five Lakhs Only) for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to delegate all or

any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Place: Mumbai**

**Date: July 26, 2023**

**By Order of the Board of Directors**

**For Sancode Technologies Limited**

**Sd/-**

**Mr. Mihir Deepak Vora**  
**Managing Director**  
**DIN: 08602271**

**Registered Office:**

107, Prime Plaza, J.V. Patel Compound,  
B.M. Road, Opp. Elphinstone Stn.,  
Mumbai-400013, Maharashtra, India.

Tel No: 022-49622853

Email: [investor@sancodetech.com](mailto:investor@sancodetech.com)

Website: <https://www.sancodetech.com/>

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. 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.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking re-appointment in the Annual General Meeting is annexed to this Notice as Annexure – A
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
6. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2022-23 and Notice of the Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at 107, Prime Plaza, J.V. Patel Compound, B.M. Road, Opp. Elphinstone Stn., Mumbai-400013, Maharashtra, India of the Company between 11.00 a.m and 01.00 p.m on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, India., for:

- (a) intimating any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) Any other queries with respect to shares held by them.
7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
  8. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.



9. The Register of Members and the Transfer Books of the Company will remain closed from 15<sup>th</sup> August, 2023 to 21<sup>st</sup> August 2023, both days inclusive.
10. The Board of Director vide resolution dated 26<sup>th</sup> July, 2023 has appointed M/s. Dilip Swarnkar & Associates as Practicing Company Secretaries as scrutinizer for the 7<sup>th</sup> Annual General Meeting of the Company.
11. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.
12. The remote e-voting shall commence on Friday, 18<sup>th</sup> August, 2023 at 09:00 a.m. (IST) and shall end on Sunday, 20<sup>th</sup> August, 2023 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Monday 14<sup>th</sup> August, 2023 may cast their vote electronically.
13. The Annual Report for the financial year 2022-23 and Notice of the 7<sup>th</sup> Annual General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. <https://www.sancodetech.com/> and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
15. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
  - i. The voting period begins on Friday, 18<sup>th</sup> August, 2023 at 09:00 a.m. (IST) and shall end on Sunday, 20<sup>th</sup> August, 2023 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 14<sup>th</sup> August, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**For Sancode Technologies  
Limited**

Sd/-  
**Mr. Mihir Deepak Vora**  
**Managing Director**  
**DIN: 08602271**

**EXPLANATORY STATEMENT:**

The following explanatory statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the Notice of the AGM.

**ITEM No. 4:**

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

As per recommendation of Audit Committee meeting held on May 29, 2023, the Board of Directors in their meeting held on May 29, 2023 had approved the Related Party Transaction regarding to working capital, Short-term Inter Corporate Loans and other business purpose requirements with M/s Sanfin Technologies Private Limited (Joint Venture) of value not exceeding of Rs. 1,00,00,000/- (Rupees One Crores) for the financial years i.e. 2023-24

Accordingly, transaction(s) to be entered into with M/s Sanfin Technologies Private Limited (Joint Venture), comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Sanfin Technologies Private Limited (Joint Venture), for a period of current financial year i.e. 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Sanfin Technologies Private Limited (Joint Venture), are as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the Related Party	Sanfin Technologies Private Limited (Joint Venture)
2	Name of the Director or KMP who is related	Mr. Mihir Deepak Vora
3	Nature of relationship;	Sanfin Technologies Private Limited is Joint Venture Company of Sancode Technologies Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Related Party Transaction regarding to working capital, Short-term Inter Corporate Loans and other business purpose requirements for an estimate amount not exceeding of Rs. 1,00,00,000/- (Rupees One Crores only) for the financial years i.e. 2023-24.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

**ITEM No. 5:**

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of

transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

As per recommendation of Audit Committee meeting held on May 29, 2023, the Board of Directors in their meeting held on May 29, 2023 had approved the Related Party Transaction for Business Developments and Consultancy Services as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1,50,00,000/- (Rupees one crores Fifty Lakhs only) with M/s Dhruva Advisors USA Inc., for the financial years i.e. 2023-24

Accordingly, transaction(s) to be entered into with M/s Dhruva Advisors USA Inc. comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Dhruva Advisors USA Inc. for a period of current financial year i.e. 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Dhruva Advisors USA Inc. are as follows:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Dhruva Advisors USA, Inc. (Subsidiary)
2	Name of the Director or KMP who is related	Mrs. Khushboo Jain is promoter in the Sancode Technologies Ltd and KMP in Dhruva Advisors USA Inc.
3	Nature of relationship;	Dhruva Advisors USA, Inc. is subsidiary of Sancode Technologies Limited since it is holding 61.90% of Shareholding of Dhruva Advisors USA, Inc.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Related Party Transactions regarding to Business Developments and Consultancy Services for an estimate amount not exceeding of Rs. 1,50,00,000/- (Rupees one crore Fifty lakhs only) for the financial year i.e. 2023-24. No any specific contract and Agreement signed for F.Y. 2023-24.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

#### **ITEM No. 6:**

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

As per recommendation of Audit Committee meeting held on May 29, 2023, the Board of Directors in their meeting held on May 29, 2023 had approved the Related Party Transaction to make investment for global expansion and Business Development with M/s Zsolt Ventures LLC Rs. 85,00,000/- (Rupees Eighty-Five Lakhs only) for a period of current financial years i.e. 2023-24.



Accordingly, transaction(s) to be entered into with M/s Zsolt Ventures LLC comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Zsolt Ventures LLC for a period of current financial year i.e. 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Zsolt Ventures are as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the Related Party	Zsolt Ventures LLC (Subsidiary)
2	Name of the Director or KMP who is related	Mrs. Khushboo Jain
3	Nature of relationship;	Zsolt Ventures LLC is subsidiary of Sancode Technologies Limited since it is holding 100% of Shareholding of Zsolt Ventures LLC.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Related Party Transactions regarding to make investment for global expansion and Business Development for an estimate amount not exceeding of Rs. 85,00,000/- (Rupees Eight Five Lakhs only) for the financial year i.e. 2023-24. No any specific contract and Agreement signed for F.Y. 2023-24.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

**For Sancode Technologies Limited**

Sd/-

**Mr. Mihir Deepak Vora**

**Managing Director**

**DIN: 08602271**

**Annexure -A**

**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Re-appointment in the 7<sup>th</sup> Annual General Meeting of Company:**

<b>Name of the Director</b>	<b>Mr. Amit Vijay Jain</b>
<b>Director Identification Number</b>	09788333
<b>Date of Birth</b>	July 08, 1980
<b>Age</b>	43 Years
<b>Date of First Appointment as Additional Director</b>	November 11, 2022
<b>Qualification</b>	Bachelor of Commerce from University of Mumbai and passed the Final Examination conducted by The Institute of Chartered Accountants of India
<b>Terms and Conditions of appointment</b>	He has been appointed as Executive Director of Company.
<b>Details of sitting fees sought to be paid during F.Y. 2023-24</b>	Nil
<b>Details of sitting drawn during the F.Y. 2022-23</b>	Nil
<b>Brief Resume of the Director</b>	<b>Amit Vijay Jain</b> , aged 42 years, is the Promoter, Chairman and Executive Director of Company. He has been appointed as the Chairman and Executive Director of Company with effect from January 05, 2023. He has completed his Bachelor of Commerce from University of Mumbai in the year 2001. He has passed the Final Examination conducted by The Institute of Chartered Accountants of India, in the year 2004 and also holds a Certificate of Membership from the Institute of Chartered Accountants of India. He has more than 10 years of experience in corporate restructuring and Softech consultancy. He oversees the entire business operations and overall functions of our Company and is responsible for overseeing the strategic growth initiatives and expansion plans.
<b>Experience and expertise in Specific functional Area</b>	He has more than 10 years of experience in corporate restructuring and Softech consultancy. He oversees the entire business operations and overall functions of Company and is responsible for overseeing the strategic growth initiatives and expansion plans.
<b>Other listed companies in which he holds Directorship and Membership of Committee of Board (along with listed entities from which he has resigned in the past three years)</b>	None
<b>Chairperson/Member of Committee(s) of Board of Directors of the Company</b>	Audit Committee - Member
<b>Shareholding of executive directors [in the listed entity, including shareholding as a beneficial owner];</b>	N.A.
<b>Shareholding in the Company (Equity)</b>	6.80% (Approx.)
<b>Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	None

<b>The number of Meetings of the Board attended during the year</b>	Board Meeting Attended – 8
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**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Appointment of Statutory Auditor in the 7<sup>th</sup> Annual General Meeting of Company:**

- A) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;**

The Board of Directors of Company has proposed to pay the Audit fees of Rs. 3,00,000/- per annum and other fees/charges for accounting and financial work as mutually decided between board and Auditor for their appointment in the Company for the period of 5 financial year i.e. from 2023-24 to 2027-28. As per rules of ICAI, the Statutory Auditor of listed Company must be certified by Peer Review Board Auditor. Further no any material changes in fees payable to the said Auditor for the proposed appointment period of 5 years as compare to previous Auditor for financial year 2022-23.

- B) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:**

The proposed Statutory Auditor M/s. R T Jain & Co LLP., Chartered Accountants (ICAI Firm Registration No. 103961W), is a firm of Chartered Accountants and have experience in providing Auditing, finance, legal, taxation, assurance & regulatory services & focusing on business excellence. The Audit Firm has valid Peer Review certificate, he is not directly and indirectly related to promoters or directors of the Company.

**Form No. MGT-11  
Proxy Form**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN: U74900MH2016PLC280315  
 Name of the Company: SANCODE TECHNOLOGIES LIMITED  
 Registered Office: 107, Prime Plaza, J.V. Patel Compound, B.M. Road, Opp. Elphinstone Stn., Mumbai-400013, Maharashtra, India  
 E-mail Id:  
 Folio No./Client Id:  
 DP. Id:

I/We, being the Member(s) of .....shares of the above-named Company, hereby appoint

1. Name:.....  
 Address:  
 E-mail Id:  
 Signature ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 21<sup>st</sup> August, 2023 at Office No. 107, Prime Plaza, J.V. Patel Compound, B.M. Road, Opp. Elphinstone Stn., Mumbai-400013, Maharashtra, India at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

**1. Adoption of Annual Accounts:**

- a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March,2023 together with the Reports of the Board of Directors and Auditors thereon.
- b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 and the Report of Auditors thereon.

**2. Re-appointment of Mr. Amit Vijay Jain (DIN: 09788333), the retiring director:**

**3. Appointment Of M/S. R T Jain & Co LLP, Chartered Accountants, (FRN - 103961w) as Statutory Auditor of Company**

**4. Approval for Related Party Transactions With M/S Sanfin Technologies Private Limited (Joint Venture Company)**

**5. Approval for Related Party Transactions With M/S Dhruva Advisors USA Inc.**

**6. Approval for Related Party Transactions With M/S Zsolt Ventures LLC**

Signed this day of 2023

Signature of shareholder

Signature of Proxy holders(s)

Affix Revenue Stamp
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**Notes:**

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark ( ) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns “For”, “Against”. In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**Notes for Proxy Form**

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY- EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in personal voting at the Meeting.
6. **\*\*This is optional.** Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the ‘For’ or ‘Against’ column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write “Abstain” across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns ‘For’ or ‘Against’ as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.

9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

**ATTENDANCESLIP****To be surrendered at the time of entry**

Folio No./Client ID:.....

No. of Shares: .....

Name of Member/Proxy :.....

I hereby record my presence at the 7<sup>th</sup> Annual General Meeting of the Company on Monday, 21<sup>st</sup> August, 2023 at Registered Office of the Company at office no. 107, Prime Plaza, J.V. Patel Compound, B.M. Road, Opp. Elphinstone Stn. Mumbai -400013, Maharashtra, India at 11:00 AM.

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Member's/Proxy's  
Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 7<sup>th</sup> Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

**DIRECTOR'S REPORT**

To,  
The Members,  
**SANCODE TECHNOLOGIES LIMITED**

Your directors have pleasure in submitting their 7<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL PERFORMANCE:**

The Financial performance of the Company during the year was as under:

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>Standalone Financials</b>		<b>Consolidated Financials</b>	
	<b>2022-23</b>	<b>2021-22</b>	<b>2022-23</b>	<b>2021-22</b>
Income from operations	37.82	94.89	155.42	243.86
Other Income	8.22	0.73	39.99	0.73
<b>Total revenue</b>	<b>46.04</b>	<b>95.62</b>	<b>195.41</b>	<b>244.59</b>
<b>Total Expenses</b>	<b>29.52</b>	<b>20.90</b>	<b>186.86</b>	<b>204.45</b>
Prior Period Adjustment	-	-	-	-
Profit before tax	16.03	74.72	-	-
Current Tax	-	0.87	(0.23)	1.03
Deferred Tax	(47.42)	-	(47.42)	-
<b>Profit from Continuing Operations after Tax (PAT)</b>	<b>63.45</b>	<b>73.85</b>	<b>54.72</b>	<b>87.24</b>

**2. BUSINESS OPERATION:**

During the year under the review, the Company has Decrease its turnover. Your directors are expecting robust growth in near future.

The Gross income from operations of your Company is Rs. 46.04 Lakhs as against Rs. 95.62 Lakhs in the previous year. The net profit/(loss) after tax for the year under review is Rs. 63.45 Lakhs as against profit of Rs. 73.85 Lakhs in the previous year.

**3. DIVIDEND**

The Board of Directors' do not recommend any dividend for the year under review due to net loss of Company, however Directors ensure for better performance and good result in the near future of the Company.

**4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There is no change in its nature of business of Company during the year under review.



**5. LISTING OF SHARES THROUGH IPO ON BSE LTD:**

The Company has listed its equity shares on SME Platform of BSE LTD w.e.f. **April 18, 2023** (After the reporting period ended March 31, 2023)

**6. AMOUNT TRANSFERRED TO RESERVES**

The Company has not transferred its profits into Reserves & Surplus Account during the year under review.

**7. ANNUAL RETURN:**

As per Section 92(3) of Companies Act, 2013, the draft copy of Annual Return of company in form MGT - 7 has been uploaded on the website of Company and web link of the same is <https://www.sancode.tech.com/investor>

**8. NUMBER OF BOARD MEETINGS/ COMMITTEE/SHAREHOLDERS MEETINGS CONDUCTED DURING THE YEAR:**

During the year ended March 31, 2023, the Board met 14 times. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 (the “Act”). Required quorum was present throughout each meeting as per the requirement of the said Act, the details of Board meetings are given below;

**I. AUDIT COMMITTEE**

During the year under review, provision of section 177 of Companies Act, 2013 was not applicable to Company since the Company was Private Limited. However, the Company has constituted Audit Committee on January 06, 2023 as details mentioned below:

**Composition of the Committee:**

1. Ayushi Mishra, Non-Executive, Independent Director (Chairman);
2. Sumesh Ashok Mishra, Non-Executive, Independent Director (Member);
3. Amit Vijay Jain, Chairman and Executive Director (Member)
4. The Company Secretary of Company is Secretary of the Committee

**II. NOMINATION AND REMUNERATION COMMITTEE:**

During the year under review, provision of section 178 of Companies Act, 2013 was not applicable to Company as Company was Private Limited. However, the Company has constituted Nomination and Remuneration Committee on January 06, 2023 as details mentioned below:

**Composition of the Committee:**

1. Sumesh Ashok Mishra, Non-Executive Director (Chairman);
2. Ayushi Mishra, Non-Executive Independent Director (Member);
3. Mukeshkumar Devichand Jain, Non-Executive Director (Member)
4. The Company Secretary of Company is Secretary of the Committee

### **III. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

During the year under review, provision of section 178 (5) of Companies Act, 2013 was not applicable since Company was Private Limited. However, the Company has constituted Stakeholders Relationship Committee on January 06, 2023 as details mentioned below:

Composition of the Committee:

1. Sumesh Ashok Mishra, Non-Executive Independent Director (Chairman)
2. Kush Gupta, Non-Executive Independent Director (Member)
3. Ayushi Mishra, Non-Executive Director (Member)
4. The Company Secretary of Company is Secretary of the Committee

### **IV. SHAREHOLDER'S MEETING:**

<b>SR NO</b>	<b>General Meeting Date</b>	<b>Business Transacted in the Meeting</b>	<b>Type of Meeting</b>
1	30 <sup>th</sup> September, 2022	Approval of Financials Statements and appointment of Statutory Auditor of the Company	AGM
2	04 <sup>th</sup> October, 2022	1. Increase in Authorised Capital 2. Alteration in Object Clause 3. Name Change	EGM
3	12 <sup>th</sup> December, 2022	Conversion of Pvt Ltd into Public Ltd	EGM
4	05 <sup>th</sup> January, 2023	1. Appointment of Mr. Sumesh Ashok Mishra as Non-Executive Independent Director 2. Appointment of Mrs. Ayushi Mishra as Non-Executive Independent Director 3. Appointment of Mr. Kush Gupta as Non-Executive Independent Director 4. Appointment of Mr. Mukeshkumar Devichand Jain as Non-Executive Director	EGM
5	18 <sup>th</sup> February, 2023	Appointment of Mr. Mihir Vora as Whole Time Director	EGM
6	4 <sup>th</sup> March, 2023	Appointment of Mr. Mihir Vora as Managing Director	EGM

### **V. INTERNAL COMPLAINT COMMITTEE:**

The Company is committed to provide a safe and conducive work environment to its employees, during the year under review.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **9. DECLARATION OF THE INDEPENDENT DIRECTORS:**

All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

## **10. DETAILS OF SUBSIDIARY/JOINT VENTURE/HOLDING COMPANY:**

The Company has 3 Subsidiary Company/Limited Liability Partnership Firms (LLP) as details mentioned below:

<b>SR NO</b>	<b>Name of Company/LLP</b>	<b>Nature of relationship</b>	<b>Shareholding</b>
1	ZNL Management LLP	Subsidiary LLP	99.99%
2	Zsolt Ventures LLC	Foreign Subsidiary LLP	100%
3	Dhruva Advisors USA, Inc	Foreign Subsidiary Company	61.90%

The Report on the performance and statement containing salient feature of Financial Statements of the aforesaid Subsidiary Company/LLP in terms of Section 129 of the Act is separately attached in Form No. AOC-1 with the Consolidated Financials, which forms part of this Annual Report.

## **11. CHANGES IN SHARE CAPITAL:**

During the year under review the Authorized Share Capital was further increased from ₹50,00,000 divided into 4,00,000 Equity Shares of ₹10/- each comprising of ₹ 40,00,000 and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000 to ₹ 4,50,00,000 divided into 44,00,000 Equity Shares of ₹10/- each comprising of ₹ 4,40,00,000 and 1,00,000 Compulsorily Convertible Preference Shares of ₹ 10/- each comprising of ₹ 10,00,000 vide shareholders' resolution dated October 04, 2022.

Further during the year under review, the Company has increased Paid-up Equity Share capital of Company as per details mentioned below:

<b>Sr. No.</b>	<b>Date of Allotment</b>	<b>Nature of allotment</b>	<b>No. of Equity Shares allotted</b>	<b>Cumulative No. of Equity Shares</b>
1	November 11, 2022	Conversion of Compulsorily Convertible Preference Shares into Equity Shares	2,28,759	22,87,590
2	November 30, 2022	Bonus Issue	2,973,867	29,738,670

The Company has, during the year under review, neither issued any Equity shares with differential voting rights nor any shares (including sweat equity shares) to its employees under any scheme.

## **12. DIRECTORS'S RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board of Directors of the company confirms that-

- (i) In the preparation of the annual accounts for the year ended 31st March, 2023, the Company has followed the applicable accounting standards and there are no material departures from the same.
- (ii) Accounting policies were adopted and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the affairs of the Company as at 31st March 2023 and of the Profit of the Company for year ended on that date.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act of safeguarding the assets of the Company and for preventing/ detecting fraud and irregularities have been taken.
- (iv) The Directors have prepared Annual Accounts on a “Going Concern” basis.
- (v) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **13. PERFORMANCE EVALUATION:**

During the year under review, it was not applicable to the Company

## **14. CORPORATE GOVERNANCE:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions and during the year under review, it was not applicable to the Company

## **15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis report has been separately furnished as **Annexure - I** in the Annual Report and forms a part of the Annual Report.

## **16. POLICIES AND DISCLOSURE REQUIREMENTS:**

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website <https://www.sancode.tech.com/investor>

- Familiarization Programme of ID
- Nomination and Remuneration Policy
- Vigil Mechanism Whistler Blower Policy
- Code of Conduct for BoD and SMT
- Code of Practice and procedure for UPSI
- Criteria or Policy for making payments to NED
- Policy on Materiality of Related Party Transactions
- Policy on Preservation and Archival of Documents
- Policy on prevention of Sexual Harrasement at workplace POSH
- Policy on Determination of Matriality
- Terms conditions of Appointment of Independent Directors
- Prohibition of Insider Trading Policy

**17. COMPANY'S POLICY RELATING TO APPOINTMENT, PAYMENT OF REMUNERATION TO DIRECTORS AND DISCHARGE OF THEIR DUTIES:**

Pursuant to the provision of Section 178 of the Companies Act, 2013 and at the recommendation of Nomination and Remuneration Committee has devised Nomination and Remuneration Policy relating to appointment of Key Managerial Personnel and Directors, Director's qualifications, positive attributes, independence of Directors and their remuneration and other related matters as provided under Section 178(3) of the Companies Act, 2013.

**18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The Company did not give Loans, provided Guarantees, and made Investments pertaining to section 186 of Companies Act, 2013 during the financial year under review.

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All related party transactions that were entered during the financial year were on arm's length basis and were in the ordinary course of business. There are no significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. AOC – 2 of the same is attached herewith as **Annexure – II**.

**20. COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India while organizing the Board and Annual General Meetings.

**21. MATERIAL CHANGES AND COMMITMENT:**

Following material changes and commitments affecting the financial position of the Company occurred during the year and between the end of the financial year to which these financial statements relate and on the date of this report.

1. The name of Company was changed from "ZNL Startup Advisory Private Limited" to "Sancode Technologies Private Limited" vide special resolution passed by the Shareholders at the Extra

Ordinary General Meeting held on October 04, 2022 and a Fresh Certificate of Incorporation pursuant to change of name was issued by Registrar of Companies, Mumbai Maharashtra, dated November 18, 2022.

2. The Company was converted from Private to public limited and the name was changed to “Sancode Technologies Limited” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on December 12, 2022.
3. Further the Company has filed necessary documents to Stock Exchange i.e. BSE Limited and got listed on SME platform of BSE Limited w.e.f. April 18, 2023.
4. Company under the name Sanfin Technologies Private Limited (abbreviated name being “Sanfin Technologies”) has been incorporated under the provisions of Companies Act, 2013 in which Sancode Technologies Limited holding 50% of Shareholding of the said Company. Accordingly, Sanfin Technologies has become a Joint Venture of the Company upon its incorporation.

**22. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

There was no any application filed or any proceeding pending under Insolvency and Bankruptcy Code, 2016 (31 Of 2016) during the year under review. Hence the same is not applicable to Company.

**23. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

There was no any application filed or any proceeding pending under Insolvency and Bankruptcy Code, 2016 (31 Of 2016) during the year under review. Hence the same is not applicable to Company.

**24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**(A) CONSERVATION OF ENERGY:**

The Company has been continuously making efforts to reduce energy consumption. The management is striving to achieve cost reduction by economical usage of energy.

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

The Company has been continuously making efforts to reduce energy consumption and the management is striving to achieve cost reduction by economical usage of energy.

**(ii) The steps taken by the company for utilising alternate source of energy:**

As the Company needs only minimum level of energy, it has not looked in to an alternative source of energy.

**(iii) The capital investment on energy conservation equipment:**

The Company has not made any capital investment as it is not required at this stage.

**(B) TECHNOLOGY ABSORPTION:**

The Company is not utilizing any alternate source of energy.

**(C) FOREIGN EXCHANGE EARNINGS AND OUT GO:**

During the period under review, the company did not earn Income and outgo in the foreign exchange.

**25. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

**26. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company as on March 31, 2023. Hence, your Company is not required to adopt the CSR Policy or constitute CSR Committee during the year under review.

**27. DEPOSITS:**

The Company has not accepted/renewed any deposits during the year under review.

**28. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL:**

The Board is duly constituted according to the provisions of the Company Act.

The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) of the Companies Act, 2013 and declaration as to compliance with the Code of Conduct of the Company.

The present Directors of the Company are Amit Vijay Jain, Mihir Deepak Vora, Mukeshkumar Devichand Jain, Sumesh Ashok Mishra, Ayushi Mishra, Kush Gupta.

Further during the year under review, following changes regarding appointment/reappointment has been done in Management of Company:

1. Appointment of Sumesh Ashok Mishra, Ayushi Mishra and Kush Gupta, as Non-Executive Independent Directors;
2. Appointment of Amit Vijay Jain as Additional Director and changed the designation of the same from Additional Director to Executive Director
3. Regularized and changed the designation of Mihir Deepak Vora Additional Director to Director and then appoint as Managing Director of Company;
4. Appointment of Mukeshkumar Devichand Jain as a Non-Executive Director of the Company;
5. Resignation of Neha Jain and Khushboo Jain from the Directorship of Company.
6. Details of all Directors/KMP which has been appointed/resigned has been mentioned below:

S. No.	Name of Director/KMP	Designation	Promoter/ Independent /KMP/ Professional	Executive/ Non-Executive	Date of Appointment
1.	Amit Vijay Jain	Chairman and Executive Director	Promoter	Executive Director & Chairman	January 05, 2023
2.	Mihir Deepak Vora	Managing Director	Promoter	Executive	March 04, 2023
3.	Mukeshkumar Devichand Jain	Non- executive Director	-	Non – Executive	January 05, 2023
4.	Sumesh Ashok Mishra	Non- executive Director	Independent	Non – Executive	January 05, 2023
5.	Ayushi Mishra	Director	Independent	Non – Executive	January 05, 2023
6.	Kush Gupta	Director	Independent	Non – Executive	January 05, 2023

## 29. AUDITORS:

### A. STATUTORY AUDITORS AND THEIR REPORT:

As per the provisions of Section 139 & 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company had appointed M/s. R T Jain & Co LLP., Chartered Accountants (Firm Registration No. 103961W) as the Statutory Auditor due to casual vacancy caused by the resignation of M/s. M S U & Co, Chartered Accountants, (Firm Registration No. 120232W), for the current Financial Year 2022-23 w.e.f. 17th April, 2023 to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2023.

Accordingly, as per recommendation of Audit Committee, the Board of Directors in their meeting held on July 26, 2023 has appointed M/s R T Jain & Co LLP., Chartered Accountants (Firm Registration No. 103961W) as Statutory Auditor of Company for the period of 5 years i.e., from F.Y. 2023-24 to 2027-28 subject to approval of Shareholders in the Annual General Meeting of Company.



There is no qualifications, reservations or adverse remarks made by the M/s. R T Jain & Co LLP, Statutory Auditor of Company in their Audit Report for the year under review.

**B. INTERNAL AUDITOR:**

During the year under review, requirement of appointment of Internal Auditor was not applicable since the Company. Company has appointed internal auditor w.e.f. July 07, 2023 for F.Y. 2023-24.

**C. SECRETARIAL AUDITOR AND THEIR REPORT:**

During the year under review, Secretarial audit was not applicable. However, in accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board will appoint secretarial Auditor of Company for F.Y. 2023-24.

**30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Board has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems; work performed by the Statutory Auditors and External Consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls with reference to the financial statements were adequate and effective during the financial year 2022-23.

**31. INTERNAL CONTROL SYSTEMS:**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

**32. COST AUDITOR:**

As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the Company is not required to appoint a cost auditor to audit the cost records of the Company.

**33. PARTICULARS OF EMPLOYEES AND REMUNERATION**

No employee in the Company was in receipt of remuneration in excess of the amount mentioned Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**34. EXPLANATION OF BOARD OF DIRECTOR'S ON AUDITOR'S REPORTS:**

**A. Auditors Report**

There are no qualifications or reservation or adverse remarks made by the Auditors

in their report for the year under review.

Hence there is no Explanation required for the same.

### **35. REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees under Section 143(12) of the Companies Act, 2013

### **36. GENERAL:**

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

1. Details relating to Deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of equity shares (including sweat equity shares) and ESOS to employees of the Company under any scheme.
4. Except order passed by Ministry of Corporate Affairs on February 03, 2022 for condonation of delay under section 460(b) of the Companies Act, 2013, No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. There were no instance of non-exercising of voting rights in respect of shares purchased directly by the employees under a scheme pursuant to section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debenture) Rules, 2014 and hence no information has been furnished.

### **37. ACKNOWLEDGEMENTS:**

Your directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers, and staff, resulting in successful performance of the Company during the year. Your directors look forward to the continued support of all stakeholders in the future.

**For and on behalf of the Board of  
SANCODE TECHNOLOGIES LIMITED**

**Sd/-**

**Mr. Amit Vijay Jain  
Chairman and Executive Director  
DIN- 09788333**

**Sd/-**

**Mr. Mihir Deepak Vora  
Managing Director  
DIN – 08602271**

**PLACE: Mumbai  
DATE: 26<sup>th</sup> July, 2023**

Annexure – I

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**1. INTRODUCTION:**

Our company was originally incorporated as a Private Limited under the name “ZNL Startup Advisory Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 28, 2016 issued by the Central Registration Centre for and on behalf of the jurisdictional Registrar of Companies. Subsequently, the name of our Company was changed to “Sancode Technologies Private Limited” vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on October 04, 2022 and a Fresh Certificate of Incorporation pursuant to change of name was issued by Registrar of Companies, Maharashtra, Mumbai dated November 18, 2022. The status of our Company was changed to public limited and the name of our Company was changed to “Sancode Technologies Limited” vide special resolution dated December 12, 2022. The fresh certificate of incorporation consequent to conversion was issued on January 02, 2023 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74900MH2016PLC280315. Further the Company has issued share pursuant to Initial Public Offer (IPO) and listed on SME platform of BSE LTD on April 18, 2023.

**2. INDUSTRY STRUCTURE:**

Changing economic and business conditions, rapid technology, innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their business objectives such as revenue growth, profitability and asset efficiency.

**3. INVESTMENTS/ DEVELOPMENTS:**

We are increasing our reach in the industry by expanding our client base across sectors / verticals. Development of software products aiming at various sectors to improve the depth of our engagement with the industry.

**4. OPPORTUNITIES AND THREATS:**

**Strength:**

Growth in the Indian economy and demand creates unprecedented opportunities for company to invest significantly in each of its core businesses. Outlook for the overall industries is positive. In keeping with the philosophy of continuous consumer centric approach which is the hall mark of any organization, several developmental activities have been planned for the next fiscal year.

**Opportunities:**

- Vast Industrial Presence in both Public and Private Sectors
- Huge demand for Domestic services
- Avail of Low-cost, Skilled Human Resources.
- Proactive government continued thrust on reforms- Further liberalization under process.

### **Threats:**

As cybersecurity threats continue to evolve and become more sophisticated, enterprise IT must remain vigilant when it comes to protecting their data and networks. Further there are global and external factors, changes in Information Technology & Security Laws, tax laws, litigation and significant changes in the Global political and economic environment exert tremendous influence on the performance of the company. The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

### **5. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:**

We are more focused on bridging the gap between technology and businesses by hiring a team of solution architects, project managers and business analysts. We deliver solutions to our customers by working in collaboration with a network of implementation partners in the following areas:

- Digital transformation.
- Workflow automation.
- Artificial intelligence (AI) and Machine learning (ML).
- Robotic Process Automation (RPA) and Data analytics.
- Metaverse and Web3 applications
- System Integration.

Our Company has evolved its business to develop, provide, undertake, design, distribute and deal in Systems and application software, undertake offshore software development projects, digital transformation, cloud migration, advance analytics, Robotic process automation, machine learning and AI projects in all areas of application including those in emerging niche segments like Internet and Intranet website applications, enterprise solutions software, resource planning, e-commerce, value added products and other business applications for corporations across the globe.

### **6. OUTLOOK:**

The Continual growth in the in India sector is necessary to give necessary support to the industry. The company is making all effort to accelerate the growth of its business. It Expect to improve its position in the market by focusing in the technologically advanced and more profitable Product and market segment and working aggressively in the area of productivity, efficiency and cost reduction.

### **7. RISKS AND CONCERNS:**

The industry is exposed to the following risk and concerns:

#### **• Complex Global Supply-Chain:**

Companies have to juggle internal and external resources while staying within international standards. Issues such as traceability and compliance are increasing operational burdens.

#### **• Uncertain Demand:**

Aggregately, economic volatility and cyclical demand cause fluctuations in production. On a more granular level, consumer preference can cause spikes in demand for an individual products or company. Efficient lean capabilities must be in place to keep inventory aligned with demand.

**8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an effective and reliable internal control system commensurate with the size of its operations. At the same time, it adheres to local statutory requirements for orderly and efficient conduct of business, safeguarding of assets, the detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. The efficacy of the internal checks and control systems is validated by self-audits and internal as well as statutory auditors.

**9. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

**Share Capital:**

During the year under review, the Company has increased Paid-up Share capital of Company as per details mentioned below:

<b>Sr. No.</b>	<b>Date of Allotment</b>	<b>Nature of allotment</b>	<b>No. of Equity Shares allotted</b>	<b>Cumulative No. of Equity Shares</b>
1	November 11, 2022	Conversion of Compulsorily Convertible Preference Shares into Equity Shares	2,28,759	22,87,590
2	November 30, 2022	Bonus Issue	2,973,867	2,97,38,670

**Reserves and Surplus:**

The Reserve and Surplus of Company is Rs. 73.34 Lakhs on Standalone and Rs. 5.64 Lakhs on Consolidated basis as on period ended on 31<sup>st</sup> March, 2023.

**Total Income:**

The Company has earned total Income 46.04 Lakhs on Standalone and Rs. 195.41 Lakhs on Consolidated basis as on period ended on 31<sup>st</sup> March, 2023.

**10. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

Your Company follows a policy of building strong teams of talented professionals. People remain the most valuable asset of your Company. The Company recognizes people as its most valuable asset and the Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

## 11. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Particulars	Numerator	Denominator	31st March,	31st March,	Change	Remarks
			2023	2022		
Current Ratio	Current Assets	Current Liabilities	5.53	8.15	-32%	Debtors have been realised
Debt Equity Ratio	Borrowings	Shareholders' Equity	NA	NA	NA	Not Applicable
Debt Service Coverage Ratio	Earning available for debt service	Debt Service	NA	NA	NA	Not Applicable
Return on Equity	Net Profit after Tax	Average Shareholders' Equity	0.19	0.24	-22%	Not Applicable
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	NA	NA	NA	Not Applicable
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivables	0.80	1.01	-20%	Not Applicable
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	NA	NA	NA	Not Applicable
Net Capital Turnover Ratio	Revenue from operations	Working Capital	0.47	1.02	-54%	Increase in working capital due to decrease in current liabilities
Net Profit Ratio	Net Profit	Revenue from Operations	1.68	0.78	116%	Due to deferred tax recognised
Return on Capital Employed	Earning before interest and tax	Capital Employed	0.04	0.24	-82%	Due to less sales as compared to previous year

## 12. CAUTIONARY STATEMENT:

This report contains forward- looking statements based on the perceptions of the Company and the data and information available with the company. The company does not and cannot guarantee the accuracy of various assumptions underlying such statements and they reflect Company's current views of the future events and are subject to risks and uncertainties. Many factors like change in general economic conditions, amongst others, could cause actual results to be materially different.

**By Order of the Board of Directors  
FOR SANCODE TECHNOLOGIES LIMITED**

Sd/-

**MIHIR DEEPAK VORA**  
**Managing Director**  
**DIN: 08602271**  
**Place: Mumbai**  
**DATE: 26<sup>th</sup> July, 2023**

**Form No. AOC-2**

**[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]**

**1. Details of Contract or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered into during the year ended 31<sup>st</sup> March, 2023, which were not at arm's length basis.

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

There were no material contracts or arrangements or transactions for the year ended 31<sup>st</sup> March, 2023. Thus this disclosure is not applicable.

**For and on behalf of the Board of Directors  
SANCODE TECHNOLOGIES LIMITED**

**SD/-**

**MR. MIHIR DEEPAK VORA  
MANAGING DIRECTOR  
DIN: 08602271**



**Independent Auditor's Report on Standalone Financial Statements**

To the Members of

**Sancode Technologies Limited**

(Formerly known as ZNL Startup Advisory Private Limited)

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **Sancode Technologies Limited** (Formerly known as **ZNL Startup Advisory Private Limited**) ("the Company"), which comprise the standalone Balance Sheet as at **March 31, 2023**, the standalone Statement of Profit and Loss and the standalone Statement of Cash Flows for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act read with Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023; and its profit and cash flows for the year ended on that date.

**Basis for opinion**

We have conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") as 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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. We have determined that there are no key audit matters to communicate in our report.





### **Other Matter**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' report, but does not include the standalone financial statements and our auditor's report thereon.

- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information, and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, 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, the 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.

Those 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) the balance sheet, the statement of profit and loss and the statement of cash flows dealt with by this report are in agreement with the books of account.
  - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of written representations received from the directors as on 31 March, 2023, taken on record by the Board of Directors, none of the directors is



disqualified as on 31 March, 2023, from being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 of the Act, as amended, In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> March, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V of the Act;
- h) With respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts 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. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.
  - v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, 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; and
  - vi. Based on audit procedures which we 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) contain any material mis-statement.

vii. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013

**For R T Jain & Co. LLP**  
**Chartered Accountants**  
**FRN : 103961W / W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**  
**UDIN : 23139447BGUYQW9433**  
**Mumbai, May 29, 2023**



**Annexure A to the Independent Auditors' Report**

**Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the standalone financial statements of the company for the year ended 31st March, 2023; we report that:**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.  
(ii) The company has maintained proper records showing full particulars of intangible assets.  
(b) The Company has a programme for verification of fixed assets every year which, in our opinion is reasonable having regard to the size of the company. Pursuant to the programme fixed assets were physically verified by management during the year. According to the explanation and information given to us, no material discrepancies were noticed on such verification.  
(c) The company does not have immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) and therefore reporting under this clause is not applicable.  
(d) The Company has not revalued its property, plant and equipment or intangible assets during the year so the clause is not applicable.  
(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The company is engaged in service industry and hence no inventory is involved. Accordingly, Clause 3(ii)(a) is not applicable.  
(b) The company has not taken any loan on the basis of the security of current assets. Thus, no opinion is required in respect of Clause 3 (ii)(b).
- iii. Based on the audit procedures carried on by us and as per the information and explanations given to us,  
(a) (i) the Company has made investments in foreign subsidiaries and Indian Subsidiaries (LLPs) during the year. However, the Company has not provided any



- guarantee and/or security and has not granted loans and advances in the nature of loans to any entity during the year.
- (ii) the Company has not granted loans or provided advances in the nature of loans, or stood guarantee or provided security to any other entity.
- (b) the company has not granted any loans hence Clause 3(iii)(b) is not applicable.
- (c) the company has not granted any loans hence Clause 3(iii)(c) is not applicable.
- (d) the company has not granted any loans hence Clause 3(iii)(d) is not applicable.
- (e) the company has not granted any loans hence Clause 3(iii)(e) is not applicable.
- (f) the company has not granted any loans hence Clause 3(iii)(f) is not applicable.
- iv. The company has not granted any loans in non-compliance of Section 185 or 186 during the year. Therefore clause 3(iv) of the order is not applicable.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the order is not applicable.
- vi. According to the information and explanations given to us and on the basis of examination of records, the company is not into manufacturing and therefore it is not required to maintain cost records as per companies act. Hence reporting under this clause is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of records, no undisputed amounts payable in respect of GST, Income-tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of GST, Income-tax, Sales tax, Service tax, Duty of Customs, Cess or other statutory dues which have not been deposited by the Company on account of disputes.
- viii. the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix. 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 defaulted in repayment to any lender.
- (b) the Company has not taken any loan from bank or financial institution or government or government authority therefore this clause is not applicable.
- (c) the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) no funds that have been raised on short term basis have been utilised for the long-term purpose during the year by the company.
- (e) the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised funds by way of initial public offer during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

It is pertinent to note that the company has issued 10,95,000 shares of Rs. 10 each at Rs. 47 in IPO on BSE SME Platform after year end but before the date of issue of audit report.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made preferential allotment of shares during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.





- (c) The company has not received any whistle-blower complaints during the year.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable
- xiii. 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 financial statements as required by the applicable Accounting Standards.
- xiv. (a) As on the date of balance sheet, the requirement of internal audit as per Companies Act, 2013 was not applicable to the company, hence reporting under this clause is not applicable.
- xv. (b) As on the date of balance sheet, the requirement of internal audit as per Companies Act, 2013 was not applicable to the company, hence reporting under this clause is not applicable.
- xvi. According to the information and explanations provided by the management, 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.
- xvii. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xviii. Based on our audit procedures and the information and explanations given by the management, there are no cash losses in the current financial year.



- xix. There has been no resignation by the statutory auditors during the year ended March 31, 2023. Accordingly, clause 3(xviii) of the Order is not applicable.
- xx. Based on the audit procedures performed and the information and explanations given to us, and 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xxi. The company does not meet the criterion for applicability of provisions of Section 135. Hence, this clause is not applicable.

**For R T Jain & Co. LLP**  
**Chartered Accountants**  
**FRN : 103961W / W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**  
**UDIN : 23139447BGUYQW9433**

**Mumbai, May 29, 2023**



**Annexure - B to the Independent Auditors' Report**

**Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements of our report of even date on the accounts of the company for the year ended 31<sup>st</sup> March, 2023**

**Report on the Internal Financial Controls 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 of **Sancode Technologies Limited** (Formerly known as **ZNL Startup Advisory Private Limited**) ("the Company") as of March 31, 2023 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting. However, the Company does not have appropriate system manuals or predefined written standard operating procedure to maintain the efficacy and effectiveness of the internal financial controls throughout the year. Thus, the



**R. T. JAIN & CO LLP**  
CHARTERED ACCOUNTANTS

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company does not have formal written internal financial controls over financial reporting based on our verification.

**For R T Jain & Co. LLP**  
**Chartered Accountants**  
**FRN : 103961W / W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**  
**UDIN : 23139447BGUYQW9433**

**Mumbai, May 29, 2023**

**SANCODE TECHNOLOGIES LIMITED**  
(Formerly known as "ZNL Startup Advisory Private Limited")

STATEMENT OF STANDALONE ASSETS AND LIABILITIES

(₹ In Lakhs)

Sr. No.	Particulars	Note No.	As at March 31,	As at March 31,
			2023	2022
	<b>EQUITY AND LIABILITIES</b>			
1)	<b>Shareholders Funds</b>			
	a. Share Capital	2	297.39	22.88
	b. Reserves & Surplus	3	73.34	284.39
2)	<b>Current Liabilities</b>			
	a. Short Term Borrowings	5	0.30	-
	b. Trade Payables	6	1.85	4.49
	c. Other Current Liabilities	7	15.56	8.52
	<b>TOTAL</b>		<b>388.44</b>	<b>320.28</b>
	<b>ASSETS</b>			
1)	<b>Non Current Assets</b>			
	a. Property, Plant and Equipments and Intangible Assets	8		
	i. Tangible Assets		0.18	0.22
	ii. Intangible Assets under development		0.50	-
	<b>Net Block</b>		<b>0.68</b>	<b>0.22</b>
	b. Deferred Tax Assets (Net)	4	47.45	0.03
	c. Non-current Investments	9	211.92	213.41
	d. Other Non Current Assets	10	30.51	0.59
2)	<b>Current Assets</b>			
	a. Trade Receivables	11	-	94.35
	b. Cash and Cash Equivalents	12	76.64	7.26
	c. Short Term Loans & Advances	13	3.78	0.73
	d. Other Current Assets	14	17.46	3.68
	<b>TOTAL</b>		<b>388.44</b>	<b>320.28</b>

For R T JAIN AND CO LLP  
Chartered Accountants  
FRN - 103961W/W100182

(CA Bankim Jain)  
Partner  
Mem No - 139447

Mumbai, May 29, 2023  
UDIN : 23139447BGUYQW9433

For and on behalf of Board of Directors

Amit Jain  
Director  
DIN : 09788333

Mihir Vora  
Managing Director  
DIN : 08602271

Sanjana Shah  
Chief Financial Officer

Narendra Gupta  
Company Secretary

# SANCODE TECHNOLOGIES LIMITED

(Formerly known as "ZNL Startup Advisory Private Limited")

## STATEMENT OF STANDALONE PROFIT AND LOSS

(₹ In Lakhs)

Sr. No.	Particulars	Note No.	For the year ended	For the year ended
			March 31,	March 31,
			2023	2022
<b>A</b>	<b>INCOME</b>			
	Revenue from Operations	15	37.82	94.89
	Other Income	16	8.22	0.73
<b>Total Income (A)</b>			<b>46.04</b>	<b>95.62</b>
<b>B</b>	<b>EXPENDITURE</b>			
	Employee benefit expenses	17	23.57	17.37
	Finance costs	18	0.03	0.04
	Depreciation and amortisation expense	19	0.04	0.12
	Other Expenses	20	5.88	3.37
<b>Total Expenses (B)</b>			<b>29.52</b>	<b>20.90</b>
<b>C</b>	<b>Profit before prior period items, extraordinary items and tax</b>		<b>16.52</b>	<b>74.72</b>
	Prior period items		0.49	-
<b>D</b>	<b>Profit before extraordinary items and tax</b>		<b>16.03</b>	<b>74.72</b>
<b>E</b>	Extraordinary items		-	-
<b>F</b>	<b>Profit before tax (D+E)</b>		<b>16.03</b>	<b>74.72</b>
<b>G</b>	<b>Tax expense :</b>			
	-Current tax		-	0.87
	-Deferred tax		(47.42)	-
	<b>Total Tax Expense</b>		<b>(47.42)</b>	<b>0.87</b>
<b>H</b>	<b>Profit after tax ( F - G )</b>		<b>63.45</b>	<b>73.85</b>
<b>I</b>	<b>Earnings per Equity Share:</b>	21		
	Basic		2.13	2.48
	Diluted		2.13	2.48

For R T JAIN AND CO LLP  
Chartered Accountants  
FRN - 103961W/W100182

(CA Bankim Jain)  
Partner  
Mem No - 139447

Mumbai, May 29, 2023  
UDIN : 23139447BGUYQW9433

For and on behalf of Board of Directors

Amit Jain  
Director  
DIN : 09788333

Mihir Vora  
Managing Director  
DIN : 08602271

Sanjana Shah  
Chief Financial Officer

Narendra Gupta  
Company Secretary

**SANCODE TECHNOLOGIES LIMITED**

(Formerly known as "ZNL Startup Advisory Private Limited")

**STATEMENT OF STANDALONE CASH FLOW**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the year ended March 31,
	2023	2022
<b>Cash Flow From Operating Activities:</b>		
Net Profit before tax as per Profit And Loss A/c	16.03	74.72
<b>Adjustments for:</b>		
Depreciation & Amortisation Expense	0.04	0.12
Finance Cost	0.03	0.04
Loss / (Profit) on sale of Asset	-	0.26
Interest Income	(0.00)	(0.73)
<b>Operating Profit Before Working Capital Changes</b>	<b>16.11</b>	<b>74.40</b>
Adjusted for (Increase)/ Decrease in:		
Trade Receivables	94.35	(21.03)
Short Term Loans and advances	(3.05)	3.58
Other Current & Non Current Assets	(43.70)	(0.11)
Trade Payables	(2.64)	1.63
Other Current & Non Current Liabilities	7.04	4.35
<b>Cash Generated From Operations Before Extra-Ordinary Items</b>	<b>68.11</b>	<b>62.81</b>
Add:- Extra-Ordinary Items	-	-
<b>Cash Generated From Operations</b>	<b>68.11</b>	<b>62.81</b>
Net Income Tax (paid) / refunded	-	(0.87)
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>68.11</b>	<b>61.94</b>
<b>Cash Flow From Investing Activities:</b>		
Purchase of Fixed Asset (including capital work in progress)	(0.50)	-
Investments (purchased) / redeemed	1.49	(64.30)
Interest Income	0.00	0.73
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>0.99</b>	<b>(63.57)</b>
<b>Cash Flow from Financing Activities:</b>		
Net Increase/(Decrease) in Short Term Borrowings	0.30	-
Finance Cost	(0.03)	(0.04)
<b>Net Cash Flow from/(used in) Financing Activities ( C)</b>	<b>0.27</b>	<b>(0.04)</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	69.38	(1.68)
Cash & Cash Equivalents As At Beginning of the Year	7.26	8.94
<b>Cash &amp; Cash Equivalents As At End of the Year</b>	<b>76.64</b>	<b>7.26</b>

For R T JAIN AND CO LLP  
Chartered Accountants  
FRN - 103961W/W100182

(CA Bankim Jain)  
Partner  
Mem No - 139447

Mumbai, May 29, 2023  
UDIN : 23139447BGUYQW9433

For and on behalf of Board of Directors

Amit Jain  
Managing Director  
DIN : 09788333

Mihir Vora  
Director  
DIN : 08602271

Sanjana Shah  
Chief Financial Officer

Narendra Gupta  
Company Secretary



# **SANCODE TECHNOLOGIES LIMITED**

## **(Formerly known as "ZNL Startup Advisory Private Limited")**

### **ANNEXURE - I : CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES**

#### **A. CORPORATE INFORMATION**

Sancode Technologies Limited (Formerly known as "ZNL Startup Advisory Private Limited" was incorporated on April 28, 2016. The company is engaged in the business of providing management consultancy services and other services to startups and other entities.

The Financial Statements of the Company for the year ended March 31, 2023 were approved by the Board of Directors in the meeting held dated May 29, 2023.

#### **B. SIGNIFICANT ACCOUNTING POLICIES**

##### **1.01 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

- i. These financial statements are prepared in accordance with Generally Accepted Accounting Principles in India (GAAP) under historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable.

The financial statements are prepared under the historical cost convention and on the accounting principles of going concern. The Company follows accrual system of accounting where income & expenditure are recognized on accrual basis in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

##### **1.02 USE OF ESTIMATES**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

##### **1.03 PROPERTY, PLANT & EQUIPMENT**

All Fixed Assets are recorded at cost including taxes, duties, freight and other incidental expenses incurred in relation to their acquisition and bringing the asset to its intended use.

##### **1.04 DEPRECIATION / AMORTISATION**

###### **Tangible Assets:**

Depreciable amount of assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

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

##### **1.05 IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

##### **1.06 BORROWING COSTS**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

##### **1.07 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

##### **1.08 REVENUE RECOGNITION**

## **ANNEXURE - I : CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES**

Revenue is recognised on rendering of services, performance of related obligations and assurance of collectability of resulting receivables in accordance with the terms of contracts entered into with customers.

### **1.09 OTHER INCOME**

Interest income is accounted on accrual basis. Income other than interest income is accounted for when right to receive such income is established.

### **1.10 TAXES ON INCOME**

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

### **1.11 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **1.12 EARNINGS PER SHARE**

Basic earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

## 2 DETAILS OF STANDALONE SHARE CAPITAL

## ANNEXURE - II

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>EQUITY SHARE CAPITAL :</b>		
<b>AUTHORISED:</b>		
Equity Share Capital of Rs. 10 each (No of Shares 31.3.23 - 44,00,000, 31.3.22 - 4,00,000)	440.00	40.00
Compulsorily Convertible 0.001%, Preference Shares of Rs. 10 each (No. of Shares 100000)	10.00	10.00
<b>TOTAL</b>	<b>450.00</b>	<b>50.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
Equity Share Capital of Rs. 10 each	297.39	21.67
Compulsorily Convertible 0.001% Preference Shares of Rs. 10 each	-	1.21
<b>TOTAL</b>	<b>297.39</b>	<b>22.88</b>

**RECONCILIATION OF NUMBER OF SHARES OUTSTANDING AT THE END OF THE YEAR/ PERIOD :**

Particulars	As at March 31,	As at March 31,
	2023	2022
Equity Shares at the beginning of the year	2,16,669	2,16,669
Add : Shares issued during the year	27,57,198	-
<b>Equity Shares at the end of the year / period</b>	<b>29,73,867</b>	<b>2,16,669</b>

Particulars	As at March 31,	As at March 31,
	2023	2022
Preeference Shares at the beginning of the year	12,090	1,265
Add : Shares issued during the year	-	10,825
Less : Shares converted into equity shares during the year	(12,090)	
<b>Preference Shares at the end of the year / period</b>	<b>-</b>	<b>12,090</b>

**Details of Shareholders holding more than 5% of the aggregate equity shares of the company:**

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Khushboo Jain	11,83,000	39.78%	91,000	42.00%
Venus Siroya	-	0.00%	21,667	10.00%
ZNL Startup Accelerator LLP	14,38,881	48.38%	90,999	42.00%
Amit Jain	2,02,293	6.80%	-	0.00%

**Details of Shareholders holding more than 5% of the aggregate compulsory convertible preference shares of the company:**

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Satellite Ventures LLC	-	0.00%	2,559	21.17%
Gopinth Developers LLP	-	0.00%	7,624	63.06%
Manisha Anil Kothari	-	0.00%	1,907	15.77%

**Details of equity shares held by promoters :**

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Khushboo Jain	11,83,000	39.78%	91,000	42.00%
ZNL Startup Accelerator LLP	14,38,881	48.38%	90,999	42.00%
Amit Jain	2,02,293	6.80%	-	0.00%
Mihir Vora	74,347	2.50%	-	0.00%

**Terms / Rights attached to Equity Shares:**

- 1.) The company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Share holders.
- 2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.
- 3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

**Terms / Rights attached to Preference Shares:****Class A1 CCPS- No. of Shares - 2559**

0.001% Class A1 of CCPS issued by the Company shall have a coupon rate 0.001% p.a. The holders of the Class A1 Shares may convert the Class A1 Shares in whole or part, whether in one or more tranches, into Equity Shares at any time after the issuance of Class A1 Shares but before 19 (Nineteen) years from the date of issuance of the same. The Class A1 Shares, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Securities to the public in connection with the occurrence of a IPO under Applicable Law, or (ii) on the day immediately preceding the completion of 19 (Nineteen) years from the date of issuance of the same. Each Class A1 Shares shall be converted into Equity Shares at a conversion ratio of 1:1 (i.e., 1 Equity Share for 1 Class A1 Shares).

**Class A2 CCPS- No. of Shares - 9531**

0.001% Class A2 of CCPS issued by the Company shall have a coupon rate 0.001% p.a. The holders of the Class A2 CCPS may convert the Class A2 CCPS in whole or part, whether in one or more tranches, into Equity Shares at any time after the issuance of Class A2 CCPS but before 19 (Nineteen) years from the date of issuance of the same. The Class A2 CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Securities to the public in connection with the occurrence of a IPO under Applicable Law, or (ii) on the day immediately preceding the completion of 19 (Nineteen) years from the date of issuance of the same. Each Class A2 Subscription Share shall be converted into Equity Shares at a conversion ratio of 1:1 (i.e., 1 Equity Share for 1 Class A2 Subscription Share). However, the number of Equity Shares to be issued to an Investor upon conversion of the CCPS ("Investor Conversion Shares") shall be adjusted in the manner decided in the CCPS agreement upon occurrence of a Qualified Financing Round.

**DETAILS OF STANDALONE RESERVES AND SURPLUS**
**ANNEXURE - III**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>PROFIT &amp; LOSS ACCOUNT</b>		
Opening Balance	(199.33)	(273.18)
Net Profit / (Loss) after Tax for the year/period	63.46	73.84
<b>Closing Balance</b>	<b>(135.87)</b>	<b>(199.33)</b>
<b>SECURITIES PREMIUM</b>		
Opening Balance	483.72	483.72
Less : Issue of Bonus Shares	(274.51)	-
<b>Closing Balance</b>	<b>209.21</b>	<b>483.72</b>
<b>TOTAL</b>	<b>73.34</b>	<b>284.39</b>

**DETAILS OF STANDALONE DEFERRED TAX LIABILITIES / (ASSETS)**
**ANNEXURE - IV**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>Deferred Tax Liability</b>		
-on Account of Depreciation	-	-
<b>Deferred Tax Assets</b>		
-on Account of Fixed Assets	(0.18)	(0.03)
-on Account of Carry Forward of Losses	(47.27)	-
<b>TOTAL - Deferred Tax Liabilities / (Assets)</b>	<b>(47.45)</b>	<b>(0.03)</b>

**DETAILS OF STANDALONE SHORT TERM BORROWING**
**ANNEXURE - V**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>Unsecured</b>		
Loan from Related Parties	0.30	-
<b>TOTAL</b>	<b>0.30</b>	<b>-</b>

Loan from Related Parties is not bearing any interest and is repayable on demand.

**DETAILS OF STANDALONE TRADE PAYABLES**
**ANNEXURE - VI**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Due to Micro and Small Enterprises	-	-
Due to others		
Related Party	1.18	3.61
Others	0.67	0.88
<b>TOTAL</b>	<b>1.85</b>	<b>4.49</b>

The Company is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (the 'Act' ) and hence disclosures regarding the following have not been made:

- Amount due and outstanding to MSME suppliers as at the end of the accounting period / year.
- Interest paid during the period / year to MSME.
- Interest payable at the end of the accounting period / year to MSME.
- Interest accrued and unpaid at the end of the accounting period / year to MSME.

Management believes that the figures for disclosures, if any, will not be significant.

**DETAILS OF STANDALONE OTHER CURRENT LIABILITIES**
**ANNEXURE - VII**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Expenses Payable	0.72	-
Statutory Dues	4.60	0.48
Employee Dues	10.24	8.04
<b>TOTAL</b>	<b>15.56</b>	<b>8.52</b>

**DETAILS OF STANDALONE NON-CURRENT INVESTMENTS**

**ANNEXURE - IX**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>QUOTED INVESTMENTS</b>		
<i>Investment in Subsidiaries</i>		
ZNL Management LLP	1.69	1.69
ZNL Startup Growth II LLP	-	1.42
Zsolt Ventures LLC	161.35	161.35
Dhruva Advisors US INC 30950 Shares@61.9%	48.08	48.08
<i>Investment in Entities - LLP</i>		
ZNL Startup Growth LLP	0.80	0.87
<b>TOTAL</b>	<b>211.92</b>	<b>213.41</b>

**DETAILS OF STANDALONE OTHER NON CURRENT ASSETS**

**ANNEXURE - X**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Preliminary Exepenses	-	0.59
Rent Deposit	25.00	-
Security Deposit	5.51	-
<b>TOTAL</b>	<b>30.51</b>	<b>0.59</b>

**DETAILS OF STANDALONE TRADE RECEIVABLES**

**ANNEXURE - XI**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>Trade Receivables</b>		
From Others	-	94.35
<b>TOTAL</b>	<b>-</b>	<b>94.35</b>

**DETAILS OF STANDALONE CASH & CASH EQUIVALENTS**

**ANNEXURE - XII**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Balance with Bank	76.21	6.67
Cash in Hand	0.43	0.59
<b>TOTAL</b>	<b>76.64</b>	<b>7.26</b>

**DETAILS OF STANDALONE SHORT TERM LOAN AND ADVANCES**

**ANNEXURE - XIII**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Advance Tax & TDS	3.78	0.23
Advance for Expenses - Others	-	0.50
<b>TOTAL</b>	<b>3.78</b>	<b>0.73</b>

**DETAILS OF STANDALONE OTHER CURRENT ASSETS**

**ANNEXURE - XIV**  
(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
IPO Expenses	16.04	-
Other Receivables	1.42	3.68
<b>TOTAL</b>	<b>17.46</b>	<b>3.68</b>

**DETAILS OF STANDALONE REVENUE FROM OPERATIONS**
**ANNEXURE - XV**  
 (₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
<b>Sale of Services</b>		
Domestic Sales	37.82	-
Export Sales	-	94.89
<b>TOTAL</b>	<b>37.82</b>	<b>94.89</b>

**DETAILS OF STANDALONE OTHER INCOME**
**ANNEXURE - XVI**  
 (₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Foreign Exchange Gain	8.22	-
Interest on FD	-	0.57
Interest on IT Refund	-	0.16
<b>TOTAL</b>	<b>8.22</b>	<b>0.73</b>

**DETAILS OF STANDALONE EMPLOYEE BENEFITS EXPENSE**
**ANNEXURE - XVII**  
 (₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Directors Remuneration	4.54	13.37
Salaries and Allowances	19.03	4.00
<b>TOTAL</b>	<b>23.57</b>	<b>17.37</b>

**DETAILS OF STANDALONE FINANCE COST**
**ANNEXURE - XVIII**  
 (₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Bank Charges	0.03	0.04
<b>TOTAL</b>	<b>0.03</b>	<b>0.04</b>

**DETAILS OF STANDALONE DEPRECIATION & AMORTIZATION EXPENSE**
**ANNEXURE - XIX**  
 (₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Depreciation	0.04	0.12
<b>TOTAL</b>	<b>0.04</b>	<b>0.12</b>

**DETAILS OF STANDALONE OTHER EXPENSES**
**ANNEXURE - XX**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Audit Fees	1.00	0.30
Advertisement & Promotion Expenses	1.53	-
Balances Written Off	-	1.18
Assets Written off	-	0.26
Director Sitting Fees	0.72	-
Legal & Professional Fees	1.58	0.61
Late fees	0.04	-
Membership & Subscriptions	0.70	0.07
Miscellaneous Expenses	0.14	0.15
Postage & Courier	0.05	0.02
Printing & Stationary	0.10	0.04
Rates & Taxes	0.02	0.68
Repairs & Maintenance	-	0.04
Travelling & Conveyance	-	0.02
<b>TOTAL</b>	<b>5.88</b>	<b>3.37</b>
<b>Note:</b>		
<b>Remuneration to Auditor</b>		
As Auditor - Statutory Audit	1.00	0.30

**EARNINGS PER SHARE**
**ANNEXURE - XXI**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Net Profit / (Loss) Attributable to Equity Shareholders	63.45	73.85
Weighted average No. of Shares Outstanding	29,73,867	29,73,867
Nominal Value of each share	10.00	10.00
Basic and Diluted EPS	2.13	2.48

Notes:-

- 1) 12,090 Preference shares were converted to equity shares on November 11, 2022 in the ratio of 1:1
- 2) 27,45,108 Bonus shares were issued on November 30, 2022 in the ratio of 12:1 (twelve share for one share)



DETAILS OF STANDALONE FIXED ASSETS

ANNEXURE- VIII

(₹ In Lakhs)

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2022	ADDITIONS	DEDUCTIO NS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIO NS / ADJUSTME NTS	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
<b>Tangible Assets</b>										
Computer	3.34	-	-	3.34	3.14	0.04	-	3.18	0.15	0.20
Office Equipment	0.51	-	-	0.51	0.48	-	-	0.48	0.03	0.03
<b>Intangible CWIP</b>										
Application under Development	-	0.50	-	0.50	-	-	-	-	0.50	-
<b>Grand Total</b>	<b>3.84</b>	<b>0.50</b>	<b>-</b>	<b>4.34</b>	<b>3.62</b>	<b>0.04</b>	<b>-</b>	<b>3.66</b>	<b>0.68</b>	<b>0.22</b>
Previous Year	5.11	-	1.26	3.84	4.51	0.12	1.01	3.62	0.22	0.59

As at March 31, 2023

(₹ In Lakhs)

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Application under development	0.50	-	-	-	0.50
<b>TOTAL</b>	<b>0.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.50</b>

## TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises;	-	
Total outstanding dues of creditors other than micro enterprises and small enterprises.	1.85	4.49
<b>Total</b>	<b>1.85</b>	<b>4.49</b>

## A. Trade Payables Ageing Schedule

As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-
(ii)Others	0.27	1.28	0.30	-	1.85
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total Dues</b>	<b>0.27</b>	<b>1.28</b>	<b>0.30</b>	<b>-</b>	<b>1.85</b>
Unbilled Dues					-
<b>Total Trade Payables</b>					<b>1.85</b>

As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-
(ii)Others	3.15	0.41	-	0.93	4.49
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total Dues</b>	<b>3.15</b>	<b>0.41</b>	<b>-</b>	<b>0.93</b>	<b>4.49</b>
Unbilled Dues					-
<b>Total Trade Payables</b>					<b>4.49</b>

## TRADE RECEIVABLES (₹ in Lakhs)

Particulars	As at 31st March,	
	2023	2022
<b>Unsecured, Considered Good</b>		
-From Related Party	-	-
-From Others	-	94.35
<b>Total</b>	<b>-</b>	<b>94.35</b>

Ageing of Trade Receivables are as follows:

As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	94.35	-	-	-	-	94.35
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

**DETAILS OF STANDALONE RELATED PARTY TRANSACTION**ANNEXURE - XXIV  
(₹ In Lakhs)

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction during the period year March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the period year March 31, 2022	Amount outstanding as on March 31, 2022 (Payable)/ Receivable
Amit Jain	Relative of Director	Reimbursement of expenses	-	-	0.92	-
Neha Jain	Director (upto 10.02.2023), Relative of Director	Director Remuneration	1.73	(0.88)	10.37	(1.74)
		Reimbursement of Expenses	0.88		0.92	
Mihir Vora	Director (w.e.f 15.01.21)	Director Remuneration	2.81	(4.01)	3.00	(5.91)
		Loan Taken	0.30		-	
		Reimbursement of Expenses	1.37		1.80	
Zsolt Ventures LLC	Subsidiary	Investment made	-	161.35	76.10	161.35
Dhruva Advisors USA Inc.	Subsidiary	Investment made	-	48.08	-	48.08
ZNL Management LLP	Subsidiary	Investment made	-	1.69	-	1.69
		Professional Fees Received	30.00		-	
Corpgini Innvoations Pvt. Ltd	Joint Venture (upto 31.07.2020)	Divestment in shares	-	-	0.40	-
ZNL Startup Growth II LLP	Subsidiary (Upto 20.10.2022)	Capital Infusion	-	1.42	1.61	1.42
		Capital Withdrawal	-		12.90	

Particulars	Numerator	Denominator	For the year ended 31st March,		Change	Remarks
			2023	2022		
Current Ratio	Current Assets	Current Liabilities	5.53	8.15	-32%	Deviation is due to realisation of debtors in the current year
Debt Equity Ratio	Total Debts	Shareholders Equity	0.00	-	NA	NA
Debt Service Coverage Ratio	Earning available for debt service	Debt Service	53.54	NA	NA	NA
Return on Equity	Net Profit after Tax	Average Shareholders Equity	0.19	0.24	-22%	Deviation less than 25%
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivables	0.80	1.01	-20%	Deviation less than 25%
Net Capital Turnover Ratio	Revenue from operations	Working Capital	0.47	1.02	-54%	Deviation is due to Decrease in Revenue as compared to previous year
Net Profit Ratio	Net Profit	Revenue from Operations	1.68	0.78	116%	Due to deferred tax asset recognised on loss brought forward which was not recognised in earlier years
Return on Capital Employed	Earning before interest and tax	Capital Employed	0.04	0.24	-82%	Deviation is due to Decrease in Revenue as compared to previous year

**Additional Regulatory Information as per Schedule III to companies Act, 2013 :****ANNEXURE -XXVI**

- 1 The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- 2 The company has not revalued Property, Plant and Equipment.
- 3 The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:(a) repayable on demand or (b) without specifying any terms or
- 4 The Company does not have any capital work-in-progress.
- 5 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 6 The Company does not have any borrowings from banks or financial institutions.
- 7 The provisions of Corporate Social Responsibility under Section 135 of the Companies Act, 2013 are not applicable to the Company.
- 8 The company is not declared as wilful defaulter by any bank or financial institution or other lender.
- 9 The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- 10 No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets
- 11 There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- 12 The Company has not traded or invested in Crypto currency or Virtual Digital Asset during the financial year.
- 13 The company's investments are in compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- 14 The Company does not have any charge or satisfaction of charge pending for registration with Registrar of Companies beyond the statutory period.

**OTHER NOTES****ANNEXURE -XXVII**

- 1 The company was in the process of Listing on BSE SME Platform as on March 31, 2023 and got listed w.e.f. April 18, 2023 by issuing 10,95,000 shares of Rs. 10 each at Rs. 47.
- 2 Figures of previous year have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

**For R T JAIN AND CO LLP**  
**Chartered Accountants**  
**FRN - 103961W/W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No - 139447**

**Mumbai, May 29, 2023**  
**UDIN : 23139447BGUYQW9433**

**Amit Jain**  
**Director**  
**DIN : 09788333**

**Sanjana Shah**  
**Chief Financial Officer**

**Mihir Vora**  
**Managing Director**  
**DIN : 08602271**

**Narendra Gupta**  
**Company Secretary**



**Independent Auditor's Report**

To the Members of

**Sancode Technologies Limited**

(Formerly Known as ZNL Startup Advisory Private Limited)

**Report on the Audit of Consolidated Financial Statements**

**Opinion**

We have audited the accompanying consolidated financial statements of **Sancode Technologies Limited** (Formerly known as **ZNL Startup Advisory Private Limited**) ("the Company") and its subsidiaries (together referred to as "the Group", which comprise the consolidated Balance Sheet as at **March 31, 2023**, the consolidated Statement of Profit and Loss and the consolidated Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of 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 consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023; and its consolidated profit and loss and consolidated cash flows for the year ended on that date.

**Basis for opinion**

We have conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") as specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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, 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.

#### Description of Key Audit Matter

Key audit matter	How the matter was addressed
<p><b>Consolidation of Foreign Subsidiaries</b></p> <p>The company has made investments in foreign subsidiaries which are also material to the entity as disclosed in the notes to accounts of the consolidated financial statement in “Annexure-IV “</p> <p>We identified the investment in foreign subsidiaries as key audit matter since-</p> <ol style="list-style-type: none"><li>1. The audit of the investment in foreign subsidiaries involved significant audit effort and professional judgment due to the complexities arising from the diverse regulatory frameworks, economic environments, and foreign exchange rates involved.</li><li>2. Investments in foreign entities are subject to exchange rate fluctuations. The translation of financial statements denominated in foreign currency to the reporting currency poses additional audit risks.</li><li>3. The consolidation process, involved the identification and measurement of non-controlling interests, as well as the elimination of intercompany transactions and carrying the balances accurately.</li></ol>	<p><b>Our audit procedures included:</b></p> <ol style="list-style-type: none"><li>1. We reviewed the translation of financial statements of foreign subsidiaries, including the selection of appropriate exchange rates to ensure the accuracy of translated amounts.</li><li>2. We also examined and analysed the effects of elimination of inter-company transactions, measurement of minority interest including profit allocation.</li><li>3. We assessed consolidation procedures applied to the preparation of consolidated financial statement to ensure its completeness and its accuracy.</li><li>4. We also reviewed and ensured the disclosures made in this respect is in compliance with the relevant accounting standard and other regulatory requirements.</li></ol>

#### Other Information

The Holding Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Holding company’s Directors’ report, but does not include the 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.

#### **Other Matter**

We did not audit the annual financial statements of two subsidiaries included in the Statement, whose financial information reflects total assets (net of elimination) of ₹ 163.14 lakhs as at March 31, 2023, total revenues of ₹ 146.95 lakhs and total net profit / (loss) after tax of ₹ (14.61) lakhs, for the year ended on that date, as considered in the Statement. These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit report of such other auditors, and the procedures performed by us as stated in paragraph above. Our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based on the audit report of other auditors.

We did not audit the annual financial statements of one subsidiary included in the Statement, whose financial information reflects total assets (net of elimination) of ₹ 1.84 lakhs as at March 31, 2023, total revenues of ₹ 30.95 lakhs and total net profit / (loss) after tax of ₹ 1.10 lakhs, for the year ended on that date, as considered in the Statement. These annual financial statements are unaudited and have been furnished to us by the management, and our opinion on consolidated financial results in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanation given to us by the management, these unaudited financial statement / financial information, as applicable are not material to the Group.

#### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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



control, 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.

In preparing the consolidated financial statements, the 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.

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

### **Auditor's Responsibilities for the audit of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's



ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss and the consolidated statement of cash flows dealt with by this report are in agreement with the books of account.



- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on 31 March, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **“Annexure B”**.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 of the Act, as amended, In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> March, 2023 has been paid / provided by the Holding company and its subsidiaries incorporated in India to its directors in accordance with the provisions of Section 197 read with Schedule V of the Act;
- h) With respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:
  - i. The Group does not have any pending litigations which would impact its financial position;
  - ii. The Group did not have any long-term contracts including derivative contracts 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. The Holding company’s management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding company and its subsidiaries incorporated in India to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding company and its subsidiaries incorporated in India (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



- v. The Holding company's management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding company and its subsidiaries incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding company and its subsidiaries incorporated in India 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; and
- vi. Based on audit procedures which we 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) contain any material mis-statement.
- vii. The Holding company and its subsidiaries incorporated in India have not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013

**For R T Jain & Co. LLP**  
**Chartered Accountants**  
**FRN : 103961W / W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**  
**UDIN : 23139447BGUYQX1147**  
**Mumbai, May 29, 2023**



**Annexure A to the Independent Auditors' Report**

**Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of the company for the year ended 31st March, 2023**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

**For R T Jain & Co. LLP**  
**Chartered Accountants**  
**FRN : 103961W / W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**  
**UDIN : 23139447BGUYQX1147**  
**Mumbai, May 29, 2023**



**Annexure - B to the Independent Auditors' Report**

**Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of the company for the year ended 31<sup>st</sup> March, 2023**

**Report on the Internal Financial Controls 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 with respect to the consolidated financial statements of **Sancode Technologies Limited** (Formerly known as **ZNL Startup Advisory Private Limited**) ("the Company") as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting with respect 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") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 respect 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 over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding Company and its subsidiaries incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting. However, the Holding Company and its subsidiaries companies incorporated in India does not have appropriate system manuals or predefined written standard operation procedure





to maintain the efficacy and effectiveness of the internal financial controls throughout the year. Thus, the Group does not have formal written internal financial controls over financial reporting based on our verification.

**For R T Jain & Co. LLP**  
**Chartered Accountants**  
**FRN : 103961W / W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No. : 139447**  
**UDIN : 23139447BGUYQX1147**  
**Mumbai, May 29, 2023**

**SANCODE TECHNOLOGIES LIMITED**  
(Formerly known as "ZNL Startup Advisory Private Limited")  
CIN : U74900MH2016PLC280315

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES

(₹ In Lakhs)

Sr. No.	Particulars	Note	As at March 31, 2023	As at March 31, 2022
			Audited	Audited
	<b>EQUITY AND LIABILITIES</b>			
1)	<b>Shareholders Funds</b>			
	a. Share Capital	2	297.39	22.88
	b. Reserves & Surplus	3	5.64	201.78
	c. Minority Interest		14.09	18.86
2)	<b>Non Current Liabilities</b>			
	a. Long Term Borrowings	4	5.32	-
3)	<b>Current Liabilities</b>			
	a. Short Term Borrowings	6	0.30	15.00
	b. Trade Payables	7	3.54	9.01
	c. Other Current Liabilities	8	17.86	13.63
	d. Short Term Provisions	9	-	0.23
	<b>TOTAL</b>		<b>344.13</b>	<b>281.38</b>
	<b>ASSETS</b>			
1)	<b>Non Current Assets</b>			
	a. Property, Plant and Equipments and Intangible Assets			
	i. Tangible Assets	10	0.18	0.22
	ii. Intangible Assets-Goodwill on Consolidation		1.83	1.83
	iii. Capital Work in Progress		-	-
	iv. Intangible Assets under development	10	0.50	-
	<b>Net Block</b>		<b>2.51</b>	<b>2.05</b>
	b. Deferred Tax Assets (Net)	5	47.45	0.03
	c. Non-current Investments	11	1.29	15.19
	d. Other Non Current Assets	12	30.51	0.65
2)	<b>Current Assets</b>			
	a. Trade Receivables	13	89.68	188.03
	b. Cash and Cash Equivalents	14	122.20	43.71
	c. Short Term Loans & Advances	15	33.03	28.03
	d. Other Current Assets	16	17.46	3.68
	<b>TOTAL</b>		<b>344.13</b>	<b>281.38</b>

For and on behalf of Board of Directors

For R T JAIN AND CO LLP  
Chartered Accountants  
FRN - 103961W/W100182

Amit Jain  
Director  
DIN : 08602271

Mihir Vora  
Managing Director  
DIN : 08602271

CA Bankim Jain  
Partner  
Mem No - 139447

Mumbai, May 29, 2023  
UDIN : 23139447BGUYQX1147

Sanjana Shah  
Chief Financial Officer

Narendra Gupta  
Company Secretary

# SANCODE TECHNOLOGIES LIMITED

(Formerly known as "ZNL Startup Advisory Private Limited")

## STATEMENT OF CONSOLIDATED PROFIT AND LOSS

(₹ In Lakhs)

Sr. No.	Particulars	Notes	For the year ended	For the year ended
			March 31,	March 31,
			2023	2022
<b>A</b>	<b>INCOME</b>			
	Revenue from Operations	17	155.42	243.86
	Other Income	18	39.99	0.73
<b>Total Income (A)</b>			<b>195.41</b>	<b>244.59</b>
<b>B</b>	<b>EXPENDITURE</b>			
	Employee benefit expenses	19	149.47	145.02
	Finance costs	20	0.84	0.39
	Depreciation and amortisation expense	21	0.04	0.12
	Other Expenses	22	36.51	58.92
<b>Total Expenses (B)</b>			<b>186.86</b>	<b>204.45</b>
<b>C</b>	<b>Profit before prior period items, extraordinary items and tax</b>		<b>8.55</b>	<b>40.14</b>
	Prior period items		6.25	-
<b>D</b>	<b>Profit before extraordinary items and tax</b>		<b>2.30</b>	<b>40.14</b>
<b>E</b>	Extraordinary items - Waiver of Loan (refer note to long term borrowings)		-	65.73
<b>F</b>	<b>Profit before tax (D+E)</b>		<b>2.30</b>	<b>105.87</b>
	<i>Tax expense :</i>			
	-Current tax		(0.23)	1.03
	-Deferred tax		(47.42)	-
<b>G</b>	<b>Total Tax Expense</b>		<b>(47.65)</b>	<b>1.03</b>
<b>H</b>	<b>Profit for the year including minority ( F - G )</b>		<b>49.95</b>	<b>104.84</b>
<b>I</b>	Share of Minority		(4.78)	17.60
<b>J</b>	<b>Profit of the year (H - I)</b>		<b>54.72</b>	<b>87.24</b>

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements.

1

For R T JAIN AND CO LLP  
Chartered Accountants  
FRN - 103961W/W100182

For and on behalf of Board of Directors

Amit Jain  
Director  
DIN : 08602271

Mihir Vora  
Managing Director  
DIN : 08602271

CA Bankim Jain  
Partner  
Mem No - 139447

Mumbai, May 29, 2023  
UDIN : 23139447BGUYQX1147

Sanjana Shah  
Chief Financial Officer

Narendra Gupta  
Company Secretary

**SANCODE TECHNOLOGIES LIMITED**

(Formerly known as "ZNL Startup Advisory Private Limited")

CIN : U74900MH2016PLC280315

**STATEMENT OF CONSOLIDATED CASH FLOW**

(₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	Audited	Audited
<b>Cash Flow From Operating Activities:</b>		
Net Profit before tax as per Profit And Loss A/c	2.30	105.87
<b>Adjustments for:</b>		
Depreciation & Amortisation Expense	0.04	0.12
Finance Cost	0.22	0.39
Increase / (decrease) in Foreign Currency Translation Reserve	16.10	0.56
Effect of Divestment of Subsidiary	7.55	-
Loss / (Profit) on sale of Asset	-	0.26
Interest Income	-	(0.73)
<b>Operating Profit Before Working Capital Changes</b>	<b>26.21</b>	<b>106.46</b>
Adjusted for (Increase)/ Decrease in:		
Trade Receivables	98.35	(71.95)
Short Term Loans and advances	(5.00)	(19.68)
Other Current & Non Current Assets	(43.42)	(0.11)
Trade Payables	(5.47)	3.28
Short Term & Long Term Provisions	(0.23)	(1.03)
Other Current & Non Current Liabilities	4.23	(0.10)
<b>Cash Generated From Operations Before Extra-Ordinary Items</b>	<b>74.68</b>	<b>16.87</b>
Add:- Extra-Ordinary Items		
<b>Cash Generated From Operations</b>	<b>74.68</b>	<b>16.87</b>
Net Income Tax (paid) / refunded	-	-
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>74.68</b>	<b>16.87</b>
<b>Cash Flow From Investing Activities:</b>		
Purchase of Fixed Asset (including capital work in progress)	(0.50)	-
Investments (purchased) / redeemed	13.90	(5.78)
Interest Income	-	0.73
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>13.40</b>	<b>(5.05)</b>
<b>Cash Flow from Financing Activities:</b>		
Net Increase/(Decrease) in Short Term Borrowings	(14.70)	15.00
Net Increase/(Decrease) in Long Term Borrowings	5.32	(63.73)
Finance Cost	(0.22)	(0.39)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(9.60)</b>	<b>(49.12)</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	78.48	(37.31)
Cash & Cash Equivalents As At Beginning of the Year	43.71	81.02
<b>Cash &amp; Cash Equivalents As At End of the Year</b>	<b>122.20</b>	<b>43.71</b>

For R T JAIN AND CO LLP  
Chartered Accountants  
FRN - 103961W/W100182

CA Bankim Jain  
Partner  
Mem No - 139447

Mumbai, May 29, 2023  
UDIN : 23139447BGUYQX1147

For and on behalf of Board of Directors

Amit Jain  
Managing Director  
DIN : 09788333

Mihir Vora  
Director  
DIN : 08602271

Sanjana Shah  
Chief Financial Officer

Narendra Gupta  
Company Secretary

# SANCODE TECHNOLOGIES LIMITED

## (Formerly known as "ZNL Startup Advisory Private Limited")

### NOTE 1: CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

#### A. CORPORATE INFORMATION

Sancode Technologies Limited (Formerly known as "ZNL Startup Advisory Private Limited") ("the Company") was incorporated on April 28, 2016. It has been converted into Public Company on January 2, 2023. The corporate identification number of the company is U74900MH2016PLC280315. The company is engaged in the business of providing management consultancy services and ancillary services to startups and other entities.

The Financial Statements of the Company for the year ended March 31, 2023 were approved by the Board of Directors in the meeting held dated May 29, 2023.

#### B. SIGNIFICANT ACCOUNTING POLICIES

##### Principles of Consolidation

a) The financial statements relate to Sancode Technologies Limited ("the Holding Company") and its subsidiaries. The company and its subsidiaries constitute the group.

b) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intragroup transactions in accordance with Accounting Standard (AS) 21 - STANDALONE Financial Statement.

c) The difference between cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

d) Minority Interest's share of net profit of subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

e) Minority Interest's share of net assets of subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

f) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

Name of Subsidiary, Country of Incorporation and % of holding of the subsidiaries are as follows :

Name	Entity type	Country	Relationship	Share holding as at	
				31st March, 2023	31st March, 2022
ZNL Management LLP	Subsidiary	India	Subsidiary	99.99%	99.99%
ZNL Startup Growth II LLP	Subsidiary	India	Subsidiary	-	99%
Zsolt Ventures LLC	Subsidiary	USA	Subsidiary	100%	100%
Dhruva Advisors Inc	Subsidiary	USA	Subsidiary	61.90%	61.90%

#### 1.01 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

#### 1.02 USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

## **NOTE 1: CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES**

### **1.03 PROPERTY, PLANT & EQUIPMENT**

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalization criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management and initial estimate of decommissioning, restoring and similar liabilities.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

### **1.04 DEPRECIATION / AMORTISATION**

#### **Tangible Assets:**

Depreciable amount of assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

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

### **1.05 IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable value.

### **1.06 FOREIGN CURRENCY TRANSACTIONS**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

### **1.07 FOREIGN CURRENCY TRANSLATION**

The Consolidated Financial Statements are prepared in Indian rupees. The assets and liabilities of non-integral foreign operation are translated into the Indian rupees at the exchange rate prevailing at the reporting date and income & expenses are translated at exchange rates prevailing at the dates of transaction or average rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation reserve.

### **1.08 BORROWING COSTS**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

### **1.09 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

## **NOTE 1: CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES**

### **1.1 REVENUE RECOGNITION**

Revenue is recognised on rendering of services, performance of related obligations and assurance of collectability of resulting receivables in accordance with the terms of contracts entered into with customers.

### **1.11 OTHER INCOME**

Interest income is accounted on accrual basis. Income other than interest income is accounted for when right to receive such income is established.

Profit on Sale of Investments is recognised on sale of Investments.

### **1.12 EMPLOYEE BENEFITS**

#### **(i) Short-term employee benefits**

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of Profit and Loss for the year which includes benefits like salary, wages, bonus and are recognised as expenses in the period in which the employee renders the related service

#### **(ii) Post employment benefits**

##### **(a) Defined Contribution Plan**

Retirement benefit in the form of provident fund is a defined contribution scheme. However the Company does not have any obligation to contribute to provident fund as the number of employees of the Company does not exceed the threshold number of employees prescribed under the Provident Fund Act.

##### **(b) Defined benefit Plans**

The Company does not have a defined benefit plan for Post-employment benefit in the form of Gratuity, leave encashment etc as the number of employees of the Company does not exceed the threshold number of employees prescribed under the respective labour laws

### **1.13 TAXES ON INCOME**

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

### **1.14 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprises Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **1.15 EARNINGS PER SHARE**

Basic earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year. Diluted earning per share is computed by dividing the profit/ (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

### **1.16 SEGMENT REPORTING**

The Group's entire business falls under one segment and i.e. management consultancy services. Therefore segment reporting has not been done.

**NOTE 2: DETAILS OF CONSOLIDATED SHARE CAPITAL**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>EQUITY SHARE CAPITAL :</b>		
<b>AUTHORISED:</b>		
44,00,000 Equity Shares of Rs. 10 each	440.00	40.00
1,00,000 Compulsorily Convertible 0.001% Preference Shares of Rs. 10 each	10.00	10.00
<b>TOTAL</b>	<b>450.00</b>	<b>50.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
Equity Share Capital of Rs. 10 each	297.39	21.67
Compulsorily Convertible 0.001% Preference Shares of Rs. 10 each	-	1.21
<b>TOTAL</b>	<b>297.39</b>	<b>22.88</b>

**RECONCILIATION OF NUMBER OF SHARES OUTSTANDING AT THE END OF THE YEAR/ PERIOD :**

Particulars	As at March 31,	As at March 31,
	2023	2022
Equity Shares at the beginning of the year	2,16,669	2,16,669
Add : Shares issued during the year	27,57,198	-
<b>Equity Shares at the end of the year / period</b>	<b>29,73,867</b>	<b>2,16,669</b>

Particulars	As at March 31,	As at March 31,
	2023	2022
Preeference Shares at the beginning of the year	12,090	1,265
Add : Shares issued during the year	-	10,825
Less : Shares converted during the year	(12,090)	-
<b>Preference Shares at the end of the year / period</b>	<b>-</b>	<b>12,090</b>

**Details of Shareholders holding more than 5% of the aggregate equity shares of the company:**

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Khushboo Jain	11,83,000	39.78%	91,000	42.00%
Venus Siroya	-	0.00%	21,667	10.00%
ZNL Startup Accelerator LLP	14,38,881	48.38%	90,999	42.00%
Amit Jain	2,02,293	6.80%	-	0.00%



**Details of Shareholders holding more than 5% of the aggregate compulsory convertible preference shares of the company:**

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Satellite Ventures LLC	-	0.00%	2,559	21.17%
Gopinth Developers LLP	-	0.00%	7,624	63.06%
Manisha Anil Kothari	-	0.00%	1,907	15.77%

**Details of equity shares held by promoters :**

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Khushboo Jain	11,83,000	39.78%	91,000	42.00%
ZNL Startup Accelerator LLP	14,38,881	48.38%	90,999	42.00%
Amit Jain	2,02,293	6.80%	-	0.00%
Mihir Vora	74,347	2.50%	-	0.00%

**Terms / Rights attached to Equity Shares:**

- 1.) The company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Share holders.
- 2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.
- 3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

**Terms / Rights attached to Preference Shares:****Class A1 CCPS- No. of Shares - 2559**

0.001% Class A1 of CCPS issued by the Company shall have a coupon rate 0.001% p.a. The holders of the Class A1 Shares may convert the Class A1 Shares in whole or part, whether in one or more tranches, into Equity Shares at any time after the issuance of Class A1 Shares but before 19 (Nineteen) years from the date of issuance of the same. The Class A1 Shares, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Securities to the public in connection with the occurrence of a IPO under Applicable Law, or (ii) on the day immediately preceding the completion of 19 (Nineteen) years from the date of issuance of the same. Each Class A1 Shares shall be converted into Equity Shares at a conversion ratio of 1:1 (i.e., 1 Equity Share for 1 Class A1 Shares).

**Class A2 CCPS- No. of Shares - 9531**

0.001% Class A2 of CCPS issued by the Company shall have a coupon rate 0.001% p.a. The holders of the Class A2 CCPS may convert the Class A2 CCPS in whole or part, whether in one or more tranches, into Equity Shares at any time after the issuance of Class A2 CCPS but before 19 (Nineteen) years from the date of issuance of the same. The Class A2 CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Securities to the public in connection with the occurrence of a IPO under Applicable Law, or (ii) on the day immediately preceding the completion of 19 (Nineteen) years from the date of issuance of the same. Each Class A2 Subscription Share shall be converted into Equity Shares at a conversion ratio of 1:1 (i.e., 1 Equity Share for 1 Class A2 Subscription Share). However, the number of Equity Shares to be issued to an Investor upon conversion of the CCPS ("Investor Conversion Shares") shall be adjusted in the manner decided in the CCPS agreement upon occurrence of a Qualified Financing Round.

**NOTE 3: DETAILS OF CONSOLIDATED RESERVES AND SURPLUS**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b><u>PROFIT &amp; LOSS ACCOUNT</u></b>		
Opening Balance	(282.19)	(369.42)
Net Profit / (Loss) after Tax for the year/period	54.72	87.24
Effect of Divestment in Subsidiary	7.55	-
<b>Closing Balance</b>	<b>(219.92)</b>	<b>(282.18)</b>
<b><u>SECURITIES PREMIUM</u></b>		
Opening Balance	483.72	483.72
Less : Issue of Bonus Shares	(274.51)	-
<b>Closing Balance</b>	<b>209.21</b>	<b>483.72</b>
<b><u>FOREIGN CURRENCY TRANSLATION RESERVE</u></b>		
Opening Balance	0.24	(0.32)
Increase / (Decrease) during the year	16.10	0.56
<b>Closing Balance</b>	<b>16.35</b>	<b>0.24</b>
<b>TOTAL</b>	<b>5.63</b>	<b>201.78</b>

**NOTE 4: DETAILS OF CONSOLIDATED LONG TERM BORROWINGS**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b><u>Unsecured</u></b>		
From Bank	5.32	-
<b>TOTAL</b>	<b>5.32</b>	<b>-</b>

**NOTE 5: DETAILS OF CONSOLIDATED DEFERRED TAX LIABILITIES / (ASSETS)**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>Deferred Tax Liability</b>		
-on Account of Depreciation	-	-
<b>Deferred Tax Assets</b>		
-on Account of Fixed Assets	(0.18)	(0.03)
-on Account of Carry Forward of Losses	(47.27)	-
<b>TOTAL - Deferred Tax Liabilities / (Assets)</b>	<b>(47.45)</b>	<b>(0.03)</b>

**NOTE 6: DETAILS OF CONSOLIDATED SHORT TERM BORROWING**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b><u>Unsecured</u></b>		
Loan from Others	-	15.00
Loan from Related Parties	0.30	-
<b>TOTAL</b>	<b>0.30</b>	<b>15.00</b>

**NOTE 7: DETAILS OF CONSOLIDATED TRADE PAYABLES**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Due to Micro and Small Enterprises		
-Related Party - MSME	-	-
-Others - MSME	-	-
Due to others		
Related Party	1.18	3.61

Others	2.35	5.40
<b>TOTAL</b>	<b>3.54</b>	<b>9.01</b>

The Company is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (the 'Act') and hence disclosures regarding the following have not been made:

- Amount due and outstanding to MSME suppliers as at the end of the accounting period / year.
  - Interest paid during the period / year to MSME.
  - Interest payable at the end of the accounting period / year to MSME.
  - Interest accrued and unpaid at the end of the accounting period / year to MSME.
- Management believes that the figures for disclosures, if any, will not be significant.

#### NOTE 8: DETAILS OF CONSOLIDATED OTHER CURRENT LIABILITIES

Particulars	(₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Expenses Payable	3.02	2.12
Statutory Dues	4.60	0.72
Employee Dues	10.24	10.79
<b>TOTAL</b>	<b>17.86</b>	<b>13.63</b>

#### NOTE 9: DETAILS OF CONSOLIDATED SHORT TERM PROVISIONS

Particulars	(₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for Tax	-	0.23
<b>TOTAL</b>	<b>-</b>	<b>0.23</b>

#### NOTE 11: DETAILS OF CONSOLIDATED NON-CURRENT INVESTMENTS

Particulars	(₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>QUOTED INVESTMENTS</b>		
<i>Investment in Entities - LLP</i>		
ZNL Startup Growth LLP	0.80	0.87
<b>UNQUOTED INVESTMENTS</b>		
<i>Investment in Equity Instruments</i>		
-Get Set Camping Pvt Ltd - (150 equity shares of Face Value Rs. 10 each)	0.03	0.03
-Imagi Smart Solutions Pvt Ltd. - (2240 equity shares of Face Value Rs. 10 each)	0.22	0.22
-Officepulse Technology Pvt Ltd - (1089 equity shares of Face Value Rs. 10 each)	0.04	0.04
-Play Time Media (I) Private Limited - (150 equity shares of Face Value Rs. 10 each)	0.02	0.02
-Spacifii Home Decors Pvt Ltd - (1750 (31.3.20 - 500) equity shares of Face Value Rs. 10 each)	0.18	0.18
-Sum HR Software Pvt Ltd - (324 equity shares of Face Value Rs. 10 each)	-	0.03
<i>Investment in Fund</i>		
-Znation Lab Growth Fund	-	13.80
<b>TOTAL</b>	<b>1.29</b>	<b>15.19</b>

#### NOTE 12: DETAILS OF CONSOLIDATED OTHER NON CURRENT ASSETS

Particulars	(₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Preliminary Exepenses	-	0.65

Rent Deposit	25.00	-
Security Deposit	5.51	-
<b>TOTAL</b>	<b>30.51</b>	<b>0.65</b>

**NOTE 13: DETAILS OF CONSOLIDATED TRADE RECEIVABLES**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
<b>Trade Receivables</b>		
From Related Party	-	-
From Others	89.68	188.03
	-	-
<b>TOTAL</b>	<b>89.68</b>	<b>188.03</b>

**NOTE 14: DETAILS OF CONSOLIDATED CASH & CASH EQUIVALENTS**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Balance with Bank	121.77	43.11
Cash in Hand	0.43	0.60
<b>TOTAL</b>	<b>122.20</b>	<b>43.71</b>

**NOTE 15: DETAILS OF CONSOLIDATED SHORT TERM LOAN AND ADVANCES**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
Advance Tax & TDS	3.78	0.62
Advance for Expenses - Others	0.06	0.50
Loan to Corporate - Related Party	29.19	26.91
<b>TOTAL</b>	<b>33.03</b>	<b>28.03</b>

Note : Loan to Khushbu Jain has been given by Foreign Subsidiary Zsolt Ventures operating in USA. The same is allowed as per the local laws applicable in the country.

**NOTE 16: DETAILS OF CONSOLIDATED OTHER CURRENT ASSETS**

(₹ In Lakhs)

Particulars	As at March 31,	As at March 31,
	2023	2022
IPO Expenses	16.04	-
Receivable against sale of shares of subsidiary	1.42	-
Balance with Revenue Authorities	-	3.68
<b>TOTAL</b>	<b>17.46</b>	<b>3.68</b>

**NOTE 17: DETAILS OF CONSOLIDATED REVENUE FROM OPERATIONS**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
<b>Sale of Services</b>		
Domestic Sales	155.42	148.97
Export Sales	-	94.89
<b>TOTAL</b>	<b>155.42</b>	<b>243.86</b>

**NOTE 18: DETAILS OF CONSOLIDATED OTHER INCOME**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Foreign Exchange Gain	8.22	-
Interest on FD	-	0.57
Profit on Sale of Investments	30.95	-
Sundry Balance Written Off	0.82	-
Interest on IT Refund	-	0.16
<b>TOTAL</b>	<b>39.99</b>	<b>0.73</b>

**NOTE 19: DETAILS OF CONSOLIDATED EMPLOYEE BENEFITS EXPENSE**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Director Remuneration	4.54	13.37
Salaries and Allowances	144.93	131.65
<b>TOTAL</b>	<b>149.47</b>	<b>145.02</b>

**NOTE 20: DETAILS OF CONSOLIDATED FINANCE COST**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Interest on Statutory Dues	-	-
Bank Charges	0.84	0.39
<b>TOTAL</b>	<b>0.84</b>	<b>0.39</b>

**NOTE 21: DETAILS OF CONSOLIDATED DEPRECIATION & AMORTIZATION EXPENSE**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Depreciation	0.04	0.12
<b>TOTAL</b>	<b>0.04</b>	<b>0.12</b>

**NOTE 22: DETAILS OF CONSOLIDATED OTHER EXPENSES**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Audit Fees	1.00	0.82
Advertisement & Promotion Expenses	1.53	-
Balances Written Off	0.06	1.18
Assets Written off	-	0.26
Business Development Expenses	4.45	7.50
Communication Expenses	0.72	-
Legal & Professional Fees	8.52	5.54
Late fees	0.04	-
Payment to Contractors	17.49	40.40
Membership & Subscriptions	0.70	0.07
Miscellaneous Expenses	0.20	0.18
Postage & Courier	0.05	0.02
Printing & Stationary	0.10	0.04
Rates & Taxes	0.39	2.84
Rent	1.26	-
Repairs & Maintenance	-	0.04
Travelling & Conveyance	-	0.02
<b>TOTAL</b>	<b>36.51</b>	<b>58.92</b>
<b>Note:</b>		
<b>Remuneration to Auditor</b>		
As Auditor - Statutory Audit	1.00	0.82

**NOTE 23: EARNINGS PER SHARE**

(₹ In Lakhs)

Particulars	For the year ended March 31,	For the period ended March 31,
	2023	2022
Net Profit / (Loss) Attributable to Equity Shareholders	54.72	87.24
Weighted average No. of Shares Outstanding	29,73,867	29,73,867
Nominal Value of each share	10.00	10.00
Basic and Diluted EPS	1.84	2.93

Notes:-

- 1) 12,090 Preference shares were converted to equity shares on November 11, 2022 in the ratio of 1:1
- 2) 27,45,108 Bonus shares were issued on November 30, 2022 in the ratio of 12:1 (twelve share for one share)

## NOTE 10: DETAILS OF CONSOLIDATED FIXED ASSETS

(₹ In Lakhs)

FIXED ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS AT 01.04.2022	ADDITIONS	DEDUCTIONS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
<b><u>Tangible Assets</u></b>										
Computer	3.34	-	-	3.34	3.14	0.04	-	3.18	0.15	0.20
Office Equipment	0.51	-	-	0.51	0.48	-	-	0.48	0.03	0.03
<b><u>Intangible CWIP</u></b>										
Application in Development	-	0.50	-	0.50	-	-	-	-	0.50	-
<b>Grand Total</b>	<b>3.84</b>	<b>0.50</b>	<b>-</b>	<b>4.34</b>	<b>3.62</b>	<b>0.04</b>	<b>-</b>	<b>3.66</b>	<b>0.68</b>	<b>0.22</b>
<b>Grand Total - Previous Year</b>	<b>5.11</b>	<b>-</b>	<b>1.26</b>	<b>3.84</b>	<b>4.51</b>	<b>0.12</b>	<b>1.01</b>	<b>3.62</b>	<b>0.22</b>	<b>0.59</b>

**NOTE 24: AGEING OF STANDALONE TRADE PAYABLES**

**TRADE PAYABLES**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises;	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises.	3.54	9.01
<b>Total</b>	<b>3.54</b>	<b>9.01</b>

**A. Trade Payables Ageing Schedule**

**As at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-
(ii)Others	0.42	2.51	0.61	-	3.54
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total Dues</b>	<b>0.42</b>	<b>2.51</b>	<b>0.61</b>	<b>-</b>	<b>3.54</b>
Unbilled Dues					-
<b>Total Trade Payables</b>					<b>3.54</b>

**As at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	-	-	-	-	-
(ii)Others	6.94	1.62	0.30	0.15	9.01
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total Dues</b>	<b>6.94</b>	<b>1.62</b>	<b>0.30</b>	<b>0.15</b>	<b>9.01</b>
Unbilled Dues					-
<b>Total Trade Payables</b>					<b>9.01</b>



**NOTE 25: AGEING OF STANDALONE TRADE RECEIVABLES****TRADE RECEIVABLES****(₹ in Lakhs)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, Considered Good</b>		
-From Related Party	-	-
-From Others	89.68	188.03
<b>Total</b>	<b>89.68</b>	<b>188.03</b>

Ageing of Trade Receivables are as follows:

**As at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	71.59	-	-	-	<b>71.59</b>
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	18.09	-	<b>18.09</b>
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

**As at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	94.35	75.81	1.19	-	-	<b>171.35</b>
(ii) Undisputed Trade Receivables – considered doubtful	-	-	16.68	-	-	<b>16.68</b>
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

**NOTE 26: DETAILS OF CONSOLIDATED RELATED PARTY TRANSACTION**

(₹ In Lakhs)

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction during the period year March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/	Amount of transaction during the period year March 31,	Amount outstanding as on March 31, 2022 (Payable)/
Amit Jain	Chairman & Executive Director	Reimbursement of Expenses	-	-	0.92	
		Contractor Charges	-		-	
		Salaries and allowances	84.70		97.99	
Neha Jain	Director (upto 10.02.2023), Relative of Director	Director Remuneration	1.73	(0.88)	10.37	(1.74)
		Repayment of Loan Taken	-		-	
		Contractor Charges	14.93		-	
		Loan Taken	-		-	
		Reimbursement of Expenses	-		0.92	
Mihir Vora	Director (w.e.f 15.01.21)	Director Remuneration	2.81	(4.01)	3.00	(5.91)
		Loan Taken	0.30		-	
		Reimbursement of Expenses	1.37		1.80	
Khushboo Jain	Relative of Director, Director (w.e.f. 15.01.2021 upto 10.02.2023)	Loan Given*	-	24.87	19.03	23.12
		Contractor Charges	-		-	

\* Loan has been given by foreign subsidiary Zsolt Ventures LLC

**Additional Regulatory Information as per Schedule III to companies Act, 2013 :**

**ANNEXURE -XXVII**

- 1 The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- 2 The company has not revalued Property, Plant and Equipment.  
The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:(a) repayable on demand or (b) without specifying any terms or period of repayment.
- 3
- 4 The Company does not have any capital work-in-progress.
- 5 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 6 The Company has borrowings from banks or financial institutions. However the same is not on the basis of security of current assets and no quarterly returns or statements of current assets filed by the Company with banks or financial institutions.
- 7 The company is not declared as wilful defaulter by any bank or financial institution or other lender.
- 8 The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 9 No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- 10 There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- 11 No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- 12 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 13 The company's investments are in compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**OTHER NOTES**

**ANNEXURE -XXVIII**

- 1 The company was in the process of Listing on BSE SME Platform as on March 31, 2023 and got listed w.e.f. April 18, 2023 by issuing 10,95,000 shares of Rs. 10 each at Rs. 47.
- 2 Figures of previous year have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

**For R T JAIN AND CO LLP**  
**Chartered Accountants**  
**FRN - 103961W/W100182**

**(CA Bankim Jain)**  
**Partner**  
**Mem No - 139447**

**Mumbai, May 29, 2023**  
**UDIN : 23139447BGUYQX1147**

**Amit Jain**  
**Managing Director**  
**DIN : 09788333**

**Mihir Vora**  
**Director**  
**DIN : 08602271**

**Sanjana Shah**  
**Chief Financial Officer**

**Narendra Gupta**  
**Company Secretary**

**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:

Sl. No.	Particulars	Details		
		ZNL Management LLP	Zsolt Ventures LLC	Dhruva Advisors USA, Inc.
1	Financial Year ending on	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2023
2.	Reporting Currency and Exchange rate as on the last date of the relevant Financial	Indian Rupee	Indian Rupee (The figures have been converted from US Dollars to Indian rupee at 1\$=82.11)	Indian Rupee (The figures have been converted from US Dollars to Indian rupee at 1\$=82.11)
3.	Share capital	1,79,000	1,61,33,030	3,845,000
4.	Reserves & surplus	(40,217)	(4,995,00)	445,168
5.	Total assets	183,783	11,368,237	12,632,552
6.	Total Liabilities	45,000	230,207	8,342,384
7.	Investments	48,880	0	0
8.	Turnover	0	2,657,296	12,037,986
9.	Profit/(Loss) before taxation	87,107	(207,134)	(1,253,694)
10	Provision for taxation	(22,575)	0	0
11	Profit/(Loss) after taxation	109,682	(207,134)	(1,253,694)
12.	Proposed Dividend	0	0	0
13	% of shareholding	99.99%	100%	61.90%

**By Order of the Board of Directors  
FOR SANCODE TECHNOLOGIES LIMITED**

Sd/-

**MIHIR DEEPAK VORA  
MANAGING DIRECTOR  
DIN: 08602271  
PLACE: MUMBAI  
DATE: 26<sup>TH</sup> JULY, 2023**

# AGM VENUE

**Registered Office: 107, Prime Plaza, J.V. Patel Compound,  
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Mumbai-400013, Maharashtra, India**

