

## **Independent Auditors' Report**

**To the members of Octaware Information Technologies Private Limited**

### **Report on the financial statements**

We have audited the accompanying financial statements of Octaware Information Technologies Private Limited (the "Company"), which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss for the period then ended March 31, 2022 and the Cash flow Statement for the year ended March 31, 2022 and a summary of significant accounting policies and other explanatory information.

### **Management's responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements 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 Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or errors.

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

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

### **Auditors' responsibility**

Our objectives are to obtain reasonable assurance about whether the financial Statement 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 the Statement.

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

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- Identify and assess the risks of material misstatement of the statement, 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, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors
- Conclude on the appropriateness of the Board of Directors' 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 financial results 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 Statement, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

### **Opinion**

In our opinion, and to the best of our information and according to the explanations given to us, the said financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of Balance sheet, of the State of Affairs of the Company as at March 31, 2022;
- (b) In the case of Statement of Profit and Loss, of the Profit for the Year ended on March 31, 2022; and
- (c) Its Cash flow statement for the year ended March 31, 2022.

## **Emphasis of Matters**

Nil

## **Other Matters**

NIL

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

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 1**, statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.

(2) As required by Section 143(3) of the Act, we report that:

- a) We have 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 the books of account;
- c) The Balance Sheet and Statement of Profit and Loss and Cash Flow statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the balance sheet and statement of profit and loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014; and
- e) In our opinion, the comments or observations don't have any adverse effect on functioning of the company.
- f) On the basis of written representations received from the directors as at March 31, 2022 and taken on record by the Board of Directors, we report that none of the directors is disqualified as at March 31, 2022 from being appointed as a director in terms of subsection (2) of section 164 of the Companies Act, 2013.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report.
- h) With respect to the matters to be included in the Auditor' 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 the explanations given to us:
  - i. The Company has no pending litigations affecting its financial statements and hence no disclosure in its financial statements except Income Tax Act.
  - ii. The Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses.



- iii. There is no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company.

Date : 25<sup>th</sup> May 2022  
Place : Mumbai

**FOR D G M S & Co.**  
**(Chartered Accountants)**  
**F. R. No. : 112187W**



**HIREN JAYANTILAL MARU**  
**Partner**  
**M. No.: 115279**  
**UDIN: 22115279AJRVXD1964**

**Annexure "A" to the Independent Auditor's Report of even date on financial statements of Octaware Information Technologies Private Limited For the year ended 31<sup>st</sup> March 2022**

Hiren J. Maru  
B.Com., F.C.A., DISA, DIRM

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

**i. Property, Plant & Equipment and Intangible Assets:**

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.

(c) According to the information and explanation given to us the company does not have any immovable properties. (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) Accordingly, Clause 3(i)

(d) of the order is not applicable to company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

**ii. Inventory and working capital:**

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any inventory hence Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

**iii. Investments, any guarantee or security or advances or loans given:**

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, hence reporting under clauses 3(iii)(a), (c), (d), (e), and (f) of the Orders are not applicable for the year under report.



- (b) In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

**iv. Loan to Directors:**

- (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

**v. Deposits:**

- (a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

**vi. Maintenance of Cost Records:**

- (a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

**vii. Statutory Dues:**

- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31/03/2022 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 sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute, as on date of signing the auditor's report.

**viii. Disclosure of Undisclosed Transactions:**

- a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

**ix. Loans or Other Borrowings:**

- (a) Based on our audit procedures and according to the information and explanations given to us, The Company did not have any loans or borrowings from any lender during the year. Accordingly, Clause 3(ix) of the order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us, the company has not taken any term loan during the year and there is no unutilized term loans at beginning the year hence the reporting under Clause 3(ix) is not applicable to the company.
- (d) According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short term basis have been used for long term purposes by the company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**x. Money Raised by IPOs, FPOs:**

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

**xi. Fraud:**

- (a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.



- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

**xii. Nidhi Company:**

- (a) The Company is not a Nidhi Company and hence reporting under Para 3 of clause (xii) of the Order is not applicable.

**xiii. Related Party Transactions:**

- (a) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

**xiv. Internal Audit System:**

- (a) The Company has not appointed internal auditor. So, we are unable to consider the internal auditor report for our audit procedures and can't comment on the same

**xv. Non-cash Transactions:**

- (a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**xvi. Registration under section 45-IA of RBI Act, 1934:**

- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

**xvii. Cash losses:**

- (a) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

**xviii. Resignation of statutory auditors:**

- (a) There has been no resignation of the statutory auditors of the Company during the year

**xix. Material uncertainty on meeting liabilities:**

- (a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence



supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**xx. Compliance of CSR:**

- (a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

**xxi. Qualifications Reporting In Group Companies:**

- (a) Our reporting on the matters specified in paragraphs 3(xxi) and 4 read with the proviso to paragraph (2) of the Companies (Auditor's Report) Order, 2020, has been made in paragraph (2) of Other Legal and Regulatory Requirements section of our Auditor's Report on the consolidated audited financial statements.

Date : 25<sup>th</sup> May 2022  
Place : Mumbai

**FORD G M S & Co.**  
**(Chartered Accountants)**  
**F. R. No. :112187W**



**HIREN JAYANTILAL MARU**  
**Partner**  
**M. No.: 115279**  
**UDIN: 22115279AJRVXD1964**

**Annexure 2 to The Independent Auditor's Report of Even Date on the Financial Statements of Octaware Information Technologies Private Limited**

**Hiren J. Maru**  
B.Com., F.C.A., DISA, DIRM

**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 Octaware Information Technologies Private Limited ("the company") as of 31<sup>st</sup> March, 2022 in conjunction with our Audit of the standalone financial statements of the company for the year ended on that date.

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

The company's Management 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, 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 deemed to be 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 the 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 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

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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 authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the company , has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022 based on the internal financial 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 Institute of Chartered Accountants of India.

Date : 25<sup>th</sup> May 2022  
Place : Mumbai

**FORD G M S & Co.**  
**(Chartered Accountants)**  
**F. R. No. :112187W**



**HIREN JAYANTILAL MARU**  
**Partner**

**M. No. : 115279**

**UDIN: 22115279AJRVXD1964**



**OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED**  
**CIN NO.U72300MH2013PTC248824**  
**BALANCE SHEET AS ON 31 March 2022**

Particulars	Note No.	AS AT 31 March 2022		AS AT 31 March 2021	
1	2	3	4	5	6
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share capital	3	1,73,27,180		1,73,27,180	
(b) Reserves and surplus	4	3,86,61,312		3,89,48,888	
(c) Money received against share warrants			5,59,88,492	-	5,62,76,068
<b>2 Share application money pending allotment</b>					-
<b>3 Non-current liabilities</b>					
(a) Long-term borrowings	5		2,21,09,329		1,21,00,608
(b) Deferred tax liabilities (Net)	6		-		-
(c) Other Long term liabilities			-		-
(d) Long-term provisions			-		-
<b>4 Current liabilities</b>					
(a) Short-term borrowings	7		-		-
(b) Trade payables	8				
Dues of Micro & Small Enterprises					
Others			1,20,13,479		1,04,919
(c) Other current liabilities	9		19,16,908		46,63,395
(d) Short-term provisions	10		6,36,332		5,78,552
<b>TOTAL</b>			9,26,64,540		7,37,23,542
<b>II. ASSETS</b>					
<b>Non-current assets</b>					
<b>1 Property, Plant and Equipment &amp; Intangible Assets</b>					
(i) Property, Plant and Equipment	11	3,08,33,579		3,15,68,760	
(ii) Intangible assets	11	4,63,97,887		2,51,57,263	
(iii) Capital work-in-progress	11	-		-	
(iv) Intangible assets under development			7,72,31,466		5,67,26,023
(b) Non-current Investments	12		1,88,615		1,88,615
(c) Deferred tax assets (net)			8,97,981		7,78,503
(d) Long-term loans and advances	13		14,89,281		15,23,581
(e) Other non-current assets			-		-
<b>2 Current assets</b>					
(a) Current investments	14		-		-
(b) Inventories	15		-		-
(c) Trade receivables	16		17,18,155		38,24,205
(d) Cash and cash equivalents	17		25,52,420		21,41,982
(e) Short-term loans and advances	18		12,05,752		12,05,752
(f) Other current assets	19		73,80,870		73,34,881
<b>TOTAL</b>			9,26,64,540		7,37,23,542

The Schedules referred to herein above form an Integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

**For D G M S & CO.**  
**Chartered Accountants**

Hiren J. Maru  
Partner  
M. No. 115279  
FRN: 0112187W  
Place: MUMBAI  
Date : 25<sup>th</sup> May 2022  
UDIN: 22115279AJRVXD1964



For and on behalf of the Board of Directors of  
**Octaware Information Tehnologies Private Limited**

Mohammed Aslam Khan  
Managing Director  
DIN:00016438

Shahnawaz Afrazuddin Shaikh  
Whole Time Director  
DIN: 06910575

Place: MUMBAI  
Date : 25th May 2022





**OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED**  
**CIN NO.U72300MH2013PTC248824**  
**PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31 March 2022**

(Rupees)

Particulars	Refer Note No.	FOR THE Year ENDED 31 March 2022	FOR THE Year ENDED 31 March 2021
I. Revenue From Operations	20	1,30,62,098	1,43,92,570
II. Other Income	21	61,180	37,514
<b>III. Total Income (I + II)</b>		<b>1,31,23,279</b>	<b>1,44,30,084</b>
IV. Expenses:			
Purchases of Stock-In-Trade	22	-	-
Changes in inventories of finished goods work-in-progress and Stock-In-Trade	23	-	-
Employee benefits expense	24	1,01,91,452	1,62,83,474
Finance costs	25	-	-
Depreciation and amortization expense	26	7,93,031	(8,00,101)
Other expenses	27	25,45,851	40,67,720
<b>Total expenses</b>		<b>1,35,30,334</b>	<b>1,95,51,093</b>
<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>(4,07,055)</b>	<b>(51,21,010)</b>
VI. Exceptional Items			
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>(4,07,055)</b>	<b>(51,21,010)</b>
VIII. Extraordinary Items			
<b>IX. Profit before tax (VII- VIII)</b>		<b>(4,07,055)</b>	<b>(51,21,010)</b>
X Tax expense:			
(1) Current tax		-	-
(2) Current tax (MAT)		-	-
(3) Deferred tax		(1,19,479)	2,66,257
(4) Prior Period Income Tax written off		-	2,53,309
<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>(2,87,577)</b>	<b>(56,40,576)</b>
XII Profit/(loss) from discontinuing operations			-
XIII Tax expense of discontinuing operations			-
<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>			-
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>(2,87,577)</b>	<b>(56,40,576)</b>
XVI Earnings per equity share:			
(1) Basic		(0.17)	(3.26)
(2) Diluted			

The Schedules referred to herein above form an integral part of the Profit & Loss Account.

This is the Statement of Profit & Loss Account referred to in our report of even date.

For D G M S & CO.  
Chartered Accountants

Hiren J. Maru  
Partner  
M. No. 115279  
FRN: 0112187W  
Place: MUMBAI  
Date : 25th May 2022  
UDIN: 22115279AJRVXD1964



For and on behalf of the Board of Directors of  
Octaware Information Technologies Private Limited

Mohammed Aslam Khan  
Managing Director  
DIN:00016438

Shahnawaz Alijazuddin Shaikh  
Whole Time Director  
DIN: 06910575

Place: MUMBAI  
Date : 25th May 2022



**OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED**  
**CIN NO.U72300MH2013PTC248824**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022**

	AS AT 31ST MARCH 2022	AS AT 31ST MARCH 2021
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before taxation	(4,07,055)	(51,21,010)
Adjustments for:		
Depreciation	7,93,031	(8,00,101)
Provision for Employee Benefit	57,780	9,994
Provision for Bad Debts	-	-
Foreign Currency Exchange Loss	61,180	37,514
	5,04,936	(58,73,603)
<b>Working capital changes:</b>		
Increase / (Decrease) in Other Current Liabilities	(27,46,487)	(14,10,199)
Increase / (Decrease) in Short Term Provisions	-	-
Increase / (Decrease) in Trade Payables	1,19,08,560	1,04,919
(Increase) / Decrease in Long Term Loans and Advances	34,300	(14,10,000)
(Increase) / Decrease in Trade Receivables	20,44,870	30,13,964
(Increase) / Decrease in Other Current Assets	(45,989)	(1,86,691)
(Increase) / Decrease in Short Term Loans and Advances	-	(0)
<b>Cash generated from Operating Activities</b>	<b>1,17,00,190</b>	<b>(57,61,610)</b>
Income Tax Paid	-	(2,53,309)
<b>Net Cash from Operating Activities</b>	<b>1,17,00,190</b>	<b>(60,14,919)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(2,12,98,473)	(52,72,094)
Purchase of Investments	-	-
<b>Net Cash used in Investing Activities</b>	<b>(2,12,98,473)</b>	<b>(52,72,094)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Unsecured Loan from Directors	1,00,08,721	1,21,00,608
Proceeds from issue of share capital	-	-
<b>Net Cash used in Financing Activities</b>	<b>1,00,08,721</b>	<b>1,21,00,608</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>4,10,438</b>	<b>8,13,595</b>
Cash and cash equivalents at beginning of period	21,41,982	13,28,387
Cash and cash equivalents at end of period	25,52,420	21,41,982

This is the Cash Flow Statement referred to in our report of even date.  
For D G M S & CO.

Chartered Accountants

Hiren J. Maru  
Partner  
M. No. 115279  
FRN: 0112187W  
Place: MUMBAI  
Date : 25th May 2022  
UDIN: 22115279AJRVXD1964



For and on behalf of the Board of Directors of  
Octaware Information Tehnologies Private Limited

Mohammed Aslam Khan  
Managing Director  
DIN:00016438

Shahnawaz Aijazuddin Shaikh  
Whole Time Director  
DIN: 06910575

Place: MUMBAI  
Date : 25th May,2022





**NOTE No. 3 : SHARE CAPITAL**

<b>3 SHARE CAPITAL</b>			
	<b>AS AT 31st March 2022</b>		<b>AS AT 31st March 2021</b>
<b>AUTHORISED SHARE CAPITAL</b> 17,50,000 Equity Shares of Rs 10/- each		1,75,00,000.00	1,75,00,000.00
<b>Issued, Subscribed &amp; Paidup</b> 1,73,27,180 Equity Shares of Rs 10/- Each (Previous Year 15,93,829 Equity Shares of Rs 10/- Each)		1,73,27,180.00	1,73,27,180.00
1,38,889 Equity Shares of Rs 10/- Issue during the year at Rs. 36 against loan converted			-
	<b>1,73,27,180.00</b>		<b>1,73,27,180.00</b>

3.1 The reconciliation of Numbers of Shares outstanding is set out below:

<b>Particulars</b>	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b> <b>Number of Shares</b>
Equity Shares at the beginning of the year	17,32,718.00	17,32,718.00
Add: Shares Issued at Par		-
Equity Shares at the end of the year	<b>17,32,718.00</b>	<b>17,32,718.00</b>

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

The Company has only one class of equity shares having a value of Rs 10/ per share. Each holder of equity shares is entitled to one vote per shares.

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

3.3 Details of Shareholders holding more than 5% shares in company

<b>Particulars</b>	<b>No. of Shares</b>	<b>% of Total Holding</b>	<b>No. of Shares</b>	<b>% of Total Holding</b>
Octaware Technologies Limited	17,22,718	99.42%	17,22,718	99.42%

As per the record of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal & beneficial ownership of shares

**NOTE No. 4 : RESERVES & SURPLUS**

<b>4 RESERVES &amp; SURPLUS</b>			
	<b>AS AT 31st March 2022</b>		<b>AS AT 31st March 2021</b>
<b>Profit &amp; Loss Account</b>			
As per Last Balance Sheet	3,53,37,778		4,09,78,354
Add: Profit for the year	(2,87,577)		(56,40,576)
	<b>3,50,50,202</b>		<b>3,53,37,778</b>
Less: Appropriations			
Transferred to Statutory Reserve Fund	-		-
Provision for Reduction in Value of Investments	-		-
Proposed Dividend	-		-
Tax on Dividend	-		-
	<b>3,50,50,201.53</b>		<b>3,53,37,778.16</b>
Securities Premium	<b>36,11,110.00</b>		<b>36,11,110.00</b>
<b>Total</b>	<b>3,86,61,311.53</b>		<b>3,89,48,888.16</b>



NOTE No. 5 : LONG TERM BORROWINGS		
5 LONG TERM BORROWINGS		
	AS AT 31st March 2022	AS AT 31st March 2021
Secured		
<u>Working Capital Loans</u>		
From Banks		
Foreign Currency Loans		
Rupee Loans		
<u>Term Loans</u>		
From Banks		
Rupee Loans		
Unsecured		
<u>Other Loans &amp; Advances</u>		
From Directors		
From Shareholders		
From Banks		
From Others	2,21,09,329	1,21,00,608
<b>TOTAL</b>	<b>2,21,09,329</b>	<b>1,21,00,608</b>

NOTE No. 6 : DEFERRED TAX LIABILITY (NET)		
6 DEFERRED TAX LIABILITY (NET)		
	AS AT 31st March 2022	AS AT 31st March 2021
Deferred Tax Liability Related to Fixed Assets		
<b>TOTAL</b>		-

NOTE No. 7: SHORT TERM BORROWINGS		
7 SHORT TERM BORROWINGS		
	AS AT 31st March 2022	AS AT 31st March 2021
Secured		
<u>Working Capital Loans</u>		
From Banks		
Foreign Currency Loans		
Rupee Loans		
<u>Term Loans</u>		
From Banks		
Rupee Loans		
<b>TOTAL</b>		

NOTE No. 8 : TRADE PAYABLES		
8 TRADE PAYABLES		
	AS AT 31st March 2022	AS AT 31st March 2021
Micro, Small & Medium Enterprises		
Others	1,20,13,479	1,04,919
<b>TOTAL</b>	<b>1,20,13,479</b>	<b>1,04,919</b>

Details of dues to Micro, small & medium Enterprises as per MSMED Act, 2006

The Company has initiated the process of obtaining the confirmation from suppliers who have registered under the Micro, Small and Medium enterprise development Act, 2006 (MSMED Act, 2006) based on information available with the company, the balance due to micro and small enterprise as defined under the MSMED Act, 2006 is NIL. No interest has been paid or payable under MSMED Act, 2006 during the year.

There are no dues payable to small scale industries undertaking in view of the business of the company.

8 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under.

	AS AT 31st March 2021
Principle Amount Due and Remains unpaid	-
Interest due on above and the unpaid interest	-
Interest Paid	-
Payment made beyond the appointed day during the year	-
Interest due and payable for the period of delay	-
Interest Accrued and remaining unpaid	-
Amount of further interest remaining due and payable in succeeding years.	-
<b>TOTAL</b>	-





**OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED****CIN NO.U72300MH2013PTC248824****Notes forming part of financial statements for the period ended 31 March 2022****NOTE No. 9 : OTHER CURRENT LIABILITIES****9 OTHER CURRENT LIABILITIES**

	AS AT 31st March 2022	AS AT 31st March 2021
TDS Salary/Professional Fee	1,71,290.20	3,83,008
PF Payable	1,23,296.00	1,22,286
Professional Tax payable	7,600.00	7,700
Advance Received from Sundry Debtor		
Salary Payable	15,64,922.00	16,19,127
Other Payables (Expenses)	49,800.00	25,31,274
<b>TOTAL</b>	<b>19,16,908</b>	<b>46,63,395</b>

**NOTE No. 10 : SHORT TERM PROVISIONS****10 SHORT TERM PROVISIONS**

	AS AT 31st March 2022	AS AT 31st March 2021
Provision for Income Tax		
Provision for Employee Benefit	6,36,332.00	5,78,552
Provision for Audit Fees		-
<b>TOTAL</b>	<b>6,36,332</b>	<b>5,78,552</b>



NOTE No. 11 : FIXED ASSETS

Sr. No.	DESCRIPTION	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			AS ON 01-04-2021	ADDITIONS DURING THE PERIOD	DEDUCTION DURING THE PERIOD	AS ON 31-03-2022	DEPRECIATION FOR THE PERIOD	ON DELETIONS PERIOD	AS ON 31-03-2022	AS ON 31-03-2021
	Property, Plant and Equipment									
	OWN ASSETS:									
1	Computer & Printers		15,03,591	57,850	-	15,61,441	1,44,386	-	14,30,905	1,30,536
	Computers									2,17,072
2	Office Equipment		6,80,904	-	-	6,80,904	13,328	-	6,33,162	47,742
	Office Equipment									61,070
3	Furniture & Fixture		49,50,500	-	-	49,50,500	3,01,890	-	40,82,992	8,67,508
	Furniture & Fixture									11,69,398
	SUB-TOTAL RUPEES		71,34,995	57,850	-	71,92,845	4,59,604	-	61,47,059	10,45,786
										14,47,540
	LEASE ASSETS :									
1	Office Premises		3,10,70,576	-	-	3,10,70,576	3,27,058	-	18,62,310	2,92,08,266
2	Car Parking		6,05,000	-	-	6,05,000	6,368	-	25,472	5,79,528
										5,85,896
	TOTAL - A		3,88,10,571	57,850	-	3,88,68,421	7,93,031	-	80,34,842	3,08,33,579
										3,15,48,760
	INTANGIBLE ASSETS :									
			2,51,57,263	2,12,40,624	-	4,63,97,887	-	-	-	4,63,97,887
										2,51,57,263
	TOTAL - B		2,51,57,263	2,12,40,624	-	4,63,97,887	-	-	-	4,63,97,887
										2,51,57,263
	TOTAL A + B		6,39,67,834	2,12,98,474	-	8,52,66,308	7,93,031	-	80,34,842	7,72,31,466
										5,67,26,023
	PREVIOUS YEAR		5,86,95,740	52,72,094	-	6,39,67,834	(8,00,101)	-	72,41,811	5,67,26,023
										5,06,53,828
	CAPITAL WORK IN PROGRESS									-
	INTANGIBLE ASSETS UNDER DEVELOPMENT									-
	PREVIOUS YEAR		1,98,85,169	-	-	1,98,85,169	-	-	-	-
										-
	CAPITAL WORK IN PROGRESS									-
	INTANGIBLE ASSETS UNDER DEVELOPMENT									-
										1,98,85,169





**NOTE No. 12 : NON CURRENT INVESTMENTS**

**12 NON CURRENT INVESTMENTS**

	AS AT 31st March 2022	AS AT 31st March 2021
TRADE INVESTMENTS	-	-
<b>TOTAL OF TRADE INVESTMENTS (A)</b>	-	-

**OTHER INVESTMENTS**

**In Equity Shares of Companies - Quoted, Unquoted, Fully paidup**

	Purchase cost	AS AT 31st March 2022	AS AT 31st March 2021
<b>Shares : Unquoted</b>	-	-	-
Octaware Co. - KSA (1000 shares of Rs 10/- Each)	-	1,88,615.00	1,88,615.00
<b>In Mutual Funds of Companies - Quoted, Fully paidup</b>	-	-	-
<b>Investments in Commodities</b>	-	-	-
<b>TOTAL OF OTHER INVESTMENTS (B)</b>	-	1,88,615.00	1,88,615.00
<b>TOTAL NON - CURRENT INVESTMENTS (A+B)</b>	-	1,88,615.00	1,88,615.00

**NOTE No. 13 : LONG TERM LOANS & ADVANCES**

**13 LONG TERM LOANS & ADVANCES**

	AS AT 31st March 2022	AS AT 31st March 2021
TDS Credit	-	-
Loans & Advances	-	-
Deposits	14,89,281.00	15,23,581.00
GST Credit	-	-
<b>TOTAL</b>	14,89,281.00	15,23,581.00

**NOTE No. 14 : CURRENT INVESTMENTS**

**14 CURRENT INVESTMENTS**

	AS AT 31st March 2022	AS AT 31st March 2021
	-	-
<b>TOTAL</b>	-	-

**NOTE No. 15 : INVENTORIES**

**15 INVENTORIES**

	AS AT 31st March 2022	AS AT 31st March 2021
	-	-
<b>TOTAL</b>	-	-

**NOTE No. 16 : TRADE RECEIVABLES**

**16 TRADE RECEIVABLES**

	AS AT 31st March 2022	AS AT 31st March 2021
<b>(Unsecured &amp; considered Good)</b>	-	-
More than Six Months	-	-
<b>Others</b>	17,18,155.40	38,24,205.45
<b>TOTAL</b>	17,18,155.40	38,24,205.45



**OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED**  
**CIN NO.U72300MH2013PTC248824**  
**Notes forming part of financial statements for the period ended 31 March 2022**

**NOTE No. 17 : CASH & CASH EQUIVALENTS**

<b>17 CASH &amp; CASH EQUIVALENTS</b>		<b>RUPEES</b>
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
Balance with Banks	18,95,199.94	14,89,061.53
Cash In Hand	6,57,220.00	6,52,920.00
Fixed Deposits with Banks (Maturity of Less than 12 Months)		
<b>TOTAL</b>	<b>25,52,419.94</b>	<b>21,41,981.53</b>

**NOTE No. 18 : SHORT TERM LOANS & ADVANCES**

<b>18 SHORT TERM LOANS &amp; ADVANCES</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
<b>a. Advance to Vendors</b> Secured, considered good Unsecured, considered good		
<b>b. Advance to Staff</b> Secured, considered good Unsecured, considered good	5,00,000.00	5,00,000.00
<b>c. Advance to Others</b> Secured, considered good Unsecured, considered good	7,05,752.36	7,05,752.36
<b>TOTAL</b>	<b>12,05,752.36</b>	<b>12,05,752.36</b>

**NOTE No. 19 : OTHER CURRENT ASSETS**

<b>19 OTHER CURRENT ASSETS</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
Tax Deducted at Source	514.00	514.00
Advance Tax	8,40,475.00	8,40,475.00
MAT Credit	63,06,392.00	63,06,392.00
GST Credit		1,80,000.00
Other Current Assets	2,33,489.00	7,500.00
<b>TOTAL</b>	<b>73,80,870.00</b>	<b>73,34,881.00</b>





**OCTAWARE INFORMATION TECHNOLOGIES PRIVATE LIMITED****CIN NO.U72300MH2013PTC248824****Notes forming part of financial statements for the period ended 31 March 2022****NOTE No. 20 : REVENUE FROM OPERATION**

<b>20 REVENUE FROM OPERATION</b>		<b>Rupees</b>
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
<b>Income From Services</b>		
Export Services	1,30,62,098.28	1,43,92,570.03
Domestic Services		
<b>TOTAL</b>	<b>1,30,62,098.28</b>	<b>1,43,92,570.03</b>

**NOTE No. 21 : OTHER INCOME**

<b>21 OTHER INCOME</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
Foreign Exchange Fluctuation	61,180.38	37,513.77
<b>TOTAL</b>	<b>61,180.38</b>	<b>37,513.77</b>

**NOTE No. 22 : COST OF PURCHASE**

<b>22 COST OF PURCHASE</b>			
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>	
<b>TOTAL</b>		-	-

**NOTE No. 23 : CHANGES IN INVENTORIES**

<b>23</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
<b>Inventories (At Close)</b>		-
Closing Stock		
<b>Inventories (At Commencement)</b>		-
Opening Stock		
<b>TOTAL</b>		-

**NOTE No. 24 : EMPLOYEES BENEFIT EXPENSES**

<b>24 EMPLOYEES BENEFIT EXPENSES</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
Salary & Bonus	97,06,001.00	1,57,93,262.00
Director Remuneration		
Employers Contribution to PF	2,88,274.00	4,12,628.00
Gratuity expenses	57,780.00	9,994.00
Staff Welfare	1,39,397.22	67,589.96
<b>TOTAL</b>	<b>1,01,91,452.22</b>	<b>1,62,83,473.96</b>



**NOTE No. 25 : FINANCE COST**

<b>25 FINANCE COST</b>		<b>RUPEES</b>
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
Interest on TDS		
Interest on Income Tax		
<b>TOTAL</b>		-

**NOTE No. 26 : DEPRICIATION & AMORTIZATION EXPENSES**

<b>26 DEPRICIATION &amp; AMORTIZATION EXPENSES</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
Depreciation	7,93,030.59	(8,00,101.00)
Preliminary Expenses Written off		
<b>TOTAL</b>	<b>7,93,030.59</b>	<b>(8,00,101.00)</b>

**NOTE No. 27 : OTHER EXPENSES**

<b>27 OTHER EXPENSES</b>		
	<b>AS AT 31st March 2022</b>	<b>AS AT 31st March 2021</b>
<b>Indirect Expenses</b>		
Advertising & Publishing	-	-
Audit Fees	1,30,000.00	50,000.00
Bad Debts Written Off	-	-
Bank Charges	10,625.39	65,856.34
Computer Expenses	1,15,150.00	15,956.40
Consultant Charges	2,62,694.00	-
Domestic Traveling	-	17,909.76
Electrical Expenses	1,92,663.00	2,40,949.00
Foreign Travels Expenses	2,90,641.00	40,836.17
GST Late Filing Fees	-	260.00
Insurance Charges	-	-
Local-Conveyance	8,438.00	8,729.00
Membership Fees	26,000.00	28,200.00
Office Expenses	72,410.00	1,03,372.46
Postage & Courier	-	-
Printing & Stationary	17,100.00	2,000.00
Professional Charges	3,52,258.00	29,94,250.00
Repair & Maintenance	1,33,858.00	18,900.00
ROC Fees	6,800.00	13,600.00
Seminar Fees	4,19,252.00	20,000.00
Seepz Office Lease Rent	-	55,425.97
Seepz Office of Fire Cess	-	-
Society Maintenance	1,48,752.00	1,12,394.00
TELEPHONE & INTERNET CHARGES	2,93,839.10	2,51,152.32
Visa Fees	-	-
Water Charges	34,931.59	27,928.92
Insurance Charges	30,439.00	-
<b>TOTAL</b>	<b>25,45,851.08</b>	<b>- 40,67,720.34</b>

