



Realize Your Ideas

# California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: Workflo, Greeta Towers, Industrial Estate, Perungudi,

OMR Phase 1, Chennai 600096

Phone +91 94448 60882

Email: [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com) [www.calsoftgroup.com](http://www.calsoftgroup.com)/[www.calsof.com](http://www.calsof.com)

September 06, 2022

To

**National Stock Exchange of India Limited**

**Symbol – CALSOFT**

Exchange Plaza,  
5thFloor, Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai - 400 051

**BSE LIMITED**

**Security Code - 532386**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

Dear Sir/Madam,

**Sub: Annual Report for the Financial Year 2021-22**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2021-22 along with Notice convening the 30th Annual General Meeting of the Company scheduled to be held on September 29, 2022 at 11.00 a.m. (IST) via video conferring/ other audio-visual means.

The Annual Report containing the AGM Notice is also uploaded on the Company's website

[https://www.calsoftgroup.com/investor/AGM\\_REPORT\\_2021-22.pdf](https://www.calsoftgroup.com/investor/AGM_REPORT_2021-22.pdf)

This is for your information and record.

**Thanking you,**

**Yours truly**

**For California Software Company Limited**



**Vasudevan Mahalingam**

**Chief Executive Officer & Managing Director**



# DIGITAL TRANSFORMATION



ANNUAL REPORT 2021-22

CALIFORNIA SOFTWARE  
COMPANY LIMITED  
CHENNAI, INDIA

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California Software Company Limited (Calsoft) story began in Chennai, India in 1992.

We made dramatic steps to refine our strategy, strengthening our portfolio, expanding our partner ecosystem enabled us to make further expansion and growth, after catastrophic events like the global financial crisis due to pandemic.

Today, we focused on providing end-to-end capabilities at scale across the full spectrum of professional services—spanning strategy, consulting, digital, blockchain, gaming, technology, and operations. We positioned to provide integrated software and information services, i.e. end-to-end IT services, including Web App Development Services, UI-UX Designs, blockchain development, Point of Sale (PoS), Gaming, blockchain, Non-fungible token (NFT) solutions, Decentralised Finance (DeFi) platform and omni channel e commerce.

### **Commerce Solutions**

Our ecommerce platform, dSPEEDUp is flexible framework to drive B2B (business-to-business) and B2C(business-to-customer) segments. Point of Sale, dINSPIRA PoS provides an uncompromised sales experience to sell any products, dBOT, a conversational platform is powered by artificial intelligence (AI), dULTIMA, omnichannel business platform is a sophisticated retail software and empowers the retailers to engage their customers .

### **Blockchain Solutions**

dBCTech and its application has the potential to impact most problematic industry challenges like supply chain management, asset tracking, claims management, proof of origin, KYC and KYS, eliminating middlemen, reducing costs, eliminating frauds and others. dBCTech creates decentralized networks or applications (dApps) built on blockchain to enable various financial services, Commerce services and supply chain management.

### **Gaming applications**

dWager provides user a hyper-casual games, multi-player RPGs, and VR games, games for mobile, PC, and online platforms, utilizing cutting-edge development technologies in the right way to deliver the most vibrant-looking games.

### **Financial Solutions**

dFinS provide financial services and products by using to augment, streamline or digital technologies. Our financial technology ecosystem, with new business models in various sectors like lending and credit, payments, cryptocurrencies, wealthtech, challenger banks, regtech, blockchain, open banking, insuretech and more.

We expect to emerge into a post-COVID world as a stronger, more focused, disciplined, diverse, and move closer to realizing our vision with our core values *“Keeping True Heart of Kindness, Determination and Perseverance, Striving for Success, Sharing and Growing with the Customers”* that keep us Growing and win!



## Board of Directors

<b>Mr. Fredrick Bundle</b>	: Chairman
<b>Dr. Mahalingam Vasudevan</b>	: Managing Director & CEO
<b>Dr. V. Manimala</b>	: Executive Director & COO
<b>Mr. Vijayakumar Madhavan</b>	: Executive Director & CFO
<b>Ms. AVN. Srimathi</b>	: Woman Independent Director
<b>Mr. G. Purushothama</b>	: Independent Director
<b>Dr. R. S. Chandan</b>	: Independent Director
<b>Dr. B. Duraisamy</b>	: Independent Director
<b>Dr. Ashok Godavarthi</b>	: Independent Director
<b>Mr. M. Sampath</b>	: Independent Director

## Registrars and Share Transfer Agent

**Integrated Registry Management Services Private Limited**

(Unit: California Software Co Ltd)

2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road

T Nagar, Chennai - 600017 India

Tel: +91-44- 28140801 to 28140803

Email:yuvraj@integratedindia.in

## Secretarial Auditor

**S. Dhanapal and Associates**

Practicing Company Secretaries

## Financial Auditor

**M/s. M.K.Dandeker & Co.,**

Chartered Accountants (Firm Registration No. 000679S)

## Stock Exchanges

**National Stock Exchange of India Limited**

**BSE Limited**

## Registered Office & Corporate Office:

**California Software Company Limited,**

Workflo, Greeta Towers,

Industrial Estate, Perungudi, OMR Phase I

Chennai 600 096

Contact Nos: +91- 94448 60882

Email for shareholders: [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com)

Website: [www.calsof.com](http://www.calsof.com) / [www.calsoftgroup.com](http://www.calsoftgroup.com)



Dear Shareholders,

We have seen a global pandemic and geopolitical tensions, and a clearer picture of the world ahead emerges, I believe we are standing at the threshold of a period of great opportunity and growth. We made significant progress in our effort to strengthen the company's position for accelerated revenue growth, we took a series of dramatic steps to refine our strategy, strengthening our portfolio, expanding our partner ecosystem enabled us to make further expansion and growth, after catastrophic events like the global financial crisis or the pandemic.

As a result, we enter 2021-22, with more strategically focused and more technologically capable. We are integrating technology and expertise-from Calsoft, our partners, and even our competitors-to meet the urgent needs of our clients. Today, Calsoft business is focused on providing end-to-end capabilities at scale across the full spectrum of professional services-spanning strategy, consulting, digital, blockchain, gaming, technology, and operations. By combining calsoft's capabilities across these businesses, Calsoft uniquely positioned to drive digital transformation for clients. We are resolved to re-establish Calsoft as an industry leader.

Due to the changes resulting from digital transformation, business related issues are becoming increasingly significant within the digital services market. All of which will make our vision, purpose, and strategy more relevant than ever...we are optimistic and mindful of what we need to do to reach our mission... We see ample headroom for growth in developing digital engineering, artificial intelligence (AI) and analytics, blockchain, gaming, finance, intelligent process automation, Cloud and IoT.

Calsoft is positioned to provide integrated software and information services, i.e. end-to-end IT services, including User-Interactive and Result-Oriented Web App Development Services, Our UI-UX Designs with innovative Mobile App Development Services Can Create Engaging User Experience For Business, blockchain development offered the most reliable and efficient way for industries to secure and decentralized systems. We provide best solutions for design and development of highly interactive and inventory Point of Sale (PoS), Gaming, blockchain, NFT, DeFi and omni channel ecommerce platforms. We provide effective digital marketing and strategies which boost online presence, and We develop IoT Applications to make Workplace Smarter.



### A client-centric culture

Our efforts have been designed to accelerate the delivery of value to our clients and partners, part of a larger cultural shift at Calsoft toward total client-centricity. We believe that Calsoft has a unique ability to solve our clients' most pressing business problems, bringing together all the necessary hardware, software, and consulting, regardless of whether those solutions come from Calsoft or our ecosystem partners.

### Our commitment to science and innovation

While we are focused on meeting the needs of clients today, we continue to shape the technologies of tomorrow. Calsoft continues to advance the fundamental science of computing, driving innovation and pioneering a new era of accelerated discovery.

### Responsible stewardship for the digital age

We understood that our responsibilities extend far beyond the bottom line. That is why we embrace our leadership role in defining good tech in the digital age.

### Helping Our Large Customers Transform

Large customers in key industries globally have moved from the concept of digital transformation to actual implementation. In this round of construction, India's software service companies have gained first-mover advantages. These changes will become our opportunities to "overtake" our peers.

We are in the process of developing and launching a "cloud-based software industry park". CS-Digital, will co-construct a new ecosystem for ITS industry, CS-Cloud. Our goal is to become a strategic partner that "shares the same boat", as we further bundle both parties' functions and services.

### Commerce Solutions

dsPEEDUp, ecommerce platform is flexible framework to drive B2B (business-to-business) and B2C(business-to-customer) segments. dINSPIRA PoS - Point of Sale provides an uncompromised sales experience to sell any products, to manage a retail business, market to customers, and sell everywhere in one place, dBOT - A Conversational Platform powered by pre-programmed responses or artificial intelligence to answer questions without the need of a human operator, dULTIMA - omnichannel business platform is a sophisticated retail software and empowers the retailers to engage their customers with the consistent quality service across various channels of markets; online marketplaces, physical stores or a company website.



### **Blockchain Solutions**

dBCTech and its application has the potential to impact most problematic industry challenges like supply chain management, asset tracking, claims management, proof of origin, KYC and KYS, eliminating middlemen, reducing costs, eliminating frauds and others. dBCTech creates decentralized networks or applications (dApps) built on blockchain to enable various financial services, Commerce services and supply chain management.

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### **Financial Solutions**

dFins provide financial services and products by using to augment, streamline or digital technologies. Our financial technology ecosystem, with new business models in various sectors like lending and credit, payments, cryptocurrencies, wealthtech, challenger banks, regtech, blockchain, open banking, insuretech and more.

In turn, our employees have shown remarkable flexibility, loyalty and persistence in ensuring that our customers are not impacted, despite significant personal challenges. I acknowledge their spirit.

We expect to emerge into a post-COVID world as a stronger, more focused, disciplined, diverse, and move closer to realizing our vision with our core values "Keeping True Heart of Kindness, Determination and Perseverance, Striving for Success, Sharing and Growing with the Customers" that keep us Growing and win!

And at one of the most challenging times in world history, we have emerged stronger. We enter fiscal 2022-23 with an even more durable foundation and an exciting future.

We are grateful to Investors and Shareholders, for the Opportunity to earn your confidence and trust.

**Dr. M. Vasudevan**  
Managing Director & CEO  
For the members of Board

# New Products

## Blockchain

### dBCTech

dBCTech creates decentralized networks or applications (dApps) built on blockchain



## Gaming

### dWager

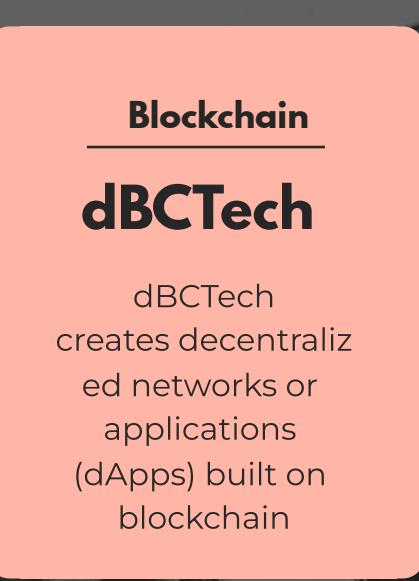
dWager provides users a hyper-casual games, multi-player RPGs, and VR games, games for mobile, PC, and online platforms



## DeFi

### dFinS

dFinS provide financial services and products by using to augment, streamline or digital technologies.





# Profitability

In comparison with the profits made in 2020-21 and 2021-22, the company made:

**24.26 X**

More profit with the highest number of sales made during the second quarter (Q2).

PROFITABILITY





# Financial Review

90%

Organic Growth

45

Million

Free cash flow

7.48 X

Growth compare to  
the previous year

29%

Earning per share

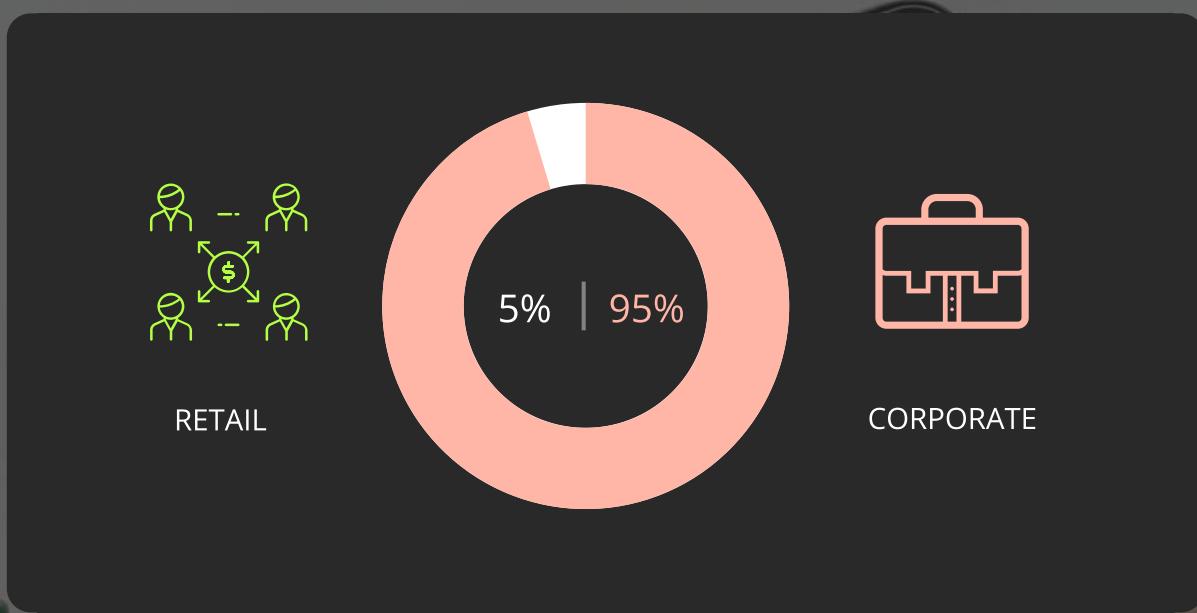
58.15 %

Underlying operating profit  
margin

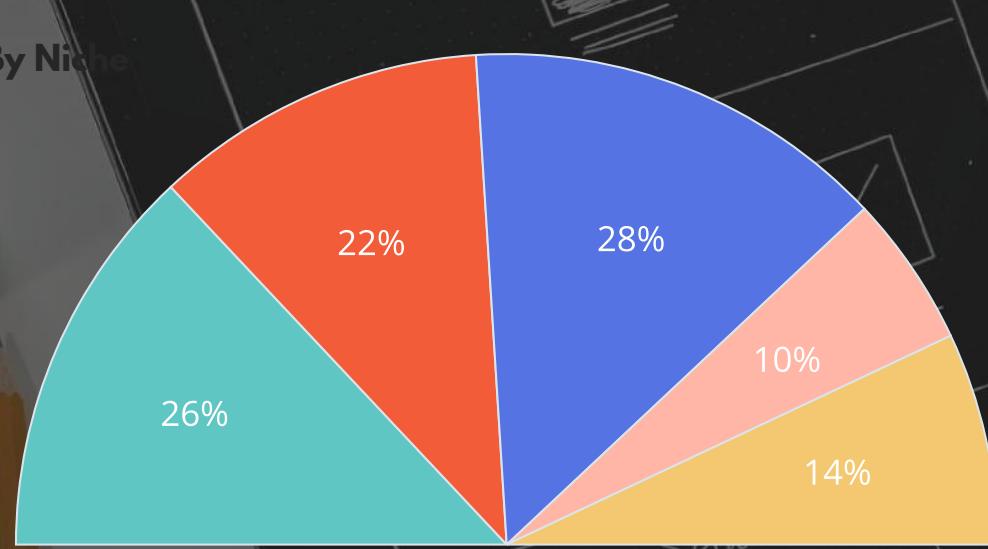


# Sales

Sales by Customer Segments



By Niche



26%



IT / Software

22%



eCommerce & PoS

28%



Application

10%



Consultancy

14%

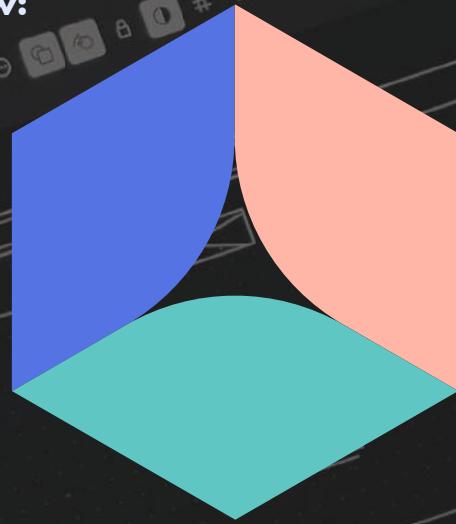


Design



# Environmental Impact

We at Calsoft strictly follow:



E N V I R O N M E N T A L | I M P A C T

**2%**

Reduction  
of waste

**5%**

Reduction in  
carbon footprints



# Creating Shared Value

Connecting  
through  
our hands



Financial  
Review



Corporate  
Governance



Innovating for  
a changing  
world

THIS IS  
THE SIGN  
YOU'VE BEEN  
LOOKING FOR

# NOTICE TO THE SHAREHOLDERS



# NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **Thirtieth (30th) Annual General Meeting** of California Software Company Limited (CIN: L72300TN1992PLC022135) will be held on **Thursday, September 29, 2022, at 11.00 AM** at the registered office of the Company situated at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096, through video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

## ORDINARY BUSINESS

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements** of the Company comprising of audited balance sheet as of March 31, 2022, the statement of profit and loss and cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
- 2. To appoint a Director in place of Mr. Frederick Ivor Bendle (DIN: 03156399) Chairman and Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Frederick Ivor Bendle** (DIN: 03156399), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as Chairman and Non-executive Director of the Company liable to retire by rotation."

### **3. To appoint statutory auditors and fix their remuneration**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (Including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendation of the Audit Committee, **M/s. M.K.Dandekar & Co.,** Chartered Accountants (Firm Registration No. 000679S), be and are hereby appointed as the statutory auditors of the Company, for a period of five years to hold office from the conclusion of this 30th Annual General Meeting (AGM) until the conclusion of the 35th Annual General Meeting, on a remuneration of Rs. 6 Lakhs per annum (exclusive of taxes and reimbursement of out of pocket expenses at actuals)"



# NOTICE TO THE SHAREHOLDERS

## SPECIAL BUSINESS

### **4. To re-appoint Dr. Mahalingam Vasudevan as Managing Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and other approvals as may be required, the approval of members be and is hereby accorded to the appointment of **Dr. Mahalingam Vasudevan** as Managing Director (Key Managerial Personnel) of the Company for a period of 5 (five) years effective from December 23, 2022 on the following terms:

- i. Dr. Mahalingam Vasudevan shall, act as the Managing Director and Chief Executive Officer, be head of the Management Team and shall, subject to the supervision and control of the Board of Directors, be responsible for the overall conduct and functioning of the Company;

## Remuneration

- i. Annual Gross Compensation (which includes basic, HRA, other allowances and commission etc.) is Rs. 12,00,000/- (Rupees Twelve Lakhs only). The annual increment will be merit based and take into account the Company's performance.
- ii. Retirals: Company's contribution to Provident Fund, to the extent these either singly or together, not taxable under the Income Tax Act; Gratuity payable as per the rules of the Company and encashment of leave at the end of tenure shall not be included in the computation of the limits for the remuneration or perquisites mentioned above.
- iii. The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to Managing Director, subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, read with Schedule V thereto as amended from time to time;



# NOTICE TO THE SHAREHOLDERS

**RESOLVED FURTHER THAT** in the event of there being inadequacy or absence of profits in any financial year, she may be paid the above remuneration and perquisites as the minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013 and amendments thereto read with Schedule V of the Companies Act 2013 including any amendments thereto and / or any applicable notifications, circulars as may be issued by the Central Government/ Ministry of Corporate Affairs / Registrar of Companies from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard."

**By order of the Board**

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

**Date: September 06, 2022**

Place: Chennai

**Dr. Mahalingam Vasudevan**

Managing Director

DIN: 01608150



# NOTICE TO THE SHAREHOLDERS

## Notes:

1. In view of the continuing COVID-19 global pandemic, social distancing norms, the Ministry of Corporate Affairs has issued General Circular No. 02/2022 and No. 03/2022 dated 5th May, 2022 read with General Circular No 20/2020 dated May 5, 2020, read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, Circular No.02/2021 dated January 13, 2021 and Circular no.02/2022 dated 05.05.2022, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and available at the Company's website [www.calsoft.com](http://www.calsoft.com).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the Special Businesses to be transacted at the 30th Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com) with a copy marked to RTA [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) and [calsoftsecretarial@gmail.com](mailto:calsoftsecretarial@gmail.com) authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting.



# NOTICE TO THE SHAREHOLDERS

4. During the year M/s. N. Naresh & Co., Chartered Accountants (Firm Registration No. 011293S) resigned as the Statutory Auditor of the Company. The casual vacancy created by this resignation was filed by appointing M/s. M.K. Dandeker & Co., Chartered Accountants (Firm Registration No. 000679S) by the Board and subsequently approved by the members via postal ballot. At this AGM the resolution for appointment of M/s. M.K. Dandeker & Co., Chartered Accountants (Firm Registration No. 000679S) as the Statutory Auditors of the Company for 5 years is placed before the members for their approval.
5. The Register of Members and the Share Transfer Books will remain closed from Thursday, September 22, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2021-2022.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.calsoft.com](http://www.calsoft.com) and on the website of the Company's Registrar and Transfer Agents, [www.integratedindia.in](http://www.integratedindia.in). It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact either the Company or M/s Integrated Registry Management Services Private Limited for assistance in this regard



# NOTICE TO THE SHAREHOLDERS

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ACL. Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:

- Legal Heirs'/Nominees' PAN Card for transmission of shares
- Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- Joint Holders' PAN Cards for transposition of shares

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

**For shares held in electronic form:** to their Depository Participants (DPs)

**For shares held in physical form:** to the Company's Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

11. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s. Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road T Nagar, Chennai - 600017 India, (yuvraj@integratedindia.in) or to the Company at its Registered Office at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096

12. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company's Registrar and Share Transfer Agent. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.



## NOTICE TO THE SHAREHOLDERS

13. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 (1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 30th AGM along with the Annual Report for the financial year 2021-2022 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/ Depository Participants for communication purposes.
14. In line with the MCA circulars the Notice convening 30th AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2021-2022 is available on the Company's website on [www.calsoft.com](http://www.calsoft.com). The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and also on the website of National Depository Services (India) Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com). For any communication, the shareholders may also send request to the following mail ID: [calsoftsecretarial@gmail.com](mailto:calsoftsecretarial@gmail.com) .
15. The Company has appointed National Depository Services (India) Limited ("NSDL") to provide facility for voting through remote e-Voting, for participation in the 30th AGM through VC/OAVM Facility and e-Voting during 30th AGM of the Company.
16. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM and will be kept open till the expiry of Fifteen (15) minutes after such scheduled time of commencement of meeting as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. are allowed to attend the Meeting without restriction on account of first- come first-served basis.



## NOTICE TO THE SHAREHOLDERS

18. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the AGM through Cisco Webex platform. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of CDSL. The link/tab will be available in Member login where the EVEN of the Company will be displayed.
19. The Board of Directors of the Company at their Meeting held on Tuesday, September 06, 2022 had appointed M/s. S Dhanapal & Associates, Practicing Company Secretary, having address at Suite No.103, First Floor, Kaveri Complex, 96/104, Nungambakkam High Road, (Next to NABARD & ICICI Bank), Nungambakkam, Chennai - 600034 as the Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.
20. The scrutinizer shall, immediately after the conclusion of the e- voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than 48 hours from conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall counter sign the same.
21. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.calsoft.com](http://www.calsoft.com) and on [www.evotingindia.com](http://www.evotingindia.com). Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to stock exchanges, where the Company's shares are listed.



# NOTICE TO THE SHAREHOLDERS

22. The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. September 29, 2022. Members seeking to inspect such documents can send an email to [calsoftsecretarial@gmail.com](mailto:calsoftsecretarial@gmail.com).

23. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice.

24. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. As the Company has not declared any dividend for the year 2014-15 the transfer of amount of dividend which remains unclaimed for a period of 7 years to the IEPF account and the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more to the demat account of IEPF Authority does not arise.

25. For receiving the Notice and all other communications from the Company electronically Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, email id: [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) with details of folio number and attaching a self-attested copy of PAN card.

- Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant (DP).
- If there is any change in the e-mail ID already registered with the Company / RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;



# NOTICE TO THE SHAREHOLDERS

- If there is any change in the e-mail ID already registered with the Company / RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;
26. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2022 through email at [calsoftsecretarial@gmail.com](mailto:calsoftsecretarial@gmail.com). The same will be replied by the Company suitably through email

<b>CALENDAR – AGM</b>		
<b>S.NO.</b>	<b>PARICULARS</b>	<b>DATE</b>
1.	Cut-off Date For Eligibility of Voting for the AGM	Thursday, September 22, 2022
2.	Book Closure Dates	Thursday, September 22, 2022 to Thursday, September 29, 2022
3.	Remote E-voting period	Monday, September 26, 2022 to Wednesday, September 28, 2022
4.	Date & Time of AGM	Thursday, September 29, 2022, 11.00 AM



# NOTICE TO THE SHAREHOLDERS

## VOTING THROUGH ELECTRONICS MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-Voting facility for its members to enable them to cast their votes electronically. The company has availed the e-Voting services as provided by National Securities Depository Limited. (NSDL). The Company has appointed Mr. N. Ramanathan, Partner, M/s. S Dhanapal & Associates, a firm of Practicing Company Secretaries as scrutinizer for conducting the e-Voting process in a fair and transparent manner. The instructions for e-Voting are detailed hereunder:

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being September 22, 2022.

### **The instructions for Shareholders for e-Voting are as under:**

#### **A. In case of Shareholders' receiving e-mail from NSDL (for members whose email IDs are registered with the Company/Depository participants):**

- Open e-mail and open PDF file viz; "California Software Company Limited e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- Click on "Shareholder-Login".



# NOTICE TO THE SHAREHOLDERS

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**A. In case of Shareholders' receiving e-mail from NSDL (for members whose email IDs are registered with the Company/Depository participants):**

- i. Open e-mail and open PDF file viz; "California Software Company Limited e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder-Login".
- iv. Insert user ID and password as initial password noted in step above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-Voting opens. Click one-Voting: Active E voting Cycles.
- vii. Select "EVEN" of California Software Company Limited.
- viii. Now you are ready for e-Voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(i.e.) who are authorized to vote, to the Scrutinizer through e-mail at [calsoftsecretarial@gmail.com](mailto:calsoftsecretarial@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



# NOTICE TO THE SHAREHOLDERS

## **B. Instructions for members for attending the AGM through VC/OAVM are as under**

- Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at <https://www.evoting.nsdl.com> and click on the “video conference” and access the members’ login by using the remote e-voting credentials. The link for e-AGM will be available in members’ login where the EVENT and the name of the company can be selected;
- Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- Facility of joining the AGM through VC/OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- Members will be allowed to attend the AGM through VC/OAVM on first come first served basis
- Members will be required to allow “camera” and use internet with a good speed to avoid any disturbance during the meeting;
- Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches;



# NOTICE TO THE SHAREHOLDERS

- Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches;
- AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into <https://www.evoting.nsdl.com> and click on "Post your Questions". Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. "Post your Questions" link shall commence on Thursday, the September 22, 2022 (10:00 AM) and ends on Friday, September 23, 2022 (5:00 PM).
- Speaker Registration during e-AGM session: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://www.evoting.nsdl.com> and clicking on "Speaker Registration". You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit.
- The speaker registration shall commence on Thursday, the September 22, 2022 (10:00 AM) and ends on Friday, September 23, 2022 (5:00 PM). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Members who need assistance before or during the AGM, can contact Mr. Vijayakumar (Whole Time Director) at +91-44-4201 6100.



# NOTICE TO THE SHAREHOLDERS

## General Guidelines for Members

- i. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at secretarial@csdhanapal.com and copy marked to calsoftsecretarial@gmail.com
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. A Member can vote either by remote e-Voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.
- iv. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 22nd September 2022 ('Cut-Off Date').
- v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22nd September 2022, may obtain the login Id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



# NOTICE TO THE SHAREHOLDERS

## D. Other instructions

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The e-Voting period commences on **Monday, September 26, 2022 (10:00 AM)** and ends on **Wednesday, September 28, 2022 (11:00 AM)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 22, 2022**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.calsoft.com** and on the website of NSDL **https://www.evoting.nsdl.com** immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Explanatory statement under Section 102(2) of the Companies Act, 2013 is applicable, since special business is proposed to be transacted at the Annual General Meeting.



# NOTICE TO THE SHAREHOLDERS

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

### **Item No.4**

Dr. Mahalingam Vasudevan was appointed as a Managing Director from 23.12.2017 for five years. Since his tenure is expiring on 22.12.2022, the resolution for his re-appointment is placed before the members in item no. 4 of the AGM Notice for their approval.

The board of directors approved the re-appointment of Dr. Mahalingam Vasudevan at their meeting held on Tuesday, September 06, 2022 pursuant to the recommendation of the Nomination and Remuneration Committee in its meeting held on Tuesday, September 06, 2022.

Dr. Mahalingam Vasudevan is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view his rich and wide experience, the Board of Directors is of the opinion that it will be in the interest of the Company that Dr. Mahalingam Vasudevan is appointed as Managing Director of the Company.

The Board recommends an Ordinary Resolution as set out at item No.4 of the Notice for approval of members.

Except Mrs. Manimala Vasudevan none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out at item No.4.



# NOTICE TO THE SHAREHOLDERS

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 (SS 2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Particulars	Item No. 2	Item No. 4
Name	Frederick Ivor Bendle	Vasudevan Mahalingam
Age	66 years	55 years
Nationality	Great Britain	Indian
Date of birth	06-04-1956	29/04/1967
Qualification	Graduate in Law and member of The Institute of Chartered Accountants of England and Wales since 1982.	M.Pharm and Ph.D
Experience	Project Execution and Financial Management	He has over 28 years of professional experience in the global technology sector, thereby gaining rich experience in consulting engagements and management of large-scale technology programs as well as operations.
Date of first appointment on the Board	31-07-2021	12/08/2016
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if any	Appointed as Non Executive Director and liable to retire by rotation	Appointed as Managing Director for a period of five years and liable to retire by rotation
Shareholding in the company as on 31.03.2022	-	55,22,972 equity shares (35.73%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related with any Directors and KMP's of the Company	Spouse of Manimala V, Executive Director
The number of Meetings of the board attended during the year	8	13
Other Directorships, Membership / Chairmanship of Committees of other Boards	1	1

**By order of the Board**

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

Date: September 06, 2022

Place: Chennai

**Dr. Mahalingam Vasudevan**

Managing Director

DIN: 01608150

Registered Office: Workflo,  
Greeta Towers, Industrial Estate, Perungudi  
OMR Phase 1, Chennai-600096



# MANAGEMENT DISCUSSION AND ANALYSIS



# MANAGEMENT DISCUSSION AND ANALYSIS

**Dear Shareholders,**

We are presenting our Report on the Business and Operations of your company and its working results for the FY 2021-22.

During FY 2021-22, we made significant progress in our effort to strengthen the company's position for accelerated revenue growth, we took a series of dramatic steps to execute against that strategy, strengthening our portfolio, expanding our partner ecosystem, and returning your company to growth.

Today's Calsoft, we intensified our focus in developing Digital and Analytics services, Big data, Blockchain, Machine Learning, IoT, Cloud Computing, Gaming, DeFi, NFT, artificial intelligence (AI) and analytics, intelligent process automation, industry and platform solutions, and interactive customer experiences.

As a result, we enter 2022-23 more strategically focused and more technologically capable. We are integrating technology and expertise—from Calsoft, our partners, and even our competitors—to meet the urgent needs of our clients. Today, Calsoft business is focused on providing end-to-end capabilities at scale across the full spectrum of professional services—spanning strategy, consulting, digital, blockchain, gaming, technology and operations. By combining calsoft's capabilities across these businesses, Calsoft uniquely positioned to drive large-scale transformation for clients. We are resolved to re-establish Calsoft as an industry leader.

And we are ready to be the catalyst of progress for our clients as they pursue the digital transformation of the world's mission-critical businesses.



# CUSTOM SOFTWARE DEVELOPMENT COMPANY

We transform businesses with powerful and adaptable digital solutions that satisfy the needs of today and unlock the opportunities of tomorrow. We make data into actionable insights.

Calsoft's value chain works across the company's industry-aligned business segments, are:

- **Digital Business**, which helps clients apply digital technology to transform their products and customer experiences, driving new levels of revenue growth and customer satisfaction.
- **Digital Operations**, which helps clients infuse their business processes with agility, intelligence, and automation.
- **Digital Systems and Technology**, which enables clients to build the adaptive, cloud-enabled, secure, and efficient technology backbone needed to run a modern digital enterprise.

We build tailor-made, effective & scalable solutions that uniquely cater to your business.

## APPLICATION DEVELOPMENT

The development of reliable and scalable software solutions for any OS, browser and device. We develop unique and highly interactive applications which are robust and create brand image.

- Software consulting
- Custom software development
- Software development outsourcing
- Software product development
- Team augmentation
- Cloud application development
- Legacy software modernization





## FRONT END APPLICATION: UI-UX DESIGN

We create a unique and interactive design for all types of websites, SaaS, and web/mobile apps, which brings a perfect blend of design, technology and strategy for building your brand. We combine the latest UI/UX trends and needs to deliver intuitive, vibrant, and impactful designs that power up businesses.

- User Interface (UI) Design
- Responsive Web App Design
- Software-as-a-Service (SaaS) UI Design
- Ecommerce Website Design
- User Experience (UX) Design
- Website Redesign
- Responsive Web Design

## BLOCKCHAIN DEVELOPMENT

Blockchain has offered the most reliable and efficient way for industries to secure and decentralized systems, for recording and transferring the data. It also manages currency transactions. Our Blockchain services include, smart contract, NFT development, IoT, NFT exchange, and marketplace and Progressive web App. We build the Blockchain applications and solutions using Ethereum, Stellar, Hyperledger, EOS, Hashgraph and Corda.

## DIGITAL MARKETING

We provide effective digital strategies which boost your online presence.

We provide solutions to increase online presence and drive more traffic sales to your online business

- Search Engine Optimization
- App Store Optimization
- Social Media Marketing
- PPC Campaign

Our configurable and customizable CRM platform helps organizations effectively streamline their sales and marketing operations.

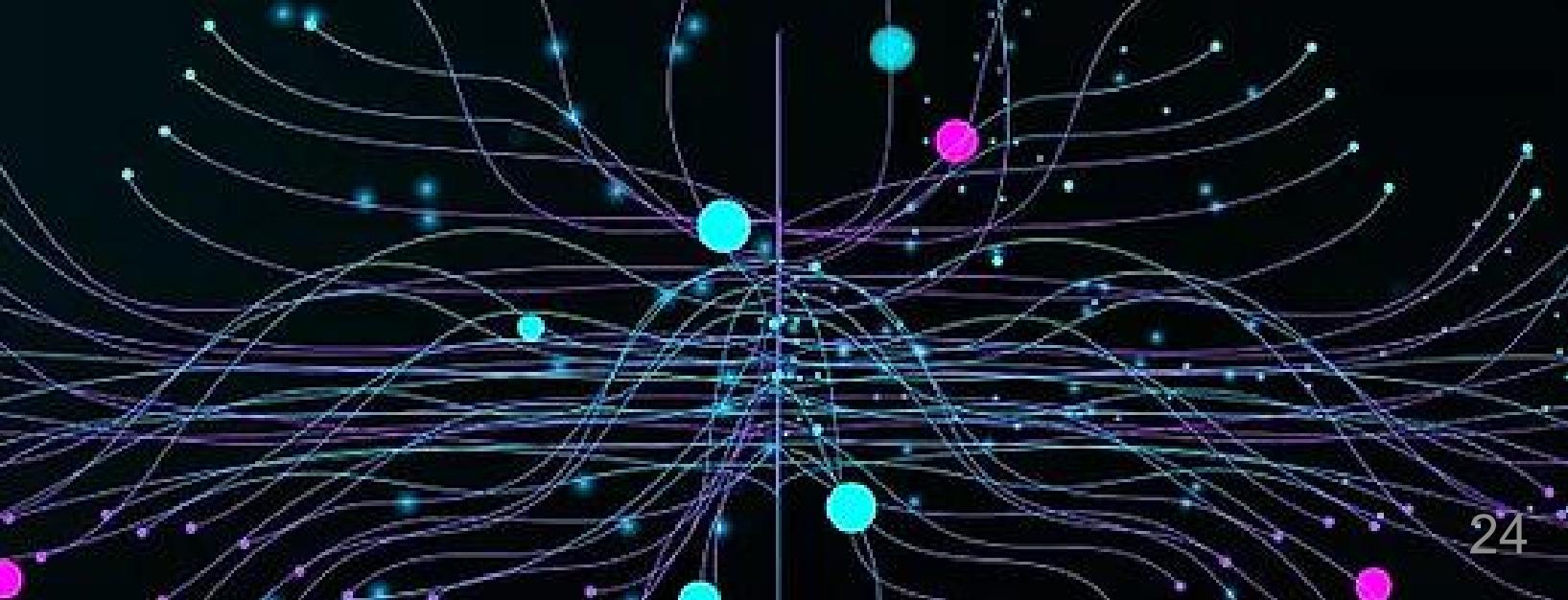


## IoT APP DEVELOPMENT

IoT (Internet of Things) is the extension of the connectivity of devices through the internet. One can connect any device and operate it remotely. It can be any interrelated devices such as mechanical and digital machines, watches, home appliances, etc.

The Internet has changed our lives, drastically. The present era is full of the appliance which is connectable to the internet. Calsoft offers customized plans and a broad spectrum of connectivity. We have introduced the IoT app development services keeping the need of every industry.

- Custom IoT Application Development Services We Offer
- IoT App Development
- IoT Gateway Development
- Backend & API Development
- Application Development for IoT Devices
- Data Analytics
- IoT Application Development Services
- Connectivity with Wearable Devices
- Voice Enabled Technology Solutions
- IoT Implementation & Support



# EMPOWERING RETAIL AND E-COMMERCE SOLUTIONS



TRENDS

INSIGHTS

Some of the latest trends that you can work into your long-term ecommerce strategy

Keep reading to explore the data. Business spotlights for insights on growth.



# AI WILL REVOLUTIONIZE EVERY ASPECT OF E-COMMERCE

Our Artificial intelligence (AI) enabled e-commerce, retail and chatbots continues to enhance retail and e-commerce for both customers and businesses.

Our AI models using Predictive analytics and machine learning will enable merchants to develop multiple pricing strategies for different buyer personas and provide specific product recommendations based on the needs of consumers.

Our AI algorithms help to analyze massive amounts of data culled from consumers' online behavior to provide "predictive sales" insights that are used in part to make sure warehouses are strategically well-stocked.

We deliver personalized, customized, and localized experiences with shopping technology for customers. From price optimization to inventory management to all aspects of a retail and online business.



Artificial Intelligence in Ecommerce is playing a leading role in driving innovative solutions, personalized shopping, product recommendations, and inventory management.

Global E-commerce sales are projected to touch \$6.0 billion by the year 2022, and around 80% of all customer interactions will be managed by AI technologies (without any human agent) by the year 2025.

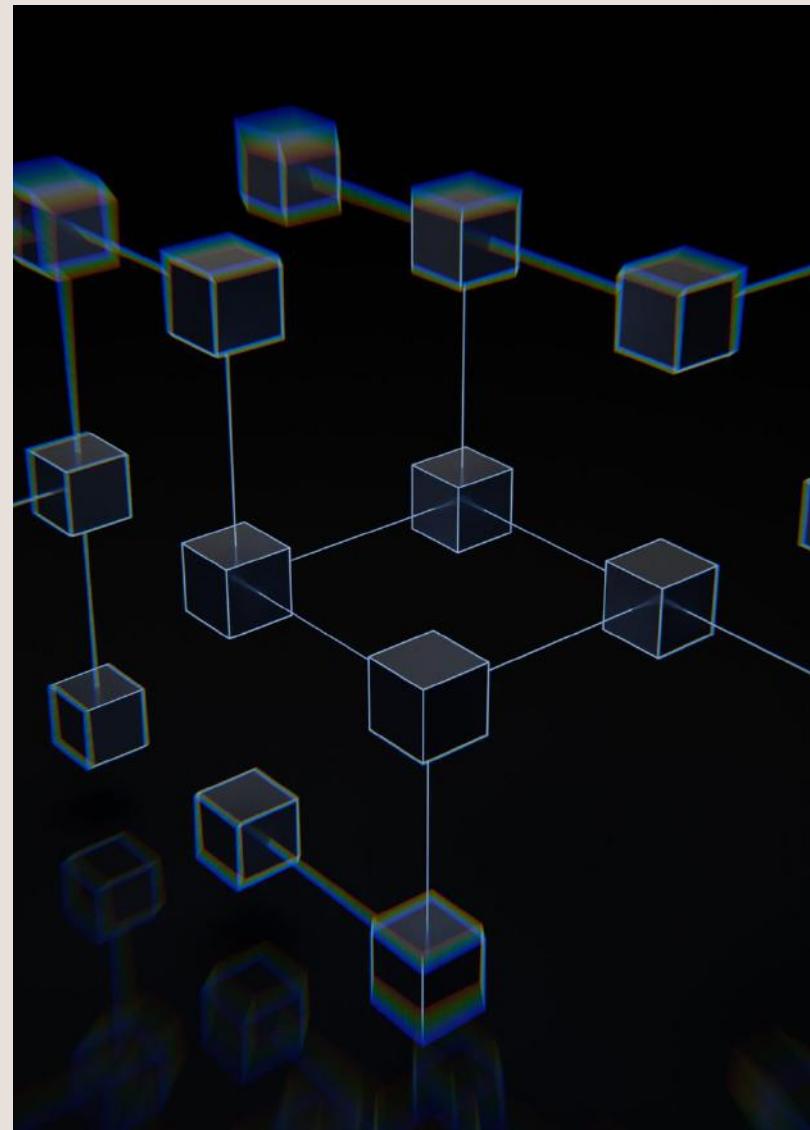


# BLOCKCHAIN ENABLED RETAIL AND E COMMERCE PLATFORMS

The Blockchain can significantly influence the paradigm of retail industry. Integration of blockchain in retail industry can facilitate better distribution and improved user experience through interoperable services.

Complexity of network of data points in entire supply chain in a retail and e commerce is critical due to high customer expectations, product provenance, authenticity, traceability and inventory management are all pain-points which can lead to customer disappointment and wildly inefficient processes.

Our Blockchain enabled dUltima Omnichannel Platform allows merchants to bring transparency, real-time data and shared ledgers will enable to know where your stock is and where customers interact at any stage, anywhere in supply chain or selling channels.



Given the ability of blockchain and related technologies to create so-called “trustless systems” with idiosyncratic properties, various business models and established processes that have emerged over the years to ensure trust, reliability and enforceability in business-to-consumer (B2C), business-to-business (B2B), business-to-government (B2G) and consumer-to-consumer (C2C) relations need to be questioned and potentially adjusted



# BIG DATA IN RETAIL AND ECOMMERCE

In retail, your success relies heavily on your ability to collect data, process it in real-time, and transform it into actionable solutions on supply chain management, price optimization, risk management,

inventory management, merchandising. Our big data retail analytics services will help you not just to collect, prepare, and process your data in real-time but also to draw meaningful insights from it, as well as discover new opportunities and industry risks. Based on these precious “products” of the wise “cooperation” of big data and retail or big data and eCommerce, you’ll be able to make smart business decisions.

Due to the explosive growth of eCommerce, the rise of the smartphone culture, and fierce competition, customer expectations change faster than you could even imagine. To keep up, you must be aware of changes in consumer behavior before they occur.



Break down the walls between all your retail processes to ensure consistency. Transform your multi-channel business into unified commerce by using retail big data. Increase profitability, boost customer loyalty, scale-up, and eliminate unforeseen expenses. Big data analytics for retail operations helps businesses to stay calm in the face of unstoppable raw data flow. Specializing in big data analytics for eCommerce and retail, we can help you collect your data, sort it out, and transform it into viable solutions.



# SOCIAL COMMERCE TRENDS AND INFLUENCERS' ROLE

In retail, your success relies heavily on your ability to collect data, process it in real-time, and transform it into actionable solutions on supply chain management, price optimization, risk management,

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# WHAT MATTERS TO TODAY'S CONSUMER



The behaviors of today's consumers have shifted significantly over the past two years and their expectations have evolved in parallel. The consumer of today is shopping across multiple channels; These trends and behaviors are more pronounced for certain consumer segments.

For brands and retailers, the implications of these evolving consumer trends infiltrate all aspects of their businesses, from strategy to product development, digital, analytics, operations, and marketing.

To capitalize on the opportunities offered by these evolving trends, we focused on an omnichannel strategy that incorporates the physical store, ecommerce, direct-to-consumer, and online marketplaces, which is essential to meet today's consumer needs.

As the world slowly emerges from the shadow of the pandemic, many of these trends will remain embedded for the long term, shaped and reinforced by the new expectations of consumers.

The following are the trends based on our current and previous consumer-research studies that consumer-product firms, retailers, and grocers must monitor constantly in order to drive operational resilience and strengthen customer engagement:

- Consumers are returning to in-store shopping, but ecommerce remains strong
- For certain retail categories (e.g., grocery and health and beauty), efficient delivery, and fulfillment services are more important than in-store experience.
- Shoppers are happy to order direct from brands.
- Consumers' top priorities are healthy, sustainable living – and making purchases that reflect this.



“COVID has accelerated a lot of people’s thinking on ~~health~~ and well-being. This is not only for themselves and their families and communities, consumers do not expect sustainable products to come at a premium in the long term, they do not expect sustainability to come at a high price indefinitely”.

As the pandemic was taking hold in April 2020, the levels of consumers’ interaction with physical stores and online channels is stabilized, rather than a dropping off, of interactions with online channels. Consumer preference for online shopping has stabilized in 2021

The global production value chain has moved from being just in time to having long waiting lines for even the most basic necessities, impacting everything from cereal to cars. While the world limps towards the “new normal,” challenges abound.

#### **SHOPPERS ARE HAPPY TO ORDER DIRECT FROM BRANDS**

In the US, direct-to-consumer (D2C) ecommerce sales are expected to reach \$151 billion in 2022, up 16.9% from 2021. While D2C purchases are only expected to account for 2.5% of total retail sales in 2022, brands selling D2C are disrupting the traditional retail model by providing a different type of consumer experience.

#### **ONLINE SHOPPERS ARE TURNING TO MARKETPLACES**

In our survey, we asked those shoppers who have purchased the majority of their grocery, health and beauty and/or household and toiletry products online over the last six months whether they’d ordered products from an online marketplace, rather than from an individual retailer

Growing concern about environmental challenges and the need to conserve natural resources – as well as greater stakeholder expectations around societal issues – have brought sustainability into the mainstream.

Calsoft need to embed sophisticated data practices as part of a data-powered culture to extract the full potential value from this data. From there, brands and retailers will be better positioned to tailor products to target a particular customer segment. As this research demonstrates, different shopper segments have different needs, preferences, and desires.

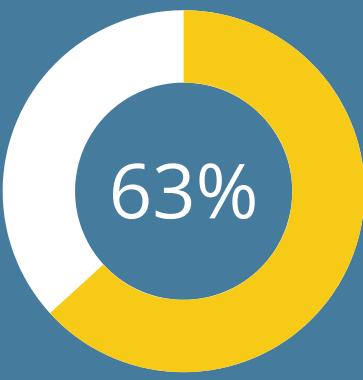
dULTIMA, omnichannel solution that incorporates the roles of in-store, ecommerce, direct to consumer, and marketplaces.

While emerging technologies such as augmented reality (AR) and virtual reality (VR) allow customers to virtually “try on” products, mobile apps can help find and recommend products based on individual features and personalized customer tastes when at the storefront.

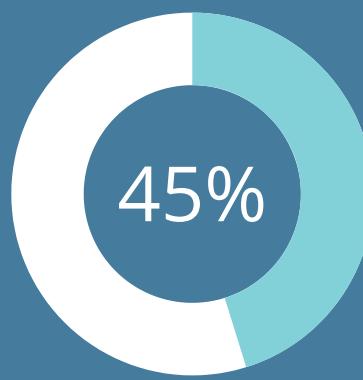
Brands and retailers should continue to invest in digital technologies around fulfillment and services, including automation, warehousing, traceability, and data. They should also aim to embrace technology as part of their service offerings and not just regard it as a back-office tool; they should use it both to drive the business and to ensure that the customer receives an integrated, consistent experience over both online and offline channels.

Retail is undergoing an incredible shift, driven by changing consumer behaviors and expectations. Brands and retailers have to respond to ever-changing patterns of customer demand, shifting economic situations, global supply-chain pressures and, of course, the COVID-19 pandemic. In addition, digital transformation is further accelerating; technologies such as 5G, AI, robotic process automation (RPA), and AR will provide further opportunities for retailers and brands to improve the customer experience.

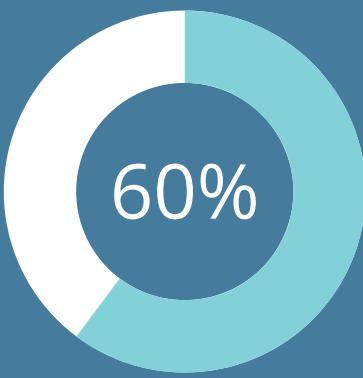




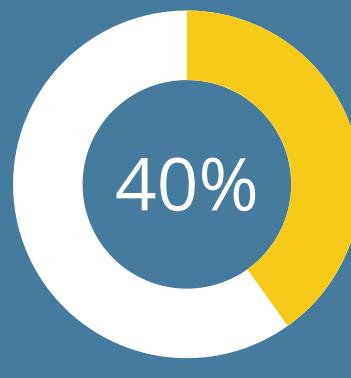
Customer retention rate



Customer conversions



Foot traffic



Digital traffic

## Welcome to the new era of Connected Commerce

Today's consumer is shopping in multiple channels, and their expectations of the in-store experience have evolved. Brands and retailers have a responsibility to act sustainably and to ensure their activities do not directly or indirectly negatively affect economic, social, and environmental aspects.

Consumers' purchasing decisions are based on a multitude of factors: loyalty, trust, health, safety, sustainability and purpose. But above all they expect convenience and immediacy – meaning that brands and retailers must be able to deliver any product, at any time, in any place, to any person.

This is the new era of connected commerce, personalized and powered by data.

Calsoft helps consumer product companies and retailers adapt at speed and scale to compete in the new era of connected commerce in the following areas:

For Consumer Product Companies:

Leveraging new business models to maximize consumer choice, enhance the experience, and drive sustainability, Calsoft recognizes the fundamental shift – from a traditional one-way B2B model to a multichannel strategy that blends physical and digital, B2B and B2C, partner and owned channels.

We help organizations strengthen supply chain digital maturity, infusing operations w/ data, analytics and AI to enable more adaptability and flexibility within the supply chain through demand sensing, hyper-local fulfillment, & local suppliers.

# OMNICHANNEL MARKETING

Omnichannel marketing is the integration and cooperation of the various channels organizations use to interact with consumers, with the goal of creating a consistent brand experience. This includes physical (e.g. stores) and digital channels (e.g. websites). The goal of an omnichannel marketing strategy is to create a convenient, seamless user experience for consumers that offers many opportunities for fulfillment.

An omnichannel strategy may give consumers the chance to find and purchase online, in-store, or a combination thereof - such as “buy online and pick up in-store”. Today, organizations across industries are leveraging omnichannel strategies, including healthcare, retail, finance, technology, and more.

An omnichannel marketing strategy allows teams to meet their consumers where they are, with the right message at the right time. Through omnichannel marketing, organizations can deliver a unified customer experience that acknowledges the previous touchpoints along the customer journey.



Today, organizations can more easily enable an omnichannel experience for consumers through the help of advanced marketing performance measurement platforms that can offer reliable, person-level insights to identify the optimal media mix, targeting, and more. By analyzing the customer journey at every step, organizations can make more informed decisions about how to optimize campaigns and reduce wasted ad spend.

# OMNICHANNEL MARKETING

**Omnichannel Engagement:** Deliver the ultimate omnichannel brand experience with messaging campaigns across 12+ channels including push, email, in-app, SMS, WhatsApp, and more.

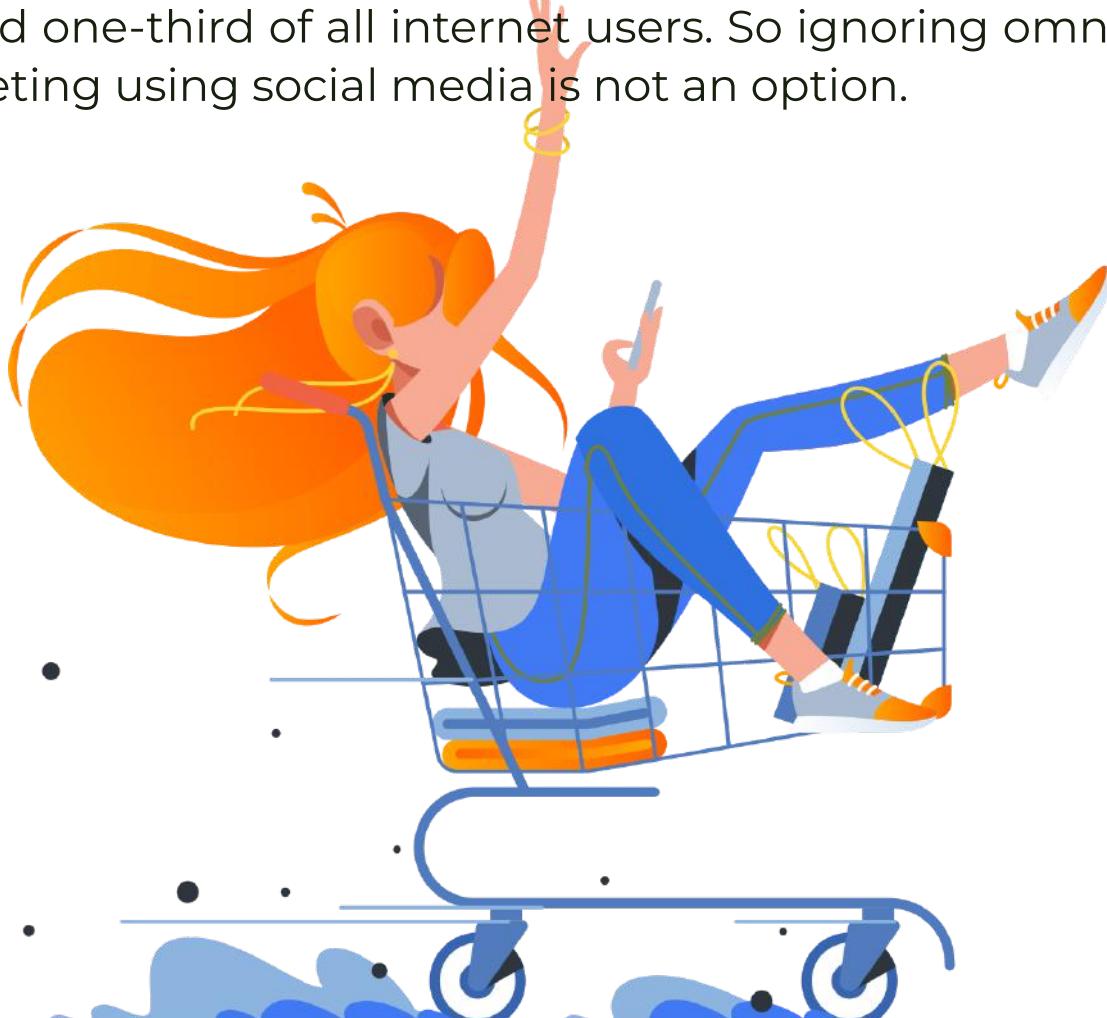
**Content Personalization:** Fine-tune message content and delivery times for individual users based on their behaviors.

**Campaign Optimization:** Improve campaign performance with A/B testing and our best-in-class tools for incredible engagement, retention, and conversions.

**Unmatched Scale:** Create and deliver sophisticated campaigns across all channels for thousands, millions, or billions of users with perfect deliverability.

**Unified Platform:** By combining real-time analytics, a powerful segmentation engine, and a suite of engagement tools, CleverTap gives your team everything they need to retain users.

There are almost **2.8 billion** social media users worldwide, around one-third of all internet users. So ignoring omnichannel marketing using social media is not an option.



# Metaverse Future of Marketing

Immersive virtual worlds will provide marketing teams with the ability to create deeper engagement strategies for more diverse groups of consumers. This will enable marketers to expand on current omnichannel strategies to meet customers whenever and wherever they roam in the virtual world.

While the concept of the metaverse can seem a bit overwhelming, the outcome of implementing streamlined universal digital identities for users across platforms and software can be beneficial for both users and marketers in several ways.

The metaverse opens the door to new immersive types of engagement. As we have seen with the ever-growing popularity of video, live streams, augmented reality (AR), and virtual reality (VR) in marketing strategies over the past two years, consumers want more engaging interaction with brands. The immersive consumer experience promised by the metaverse will allow modern consumers to engage virtually with brands in ways they never have before.

If the metaverse concept becomes commonplace technology, marketing teams will need to adapt their strategies to include a host of capabilities a user experience based virtual universe has to offer.

Looking at the current consumer trends for engagement and the rising popularity of AR and VR across social commerce and video platforms provides a glimpse of where we may be headed. Marketers who are looking to prepare for the metaverse should begin to explore these elements and start planning for the expansion of their virtual brands into an immersive landscape where personalization and inclusion will reign supreme.



## Metaverse The New Reality

# SAAS COMPANY

We offer secure, scalable and eminent SaaS development services like mobile apps web apps and SaaS based software solutions to expand your business faster with cost-effective strategies.

A diverse range of our SaaS development services for every business needs.

Our SaaS product development services include multi-tenancy, security, and data isolation with metering, payments, subscriptions, and billing.



## SaaS CMS Development

We develop high-quality content-rich web apps on prominent CMS platforms. Implementing the best SaaS practices into your business model with high precision to get a significant return.

## SaaS Based CRM Services

SaaS development offers high-level customer relationship management services. To attract and retain the potential customers to your business implement quality CRM services.

## Migration to SaaS

Moving your existing technology platform to SaaS efficiently, our dedicated SaaS developers work meticulously to offer hassle-free data transfer without hindering your productivity.

## SaaS Application Consulting

We help businesses to discover the scope of SaaS application development in their business and how the right technology and cloud hosting can boost business growth.

## SaaS Based CHM Solutions

Efficient resource management is the key to generate profit in any business. We help businesses to meet the user demand and hence maintaining a better supply-chain relationship for maximum profit.

## Multi-Tenant Architecture

Implement multi-tenant architecture into your business to derive maximum profit and minimize maintenance cost.

## Top 5



Top five B2B  
content  
marketing  
tactics

60% of marketers  
create at least one  
piece of content  
each day

Consumers see  
5,000 ads every  
single day

30% of millennials  
engage with a  
brand.

# AUGMENTED REALITY APP DEVELOPMENT COMPANY

AR is the type of reality-based technology which is a combination of real and computer-based images that deliver with sound, effects, text, to magnifies the real-world experience. In simple terms, one can visualize the object in the real world through AR. It is one of the emerging technologies in today's world.

The firms present the overlays of the designs and showcase it to the consumers to visualize their product's color, size, features, and other factors. The user has several options to customize their product by experiencing them in the real world through AR.

Our Marketing strategies includes AR to attract customers. AR-based marketing and promotional apps make you view the adds through interactive videos and more.

## **AR Mobile Development Service**

Augmented Reality is all about the creative holograms that need to represent in visualize formed. It takes the breath to create interactive holograms for users. Here we have the expertise of our augmented reality apps developers in every AR solution.



## **Android and iOS Apps**

Augmented Reality app development are securely processed in both Android and iOS versions. We believe in quality and therefore they consist of the highly compatible OS. We not only create the amazing apps for you but promise to quality of it. We ensure that these apps run seamlessly. That makes us a top-notch AR app development company across the globe.

## **Integration to E-commerce**

Transfer your shopping experience with e-commerce AR services. Witness the next level of sales, branding, in-store experience to enhance the user interaction. Let your users identify their product by first looking at them and then decide. Boost up your brand with AR and let the world know a new and unique way of sales and marketing.

## **AR Game App Development**

Now make the gaming more interesting by adding the AR to it. We have a technoscientific team who not only create alluring graphics but also have their specialization in AR Game App Development. Our team use tool for games such as Corona, Unreal Engine, Unity, etc. We help you to deliver an outstanding game experience which totally has the next level technology in it.

## **Location-based AR**

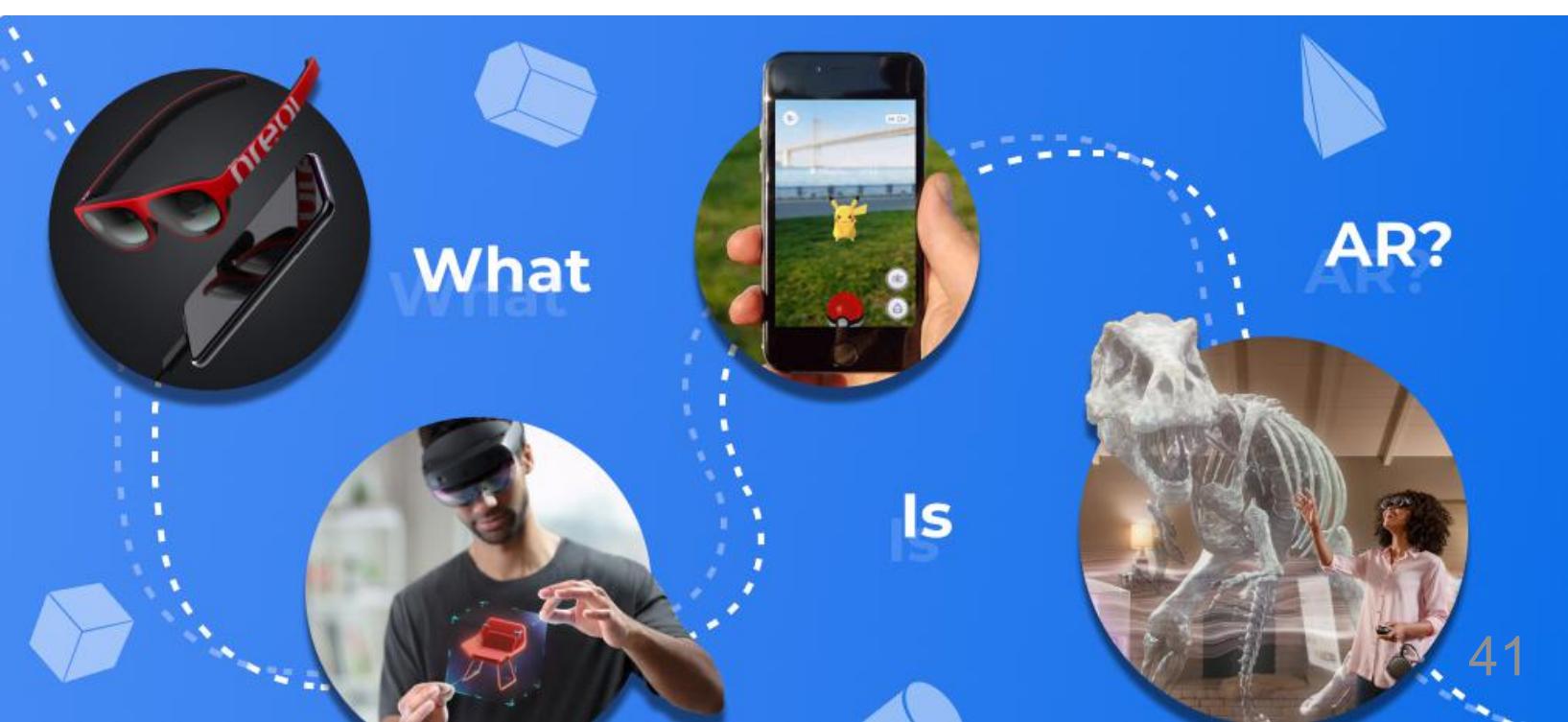
Track your customers location-wise by AR location-based services. These can able to access the features device such as accelerometer, GPS, accurate pin-point location, etc.

## **Recognition-based AR Apps**

We create an app that recognizes visual by QR codes and displays the corresponding image. These apps are capable to identify the object with 3D imagery.

## **Superimposition-based AR**

This is to some extent similar to recognition technology. It replaces an object or its part with an augmented view. One can create superlative UX for the clients.



# SOFTWARE OPPORTUNITIES AND CHALLENGES IN THE LIFE SCIENCES INDUSTRY



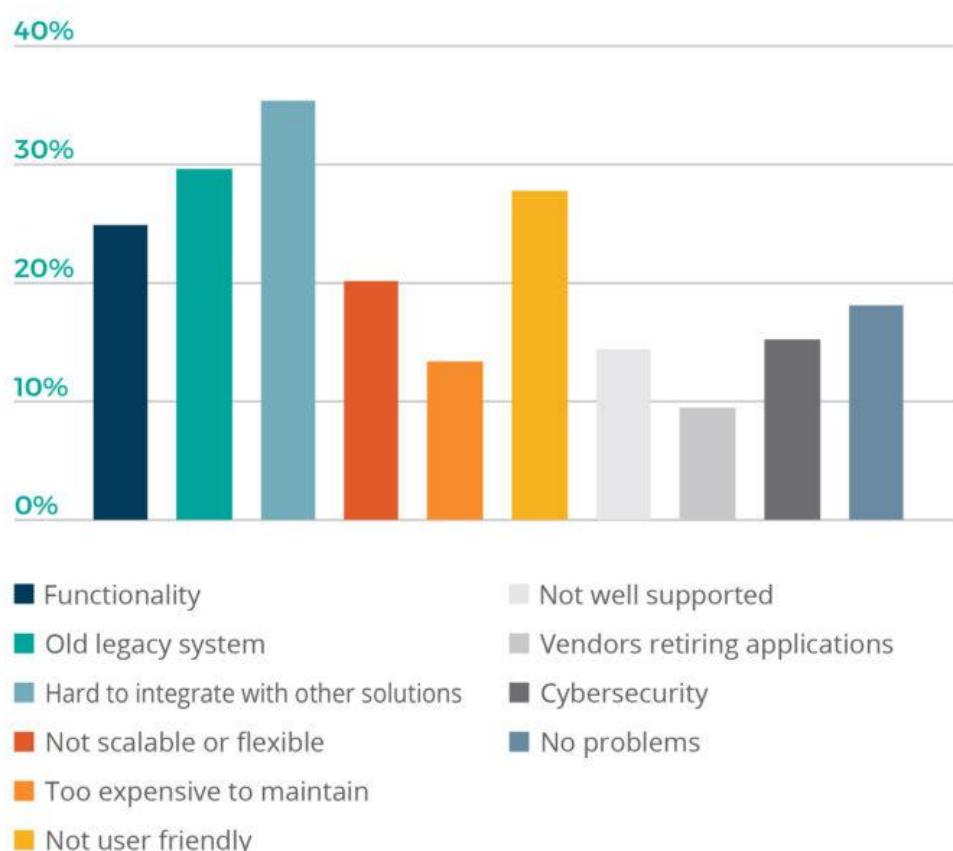


Life science deals with the scientific study of organisms which includes microorganism, human being, and animals. Biology, anatomy, health sciences, medical sciences, and medicine are only a few of the many disciplines of study in life science.

Life science software aids in offering comprehensive, integrated solutions to the life science business, including product quality, regulatory, speed to market, cost efficiency, and many others, in today's growing health care environment.

life sciences companies have many challenges when it comes to using ERP and other software systems to run their business. Many rely on legacy technology or solutions that provide them with functionality they don't need while leaving important requirements unmet. The distance from legacy software to modern cloud systems can seem very far. However, there are proven approaches that life science companies can rely on to move to the cloud rapidly and run their business on an industry-optimized ERP platform. Robust, low-maintenance integrations between ERP and specialty software can ensure a free flow of data to enable all-round visibility of activities and events in a life sciences company.

## ISSUES OR PROBLEMS WITH EXISTING SOFTWARE



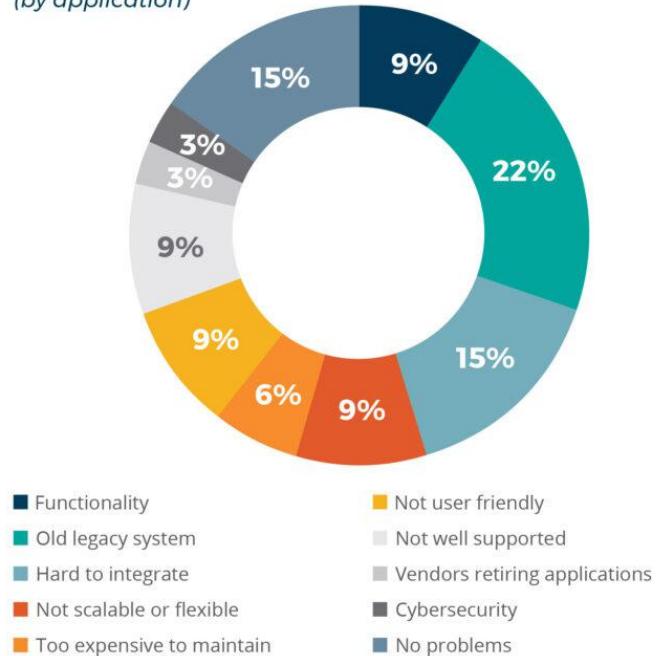
When life sciences businesses don't use ERP, their software challenges are similar to those that do: outdated legacy technology, lack of scalability, limited functionality, and poor ease-of-use. But another prominent concern for these companies is that their software is too costly to maintain.

Calsoft provides ERP and CRM software systems continue to improve and provide better support for life sciences organizations, and to bridge functionality gaps and optimize the software tools for the industry. At the same time, we notice stronger awareness than in earlier times regarding the power of cloud ERP and what it can help businesses accomplish.

We work with life sciences clients to help them formulate an integration and data management strategy that helps them avoid data flow and process bottlenecks and maintain good visibility in the years to come. As life sciences organizations go through their lifecycle, they may need to rely on a growing variety of data sources.

#### SOFTWARE ISSUES: NO ERP IN PLACE

(by application)



Having accompanied many life sciences clients along their business journey, we can anticipate how software tools and business relationships with CROs, CMOs, 3PL providers, and other partners can add complexity to the data landscape. Our consultants know how to forestall such challenges and help clients work within a coherent data environment, optimized for insight and analytics needs.



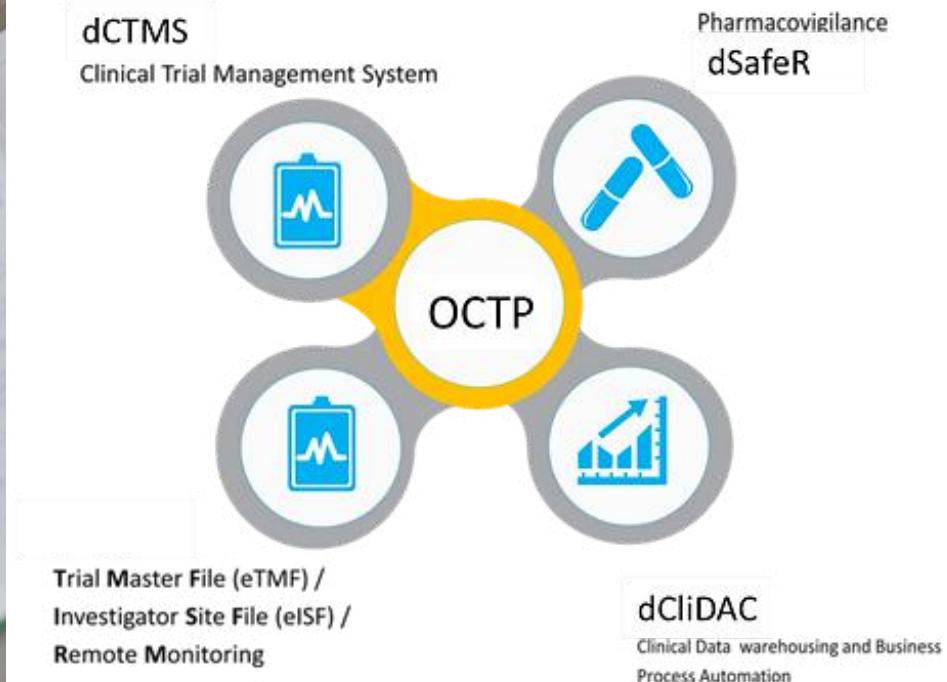


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Calsoft optimise your development timelines to get medicines and medical devices to market quickly developed next generation clinical trials platforms based on Digital Transformation by Big data, Analytics and AI integration.

Amid the COVID-19 crisis, the global market for Life Science Software estimated at US\$5.5 Billion in the year 2020, is projected to reach a revised size of US\$8.5 Billion by 2027, growing at a CAGR of 6.6% over the period 2020-2027.

Life science software market, which was USD 15.44 billion in 2021, would rocket up to USD 40.76 billion by 2029, and is expected to undergo a CAGR of 12.9% during the forecast period 2022 to 2029.



# BIG DATA ANALYTICS FOR BUSINESSES

Big data is the fuel for today's analytics applications. This in-depth big data guide explains how businesses can benefit from it and what they need to do to use it effectively.

*“You can’t manage what you don’t measure.”*





The development of big data technologies unlocked a treasure trove of information for businesses. Before that, BI and analytics applications were mostly limited to structured data stored in relational databases and data warehouses -- transactions and financial records, for example. A lot of potentially valuable data that didn't fit the relational mold was left unused. No more, though.

Big data environments can be used to process, manage and analyze many different types of data. The data riches now available to organizations include customer databases and emails, internet clickstream records, log files, images, social network posts, sensor data, medical information and much more.

Companies increasingly are trying to take advantage of all that data to help drive better business strategies and decisions. In a survey of IT and business executives from 94 large companies conducted by consultancy NewVantage Partners in late 2021, 91.7% said they're increasing their investments in big data projects and other data and AI initiatives, while 92.1% reported that their organizations are getting measurable business results and outcomes from such initiatives..

However, even many of those blue-chip companies are struggling to maximize the business potential of their big data environments and analytics and AI systems. Only 39.7% of the survey respondents said they're managing data as a business asset, and just 26.5% said they've created a data-driven organization, according to a report on the annual survey that was published in January 2022.

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Different branches of analytics that can be done with sets of big data include the following:

### **Comparative analysis**

This examines customer behavior metrics and real-time customer engagement in order to compare a company's products, services and branding with those of its competitors.

### **Social media listening**

This analyzes what people are saying on social media about a business or product, which can help identify potential problems and target audiences for marketing campaigns.

### **Marketing analytics**

This provides information that can be used to improve marketing campaigns and promotional offers for products, services and business initiatives.

### **Sentiment analysis**

All of the data that's gathered on customers can be analyzed to reveal how they feel about a company or brand, customer satisfaction levels, potential issues and how customer service could be improved.

### **According to an Atlassian Survey on the Future of Teamwork:**



**87%**

of workers believe AI will change their profession by 2020

**76%**

feel that a robot, algorithm, or AI-enabled device could perform at least "part" or "half" of their job.

## **Big data challenges**

In connection with the processing capacity issues, designing a big data architecture is a common challenge for users. Big data systems must be tailored to an organization's particular needs, Calsoft undertaking that requires IT and data management teams to piece together a customized set of technologies and tools.

Other challenges in managing big data systems include making the data accessible to data scientists and analysts, especially in distributed environments that include a mix of different platforms and data stores. To help analysts find relevant data, data management and analytics teams are increasingly building data catalogs that incorporate metadata management and data lineage functions. The process of integrating sets of big data is often also complicated, particularly when data variety and velocity are factors.

## **Big data management and analytics**

Ultimately, the business value and benefits of big data initiatives depend on the workers tasked with managing and analyzing the data. Some big data tools enable less technical users to run predictive analytics applications or help businesses deploy a suitable infrastructure for big data projects, while minimizing the need for hardware and distributed software know-how.

Big data can be contrasted with small data, a term that's sometimes used to describe data sets that can be easily used for self-service BI and analytics. A commonly quoted axiom is, "Big data is for machines; small data is for people."



# BLOCKCHAIN IS REVOLUTIONIZING THE FACE OF BUSINESS

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Leveraging distributed ledger technology for new, cutting-edge applications, and continues to evolve the use of blockchain into the future.

# BLOCKCHAIN SERVICES

Our experts can help you enable blockchain and transform your business.

## **DeFi Product Development**

Decentralized Finance (DeFi) is the use of decentralized networks or applications (dApps) built on blockchain to enable various financial services. By using dApps, DeFi allows for permissionless financial operations to be conducted within a peer-to-peer network.

## **Blockchain Consulting**

We can consult you about the purpose of blockchain technology and its strategic application in your particular case. Through a series of meetings and workshops, we help you identify your needs, define the value of Web3 in your specific case, and devise a roadmap for further action.

## **Token Offering**

A token is a representation of a digital asset or access rights which can be traded. Tokens are usually managed by one or several smart contracts and are based on a blockchain platform (distributed ledger).

## **MVP and PoC Development**

we offer a suite of enterprise blockchain services designed specifically to help projects navigate through the prototyping stage and later support them into moving the solution to production and support it.



## Decentralised Application (dApp) Development

From token integration to frictionless UX design, Calsofttech provides end-to-end dApp development services powered by a hard-working team of blockchain engineers, full-stack developers and UX designers.

## Smart Contract Development

A smart contract is an agreement between two or more parties that is stored on a blockchain, such as Ethereum or EOS. Every such contract has a predefined set of rules and conditions and is automatically executed when those conditions are met.

## Crypto Wallets Development

We specialize in web and mobile cryptocurrency wallet development. This includes both custodial and non-custodial wallets. We also develop smart wallets and can offer wallet and crypto payments integration.

## Tool Development

We builds developer tooling and SDKs for blockchain networks and protocols aimed at empowering the developer community to build and ship applications faster and better. This furthers our goal to support the adoption of blockchain technology.

## Decentralised Organisations (Dos and DAOs)

Decentralized Organizations and Continuous Organizations are two types of decentralized blockchain solutions for the governance of organizations. Some of the main use cases for DAOs and COs are investment funds (for profit or not for profit), digital cooperatives, and Web3 communities.

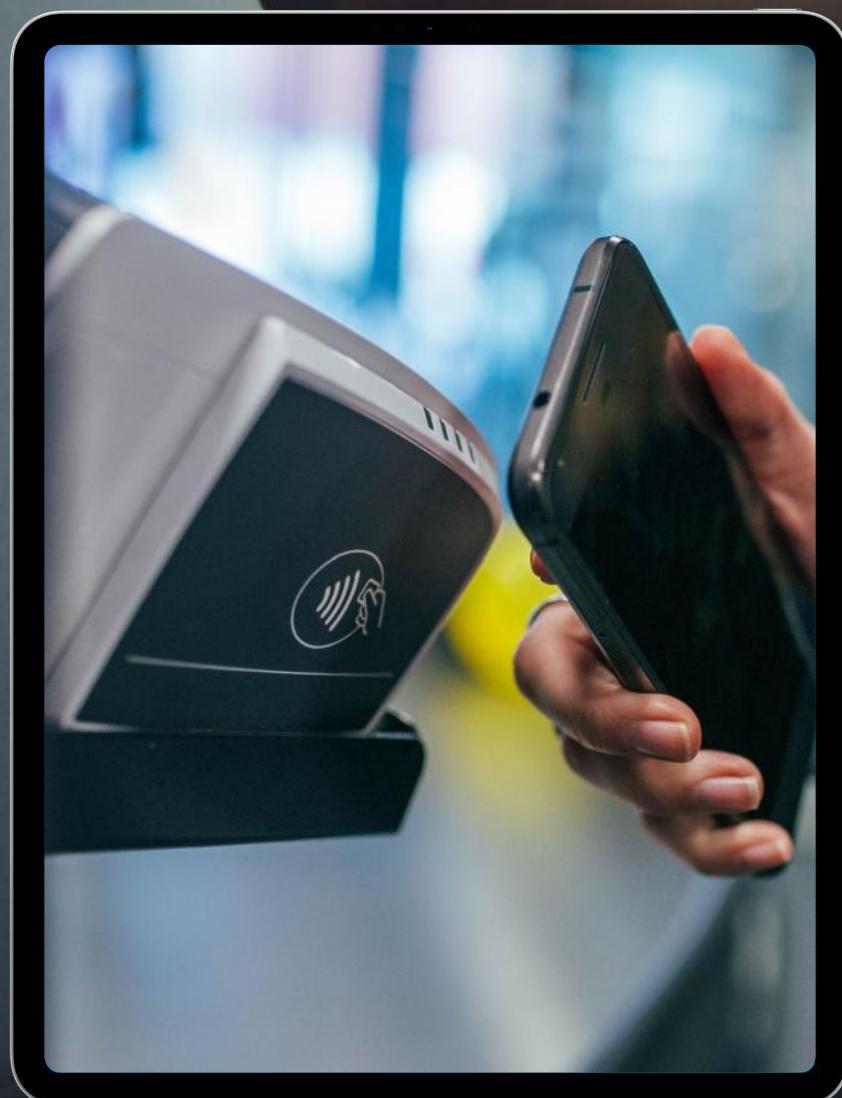


# BLOCKCHAIN SERVICES



**Safe and fast  
international transactions**

**Cashless payments  
through NFT / cryptocurrency**



# DECENTRALIZED FINANCE

Decentralized finance (DeFi) sector, which was created as an alternative to traditional financial services. More specifically, DeFi consists of smart contracts, which, in turn, power decentralized applications (DApps) and protocols. Many of the initial DeFi applications were built on Ethereum, and the majority of the ecosystem's total value locked (TVL) remains concentrated there.

Overall, DeFi allows participants the opportunity to access borrowing and lending markets, take long and short positions on cryptocurrencies, earn returns through yield farming, and more. Decentralized finance has the potential to be a game-changer for the 2 billion unbanked people in the world, in particular, who don't have access to traditional financial services for one reason or another.

DeFi solutions are built on various blockchains, with the ecosystems composed of participants interacting in a peer-to-peer (P2P) fashion, facilitated via distributed ledger technology and smart contracts, which keep the systems in check. Such results are not bound by geographic borders and do not require identifying documentation for participation.



## Decentralized exchanges (DEXs)

DEXs allow users to trade digital assets in a noncustodial way without the need for an intermediary or third-party service provider. Although they comprise only one element of the DeFi sector, DEXs have been a part of the overall crypto industry for years. They offer participants the ability to buy and sell digital currency without creating an account on an exchange.

### Aggregators and wallets

Aggregators are the interfaces by which users interact with the DeFi market. In the most basic sense, they are decentralized asset management platforms that automatically move users' crypto assets between various yield-farming platforms to generate the highest returns.

## Decentralized marketplaces

Decentralized marketplaces represent a core use case for blockchain technology. They put the "peer" in peer-to-peer networks in that they allow users to transact with one another in a trustless way — that is, without the need for an intermediary. The smart contract platform Ethereum is the top blockchain facilitating decentralized marketplaces, but many others exist that allow users to trade or exchange specific assets, such as nonfungible tokens (NFTs).

Lending and borrowing have become some of the most popular activities in DeFi. Lending protocols allow users to borrow funds while using their cryptocurrency as collateral.

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A core investment term - risk premium, implies that one should be compensated highly for assuming greater risk with their investment. Since the DeFi space is new and there are many associated risks, the potential returns tend to follow this thesis and are highly inflated. Investors with a good understanding of the various risks involved in DeFi investing can find effective ways to mitigate these risks and benefit from great risk-adjusted returns.

We can divide DeFi risk into five different layers

- Financial risk: This includes risks caused by natural market forces, rather than external factors. These include:
- Market volatility: The volatility in the crypto asset class is expected to decrease as the industry matures.
- Underlying blockchain risk: A 51% attack is when a group of miners gain control of more than 51% of the network's hash power and join together to attack the network.
- Smart-contract risk: Smart contract hacking is very attractive for several reasons, including that funds hacked can be converted into money quickly, as the assets are highly liquid.
- Centralization risk: Centralization poses many risks, including stolen private keys which can result in hacked platform funds.
- Regulatory risk: The existing regulatory framework is not equipped to deal with this new industry.

FinTech powering digital commerce will continue to see a huge spike in payment volumes in certain categories, such as, online groceries and e-commerce, bill payments, travel and entertainment. Creation of origination and underwriting platforms to allow lenders to digitally deploy funds to businesses and use of artificial intelligence (AI) to assign risk scores to businesses based on their ability to withstand the pandemic..

Redefine offers advanced end-to-end dFins platform for defi investors and traders. Our dFins platform supports our customers throughout their defi investment journey.

dFinS provide financial services and products by using to augment, streamline or digital technologies. Our financial technology ecosystem with new business models in various sectors like lending and credit, payments, cryptocurrencies, wealthtech, challenger banks, regtech, blockchain, open banking, insuretech and more. We provide customers with a dynamic risk score, real-time risk monitoring of their portfolio, and active features that save investors' funds in case of an attack or indication of imminent financial loss.



# THE RISING NFT TIDE LIFTS ALL TOKENS



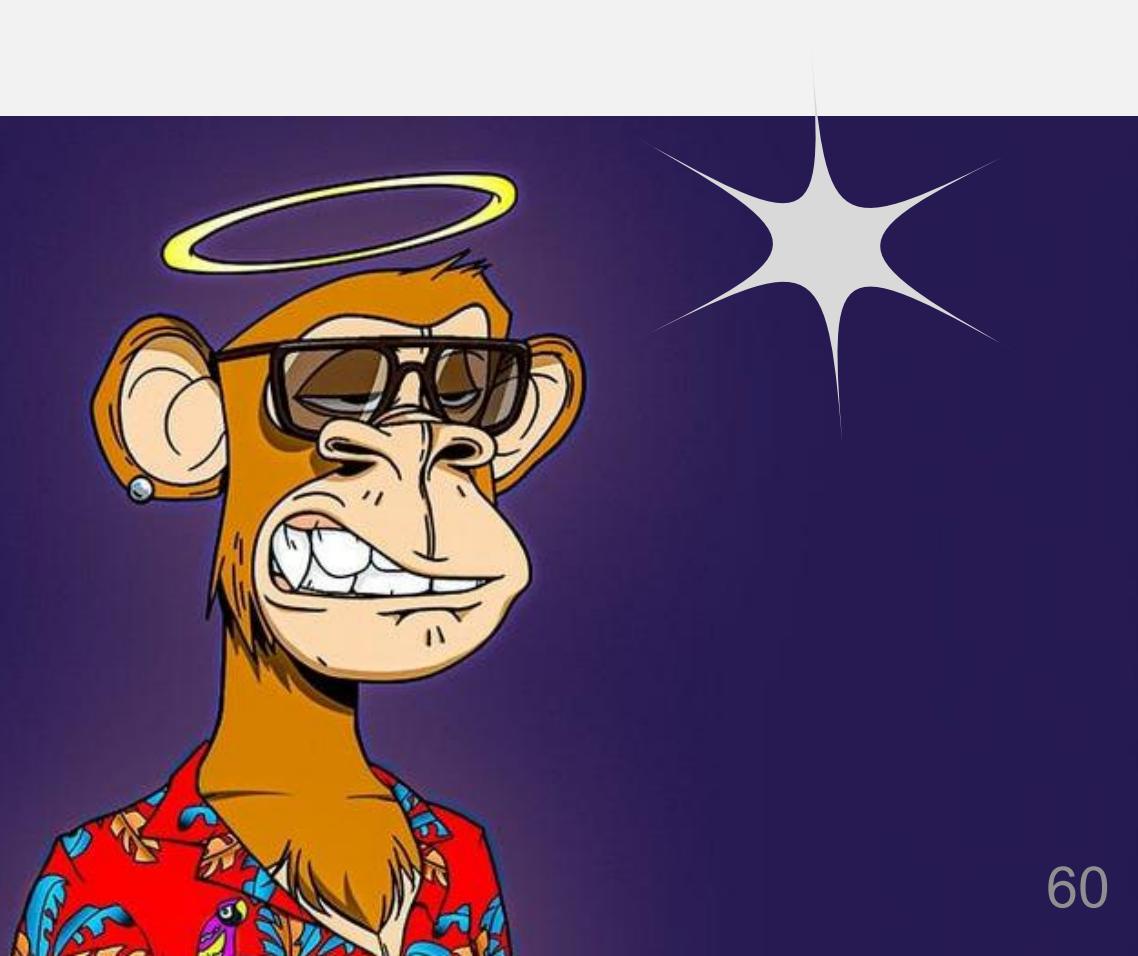
NFTs have taken the world by storm. Rejuvenating the blockchain movement started by Bitcoin, followed by smart contract platform Ethereum, NFTs seem to be a natural progression in the explosion of asset tokenization, of all kinds of things we value.

NFT stands for non-fungible token and to understand NFT we need to understand the concept of fungibility!

NFTs are also a type of token and asset class online — other tokenized assets can include stable coin, security tokens, tokenized securities and others. NFTs are unique in that they can be tradable (art and collectibles) or hypothecated (healthcare records or digital history) and this is where things get interesting. As NFTs are also things of value and make their way into marketplaces they need a fungible token like a utility coin or stable coin for derivation of value in measurable terms. These marketplaces will usually need integration with either banking rails or existing crypto-provided rails such as digital exchanges or a DeFi ecosystem to facilitate trade and transfer.

NFTs that have an intrinsic value and are essentially tokens that are simple proof-validations of the existence, authenticity, and ownership of digital assets. Fungible tokens are valued on various bases, such as the sum total of economic activity in the network (cryptocurrency), utility (smart contracts and transaction network processing), assigned values (as in stable coins and security tokens), and so on. NFTs represent both transferable entities and non-transferable tokens that we value.

Businesses, particularly those dealing directly with digital content, can establish an NFT marketplace and attract millions of artists to display their work.



# dOrbit—POWERING COMMERCE, COMMUNITY AND BRAND ENGAGEMENT

dOrbit is the powerful NFT platform and solution where any item may be tokenized, whether artwork, software licenses, digital collectibles, gaming cards, or NFT crypto world assets.

dOrbit NFT platform helps the world's most iconic brands, sports teams, and creators and culture-makers enter the world of web3 via NFTs. Our no-code dashboard, best-in-class API and industry leading creatives make it easy to build a branded NFT marketplace.



## **Easy Exchanges**

dOrbit is Blockchain-enabled secure NFT platform, users can enjoy seamless trading and instant liquidity for NFTs, here users can sell, trade, and exchange NFT tokens.

### **Set up the sales process**

Sell it at a fixed price: By setting a fixed price, you'll allow the first person willing to meet that price to buy your NFT.

Set a timed auction: A timed auction will give those interested in your NFT a time limit to submit their final bid.

Start an unlimited auction: An unlimited auction doesn't set a time limit. Instead, you have control to end the auction whenever you want.

### **Private & Secure**

- Your privacy is protected across Google with built-in security designed to automatically stop threats before they reach you.
- We protect this data with multiple layers of security, including leading encryption technology like HTTPS and Transport Layer Security.



# Gaming industry next dimension



# Gaming industry next dimension

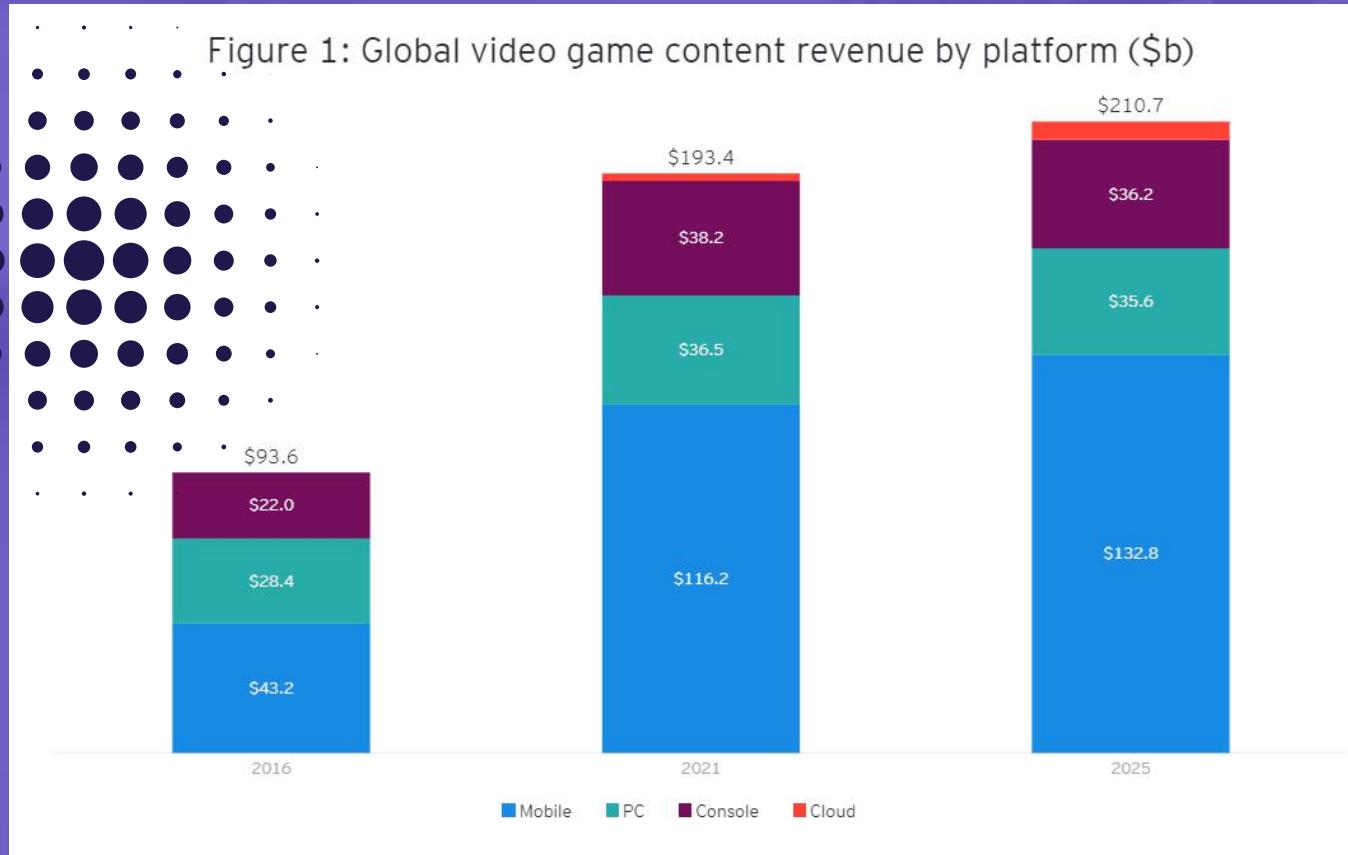
Since its inception decades ago, the video gaming industry has grown with stunning speed. Over the last five years in particular, it has experienced significant expansion as users worldwide play games of all types across a variety of platforms. Video gaming is also on the verge of a major transformational shift due to the emergence of the metaverse — a shared, persistent, three-dimensional (3D) virtual realm where users interact with objects, the environment and each other through digital representations of themselves or avatars.

While many believe that the metaverse will eventually be pervasive throughout society, including in the business world and on social media, gaming has quickly become a first mover in this space. With this in mind, we recently surveyed a group of executives from leading gaming companies to gain their insights about the impact of and outlook for the metaverse.

## The state of the gaming industry

An estimated 2.9 billion people — more than one out of every three people on the planet — played a video game in 2021, when global revenue for the industry exceeded \$193 billion (see Figure 1). In addition, from 2016 to 2021, gaming grew at a compound annual growth rate of 15.6%.

Figure 1: Global video game content revenue by platform (\$b)



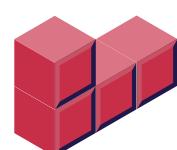
The video gaming industry also saw a considerable boost in 2020 and 2021 due to the COVID-19 pandemic, which forced people to stay home and utilize connected technology to access entertainment and to socialize. While this industry momentum appears poised to continue, global gaming revenue growth rates are expected to slow in 2022, as the industry faces difficult year-over-year comparisons, chip shortages slow the delivery of gaming devices and society “reopens” as pandemic restrictions fade.

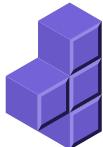
Nevertheless, the favorable demographics (e.g., the participation of more female gamers), evolving technology and community-building nature that underpinned the industry long before the pandemic have not changed. By 2025, the gaming industry is expected to generate an estimated \$211 billion in revenue, with mobile gaming contributing \$116 billion.<sup>3</sup>

Amid the rapid growth of gaming, its basic drivers are still familiar: processors are getting faster, improving graphics and the overall gaming experience. Console makers are also launching new hardware with better capabilities and offering more exclusive game titles. addition, the rollout of 5G communication networks will greatly accelerate the uptake of mobile and cloud-based game delivery. Faster network speeds and reduced latency allow game developers more freedom in producing games because they are not confined by the limitations of hardware platforms.

In addition to driving cloud gaming, 5G will allow consumers to use virtual reality (VR) and augmented reality (AR) gear on the go, providing a far richer mobile experience.

As it matures, the metaverse will continue to incorporate various technologies, such as VR, AR and 3D functionality. It is also associated with the decentralized Web 3.0 concept, which many view as the next chapter in the evolution of the internet. The metaverse will span multiple platforms, as well as the digital and physical realms. It will also create entirely new ways of interacting — and, for gaming companies, drive revenue.





We provide end-to-end video design, coding, testing, and deployment gaming solutions. We use Unity3D, Unreal, Cocos2Dx, Construct, and PlayCanvas to build fun games, we use the agile technique, which allows us to incorporate user feedback at every level. We build epic games with captivating animation, rich UI/UX, and delightful storytelling across all platforms of your choice.



### **Art, design and animation**

We maximize the user reach with captivating and interactive VR/AR helps transform the gaming experience of users, bringing them to a high-graphic imaginary world or a real-world augmented environment seamlessly.



### **NFT Games**

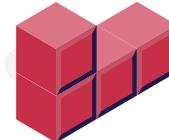
- Our NFT game developers and designers to seamlessly integrate NFT into games, enabling users to access its unique assets and earn while playing. In-game NFT assets can be used in other NFT games built on powerful Blockchain technology.

# Join dWager Series



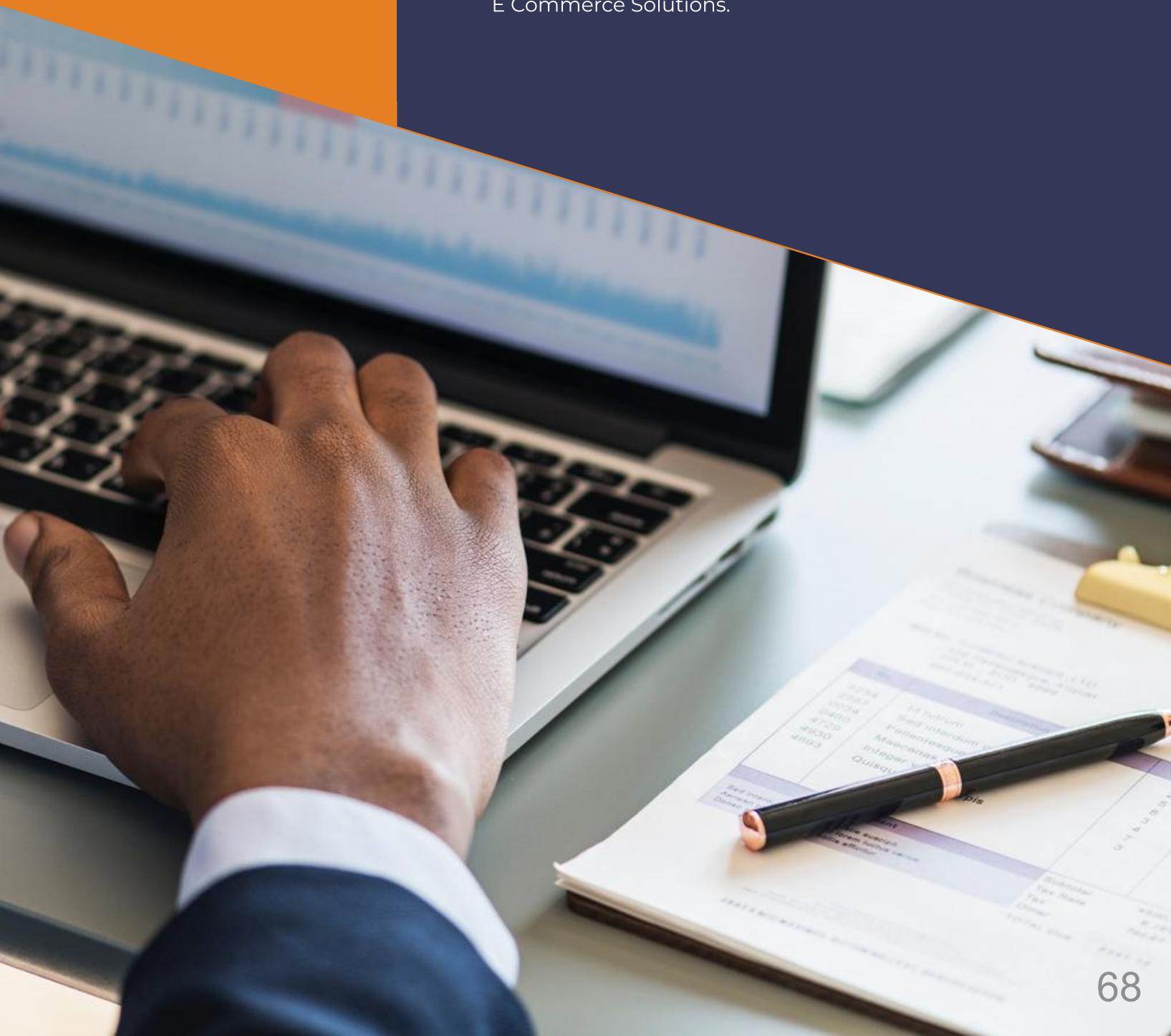
dWager provides user a hyper-casual games, multi-player RPGs, and VR games, games for mobile, PC, and online platforms, utilizing cutting-edge development technologies in the right way to deliver the most vibrant-looking games. We build epic games with captivating animation, rich UI/UX, and delightful storytelling across all platforms of choice, which brings users to a high-graphic imaginary world or a real-world augmented environment seamlessly.

We provide end-to-end video design, coding, testing, and deployment gaming solutions. We use Unity3D, Unreal, Cocos2Dx, Construct, and PlayCanvas to build fun games, we use the agile technique, which allows us to incorporate user feedback at every level. We build epic games with captivating animation, rich UI/UX, and delightful storytelling across all platforms of your choice.



# PRODUCTS AND SOFTWARE PLATFORMS

We specialised in developing and implementing Artificial Intelligence, IoT, machine Learning, Blockchain, Robust technology solutions for Life Sciences, FinTech, Gaming and E Commerce Solutions.



## **dSpeedUp - eCommerce**

dSpeedUp is the next generation and Highly Secured eCommerce Platform makes you create and run your online store, interact with customers, and keep all your inventory straightened out, a rich content marketing system, the ability to offer exciting promotions to your customers, and much more.

## **dInspira PoS - Point of sale**

d-INSPIRA POS helps the retailers for growing their business by managing inventory, processing payment, managing refunds, and returns, creating reports for analysing profits, etc.

We designed a user-friendly interface that's fast to use and easy to learn and fast bulk products and categories uploading using EXCEL or CSV files , minimizing training time. All your data is synced to the cloud and accessible from anywhere.

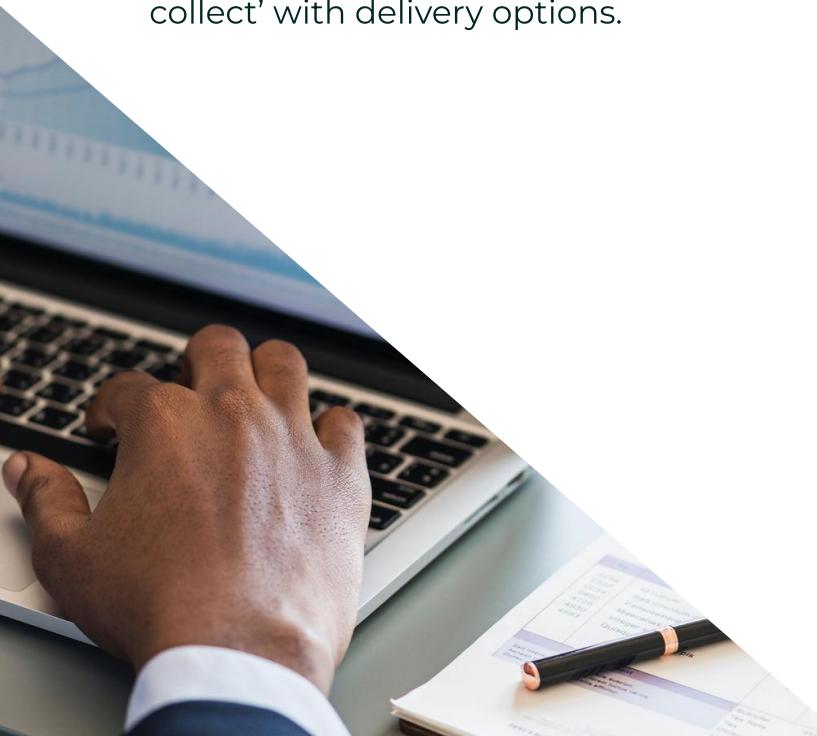
## **dCHAT**

dCHAT is a new way of communication that enables the parties involved to communicate on a real-time basis or live. An estimate states that almost 41 million messages are transferred every minute on the internet.

## **dUltima - Omnichannel**

dULTIMA is centralized channel management hub is fully integrated with an advanced dSPEEDUp's eCommerce and dINSPIRA's POS solutions, dChat, dWepay, loyalty and contactless payments, is the technology for the future.

We broaden traditional omnichannel solution functions providing access to online and offline order history, the creation of trade accounts and individual price lists, data sheets download, the performance of single checkout processes, combining 'click and collect' with delivery options.



## **dFinS**

dFinS provide financial services and products by using to augment, streamline or digital technologies. Our financial technology ecosystem with new business models in various sectors like lending and credit, payments, cryptocurrencies, wealthtech, challenger banks, regtech, blockchain, open banking, insuretech and more.

## **dBCTech**

dBCTech and its application has the potential to impact most problematic industry challenges like supply chain management, asset tracking, claims management, proof of origin, KYC and KYS, eliminating middlemen, reducing costs, eliminating frauds and others. dBCTech creates decentralized networks or applications (dApps) built on blockchain to enable various financial services, Commerce services and supply chain management.

## **dWager**

dWager provides user a hyper-casual games, multi-player RPGs, and VR games, games for mobile, PC, and online platforms, utilizing cutting-edge development technologies in the right way to deliver the most vibrant-looking games. Apart from the general live streaming technologies, the streaming platform also uses Augmented Reality and Artificial Intelligence. With the help of such new technologies, you can provide your audience with a vast collection of benefits.



## **dCTMS**

An end-to-end Clinical Trial Management System (CTMS) system with integration to eTMF and Training Management Systems.

Clinical Trial Management System (CTMS) ships with an inbuilt Master Data Management module to manage Sites, Investigators, Products and other master data in a centralised repository provides a higher level of re-usability of the information in different clinical trials.

## **dSafeR**

dsafeR Safety is a cloud based, user-friendly, easy to use, regulatory compliant end-to-end Pharmacovigilance / Drug safety system. All-in-one system provides PV Intake, Case Processing, Regulatory Submissions / AS2 Gateway, Analytics, and Safety Signals capabilities under one platform.

Our team consists of several Physicians and Doctorates in Pharmacology with experience in Pharmacovigilance practices for trials across a wide array of therapeutic indications.

## **dCliDAC**

Clinical Data warehouse and Analytics Console - dCliDAC is a secured, regulatory complaint Clinical Research Data Warehouse and Analytics System.

dCliDAC provides solutions with fact-based insights into clinical trial data, in order to assist your organization making informed business decisions, thereby helping your organization in increasing productivity and developing drugs in an effective manner, at a faster pace.



# Creating Shared Value

Connecting through our hands



Financial Review



Strategy



Corporate Governance



Innovating for a changing world

# DIRECTORS REPORT

Report

To

## The Members

The Directors have great pleasure in presenting their 30th Annual Report along with the audited financial statements for the financial year ended March 31, 2022.

### FINANCIAL RESULTS

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

(All figures in lakhs, Except for EPS)

Details	Standalone		Consolidated	
	Year ended	Year ended	Year ended	Year ended
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
<b>Total Revenues</b>	1085.73	145.50	1085.73	145.50
<b>Total Expenses</b>	454.32	119.23	454.34	119.23
<b>Profit before exceptional and extraordinary items</b>	631.41	26.27	631.39	26.27
<b>Exceptional items</b>	-	-	-	-
<b>Profit before extraordinary items and tax</b>	631.41	26.27	631.39	26.27
<b>Profit before Tax</b>	631.41	26.27	631.39	26.27
<b>Current Tax</b>	183.96	3.07	201.15	3.07
<b>Deferred Tax</b>	(7.76)	3.76	(4.00)	3.76
<b>Profit / (Loss) for the year</b>	455.21	19.44	434.24	19.44
<b>Minority Interest</b>	-	-	-	-
<b>paid up equity capital</b>	1545.71	1545.71	434.24	19.44
<b>Earnings per share (EPS) for the year (Rs)</b>				
i) Basic	2.94	0.13	2.81	0.13
ii) Diluted	2.94	0.13	2.81	0.13



## **COVID-19**

In the last month of FY 2021-22, the COVID-19 pandemic developed into a global crisis, forcing governments to enforce lockdowns of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally.

The Company implemented work from home for employees all over to carry out the business seamlessly.

## **COMPANY PERFORMANCE AND RESULTS OF OPERATIONS**

### **Standalone Results**

During the year, your Company on a standalone basis earned total revenue of Rs. 1085.73 lakhs as against Rs.145 earned during the previous year. The profit before tax during the year is Rs.631.41 lakhs as against Rs. 26 lakhs of the previous year.

After taking into account the tax provisions and adjustments, the profit for the year was Rs.455.21 lakhs as against a profit of Rs. 19 lakhs for the previous year.

### **Consolidated Results**

During the year, your Company on a consolidated basis with all its subsidiaries earned total revenue of Rs. 1085.73 lakhs against Rs.145.50 lakhs earned during the previous year. The profit before tax during the year is Rs. 631.39 lakhs as against Rs. 26.27 lakhs for the previous year.

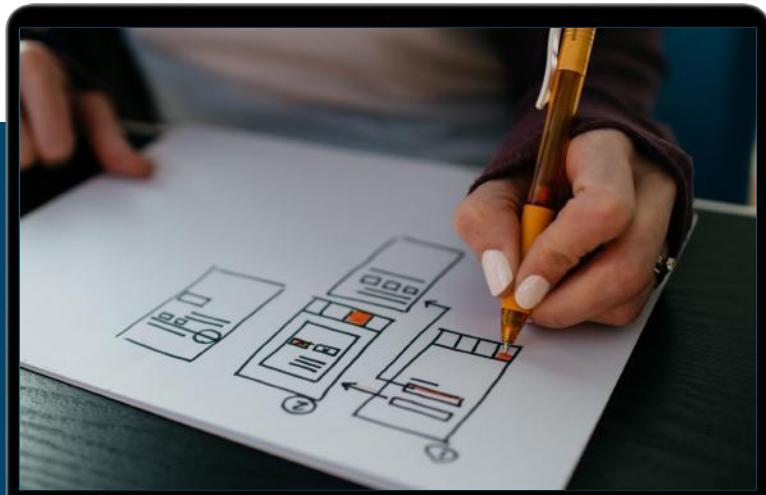
## **DIVIDEND**

The Board of Directors have decided to retain the entire amount of the profits for FY 2021-22 in the profit and loss account and hence, no dividend is being declared for this financial year.

## **SHARE CAPITAL**

The Share Capital of the Company as of March 31, 2022 stood at Rs.15,87,58,060/- shares of Rs. 10/- each as below:

- a. 1,54,57,106 equity shares of Rs. 10/- each;
- b. 4,18,700 Optionally Convertible Redeemable Preference Shares of Rs. 10/- each



## **TRANSFER TO RESERVES**

The Company retained the entire surplus in the Profit and Loss Account and hence no transfer to General Reserve was made during the Year.

## **SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with Indian Accounting Standards notified under the Companies Indian Accounting Standards notified under the Companies (Indian Accounting Standard) Rules, 2015 ('IND AS') form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

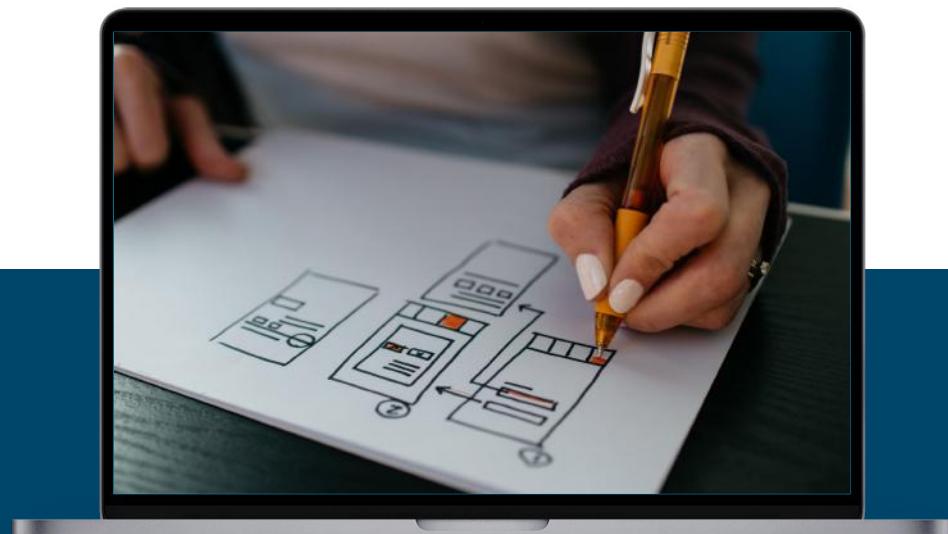
In terms of Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of subsidiaries are given in Consolidated Financial Statements. As on March 31, 2022, the company has a subsidiary company namely Aspire Communications Private Limited. There has been no material change in the nature of the business of the subsidiaries. The consolidated financial statement has been prepared in accordance with the relevant accounting standards and a separate statement containing the salient features of the financial statement of its subsidiaries and associate in form AOC-1 is attached as Annexure V along with the financial statement of the company.

## **DEPOSITS**

The Company has not accepted any deposits in terms of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as of the balance sheet date.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

In terms of Section 134 of the Companies Act, 2013, the particulars of loans, guarantees and investments given by the Company under Section 186 of the Companies Act, 2013 is detailed in Notes to Accounts of the Financial Statements.

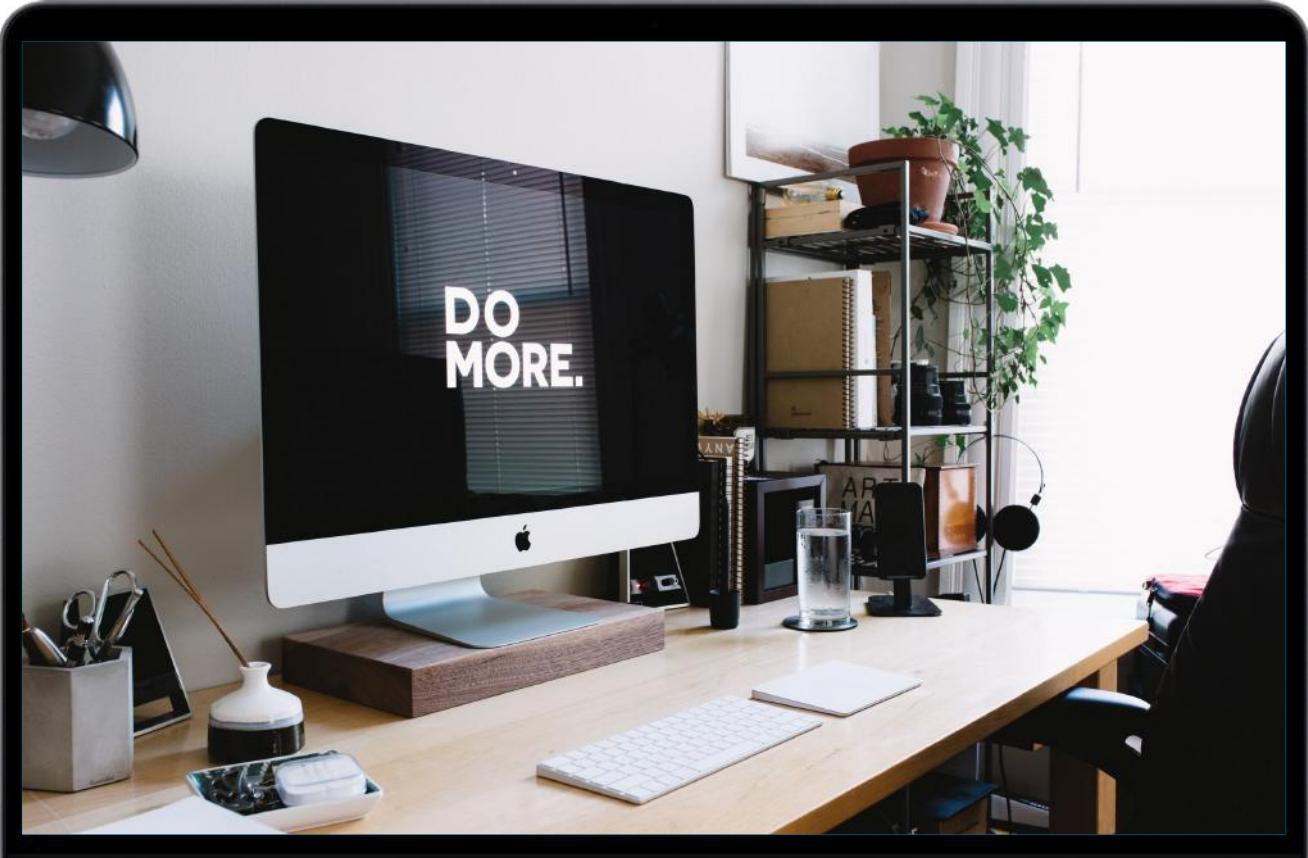


## **RELATED PARTY TRANSACTIONS**

During the year, the Company has not entered into any contract / arrangement / transaction with a related party which can be considered as material in terms of the policy on related party transactions laid down by the Board of Directors except for taking of loan from Mr. Vasudevan Mahadevan (Managing Director and Promoter) to funds day to day operations of the Company. This item is placed before the Shareholders at the ensuing Annual General Meeting for your approval.

The related party transactions undertaken during the financial year 2021-22 are detailed in Notes to Accounts of the Financial Statements.

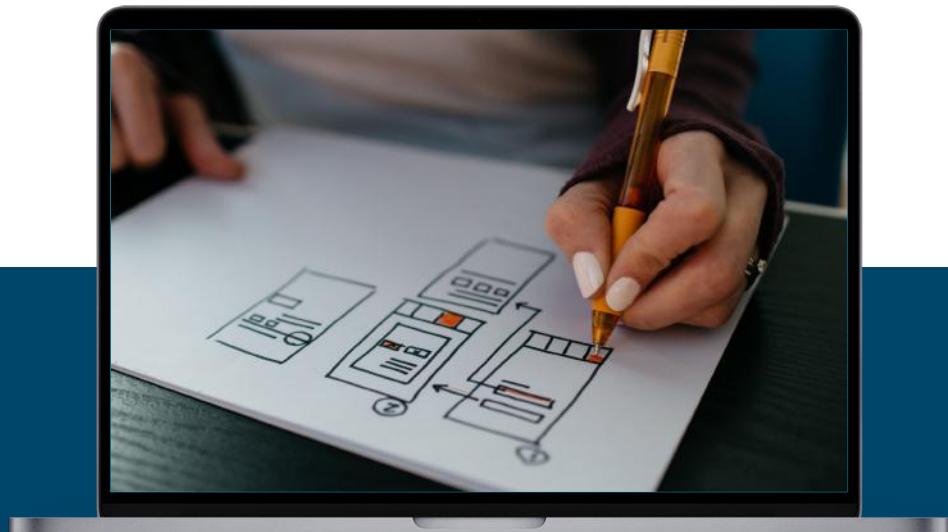
Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 in form AOC-2 is appended as Annexure-II to the Board's Report.



## **CHANGES IN BOARD OF DIRECTORS**

During the year the following changes took place in the composition of Board of Directors:

- Resignation of Mr. Vijayakumar (DIN: 07892448) as Whole time director wef 05.04.2021
- Appointment of Mr. Vijayakumar (DIN: 07892448) as Additional Director wef 31.07.2021
- Appointment of Mr. Ashok (DIN: 08389864) as Additional Director wef 31.07.2021
- Appointment of Mr. Duraiswamy Basuvaiah (DIN: 09258691) as Additional Director wef 31.07.2021
- Appointment of Mr. Frederick Ivor Bendle (DIN: 03156399) as Additional Director wef 31.07.2021
- Appointment of Mr. Gopalakrishna Rao (DIN: 07556751) as Additional Director wef 31.07.2021
- Appointment of Mr. Vijayakumar (DIN: 07892448) as Whole time Director wef 31.07.2021
- Appointment of Ms. Manimala (DIN: 01980557) as Chief Financial Officer wef 26.08.2021
- Resignation of Mr. Uma Shankar Sharma as Company Secretary wef 09.02.2022
- Appointment of Mr. Krishnamoorthy Venkatesan as Company Secretary wef 09.02.2022
- Appointment of Mr. Ashok (DIN: 08389864) as Director wef 25.08.2021
- Appointment of Mr. Duraiswamy Basuvaiah (DIN: 09258691) as Director wef 25.08.2021
- Appointment of Mr. Frederick Ivor Bendle (DIN: 03156399) as Director wef 25.08.2021
- Appointment of Mr. Gopalakrishna Rao (DIN: 07556751) as Director wef 25.08.2021



## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all its Independent Directors that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the financial year ended March 31, 2022. Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

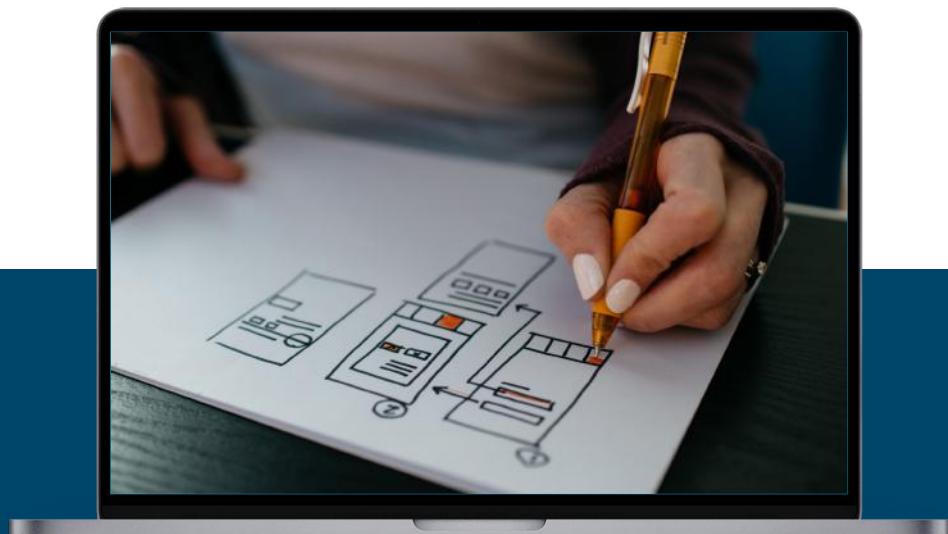
## **GOVERNANCE GUIDELINES**

The Board of the Company has adopted Governance Guidelines on Board Effectiveness. The Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

## **PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS**

The Nomination and Remuneration Committee (NRC) is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing the profiles of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.



## **CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR**

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

### **Independence**

In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meets with the criteria for 'Independent Director' as laid down in the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

### **Qualifications:**

A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age, and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

**Positive Attributes:** In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgement. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.



## **CORPORATE SOCIAL RESPONSIBILITY**

During the financial year the Company has not met any of the threshold requirements of Section 135 of the Companies Act, 2013. According to the requirement to spend on CSR or any related provisions of CSR are not applicable to the Company.

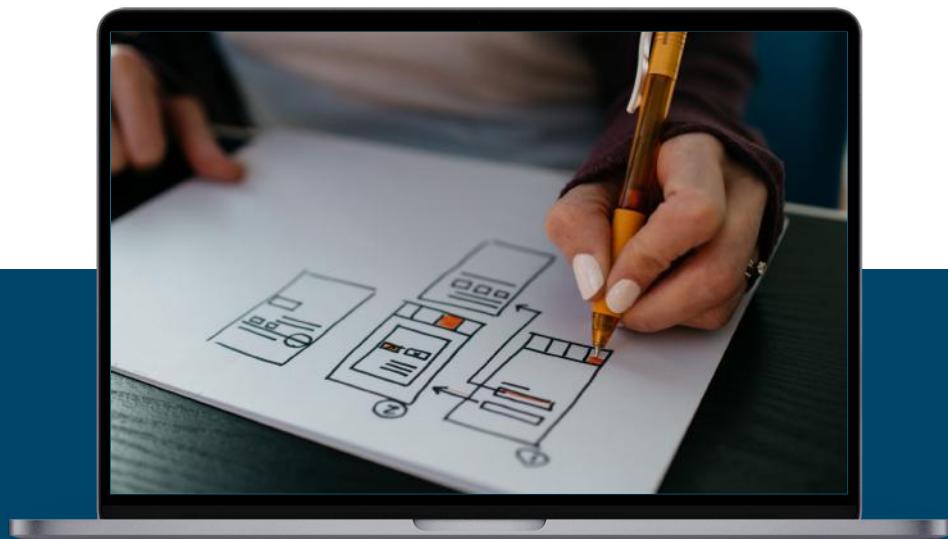
## **ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS**

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long-term strategic planning, etc. The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effectiveness of Committee meetings etc. The above criteria for evaluation were based on the Guidance Note issued by SEBI.

In a separate meeting, the independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairman taking into account the views of Executive Directors and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and of the Directors. The same was discussed in the Board Meeting that followed the meeting of the independent Directors and Nomination and Remuneration Committee, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed.



## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings, on business and performance updates of the company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors in the Board meetings.

Upon appointment, the Directors are issued a Letter of Appointment setting out in detail the terms of employment including their roles, function, responsibilities, and their fiduciary duties as a Director of the company.

The details of such familiarization programme for Independent Directors are posted on the website of the company and are available at <https://www.calsof.com/investor>

## **SKILLS, EXPERTISE AND COMPETENCIES OF THE BOARD**

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

## **NUMBER OF BOARD MEETINGS**

During the year, thirteen (13) board meetings were conducted and details are available in the Corporate Governance Report. The intervening gap between two board meetings was within the period prescribed by the Companies Act, 2013.

## **BOARD COMMITTEES**

The primary committees of the Board are Audit committee, Nomination and remuneration committee, Stakeholder Relationship Committee. Since the Company does not fall under TOP 500 listed entities based on market capitalization, it is not mandatory for the Company to form Risk Management Committee.



## **1) Audit Committee**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 of and the provision of Section 177(8) read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules 2014 the company has duly constituted a qualified and independent Audit Committee. The Audit Committee of the Board consisting of four "Non- Executive & Independent Directors" as members having adequate financial and accounting knowledge. The composition, procedures, powers and role/functions of the audit committee and its terms of reference are set out in the corporate governance report forming part of the Board's report. During the financial year 2021-22, the Audit Committee met five times on 12.04.2021, 28.07.2021, 15.10.2021, 24.12.2021 and 21.01.2022

During the period under review, the suggestions put forth by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

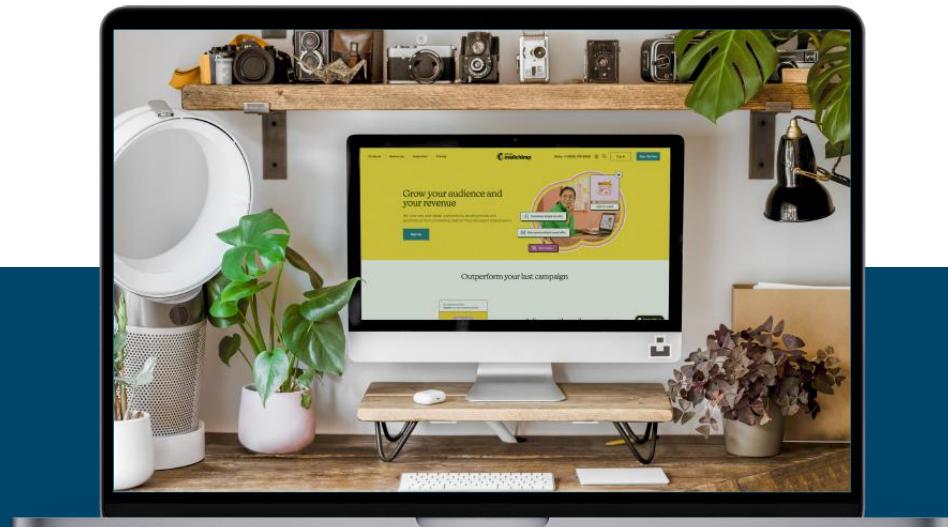
## **2) Nomination and Remuneration Committee**

As on 31.03.2022 the Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors. Mrs. AVN Srimathi, Independent Director is the Chairman of the Committee. The committee met twice during the year on 31.07.2021 and 09.02.2022.

## **3) Stakeholder Relationship Committee**

The Company has a Stakeholders Grievance Committee (formerly known as Shareholders'/Investors' Grievance Committee) of the Board of Directors to look into the redressal of complaints of shareholders'/investors' such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

As on 31.03.2022 the Stakeholder Relationship Committee comprises of four members out of which there are three independent directors and one non executive director. Mrs. AVN Srimathi, Independent Director is the Chairman of the Committee. The committee met four times during the year on 12.04.2021, 28.07.2021, 15.10.2021, 21.01.2022.



## **DETAILS OF POLICIES DEVELOPED BY THE COMPANY**

### **1) Nomination and Remuneration Policy**

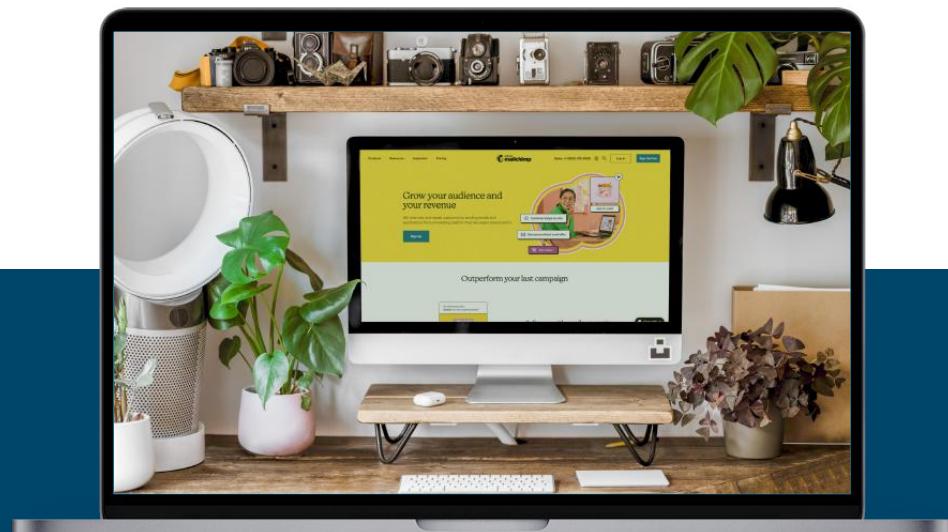
Our Company has constituted a Nomination, Remuneration and Governance Committee of the Board of Directors and formulated a Nomination and Remuneration Policy containing the criteria for determining qualifications, positive attributes and independence of a director and policy relating to the remuneration for the directors, key managerial personnel and senior management personnel of the Company. The Nomination and Remuneration Policy is available on the website of the Company [www.calsof.com](http://www.calsof.com) and relevant extracts from the Policy are reproduced in Annexure II to this report.

The Board affirms that the remuneration paid during financial year 2018-19 to the Employees and Key Managerial Personnel was as per the Remuneration policy of the Company.

### **2) Whistle Blower Policy - Vigil Mechanism**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provision of Section 177(9) read with Rule of the Companies (Meeting of Board and its Powers) Rules 2014 the company has duly established a vigil mechanism for stakeholders, directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Audit Committee of the Company oversee the vigil mechanism. The company affirms that no personnel has been denied direct access to the Chairman of the Audit Committee.

The Policy also provides for adequate protection to the whistle blower against victimization or discriminatory practices. The Policy is available on the website of the Company at <http://www.calsof.com>.



### **3) Board Diversity**

The Policy on Board Diversity (the "Policy") sets out the Company's approach to ensuring adequate diversity in its Board of Directors (the "Board") and is devised in consultation with the Nomination and Remuneration Committee (the "Committee") of the Board.

The Company recognises and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage in the complex business that it operates. It is recognised that a Board composed of appropriately qualified people with broad range of experience relevant to the business of the Company is important to achieve effective corporate governance and sustained commercial success of the Company. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions amongst Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one-woman Director. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity which the Board as a whole requires to be effective.

### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

### **AUDITORS**

#### **Statutory Auditors**

During the year M/s. N. Naresh & Co., Chartered Accountants (Firm Registration No. 011293S) resigned as the Statutory Auditor of the Company. The casual vacancy created by this resignation was filled by appointing M/s. M.K. Dandeker & Co., Chartered Accountants (Firm Registration No. 000679S) by the Board and subsequently approved by the members via postal ballot. At this AGM the resolution for appointment of M/s. M.K. Dandeker & Co., Chartered Accountants (Firm Registration No. 000679S) as the Statutory Auditors of the Company for 5 years is placed before the members for their approval;

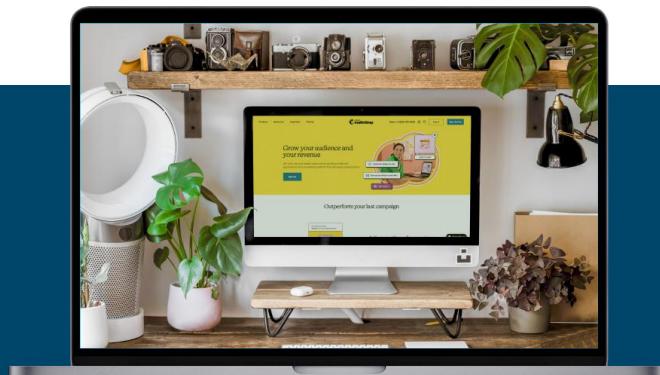
The Company has received a certificate from the Statutory Auditors to the effect they are not disqualified to continue as Auditors of the Company. The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.



# QUALIFICATIONS IN AUDITORS REPORT AND THE MANAGEMENT RESPONSE TO THE QUALIFICATION

## STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS (STANDALONE)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	S.No.	Particulars	Audited Figures(as reported before adjusting for qualifications)(Rs.in Lakhs)	Adjusted Figures(audited figures after adjusting for qualifications)(Rs.in Lakhs)
	1.	Turnover / Total income	1085.73	
	2.	Total Expenditure	454.32	
	3.	Net Profit/(Loss)	455.21	
	4.	Earnings Per Share	2.94	
	5.	Total Assets	2620.58	
	6.	Total Liabilities	1172.92	
	7.	Net Worth	1447.66	
	8.	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II.	Audit Qualification (each audit qualification separately):			
	<b>A. Details of Audit Qualification:</b>	<ul style="list-style-type: none"> <li>(i) Balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.</li> <li>(ii) Balances appearing in 'Investment in Equity Instrument of Subsidiary' amounting to Rs.311.38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results is subject to Impairment testing. The effect of Impairment loss for the said Investment is not quantifiable.</li> <li>(iii) Balances appearing in 'Trade receivables' amounting to Rs.1,446.38 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. The effect of the non-confirmation / non-reconciliation is not quantifiable.</li> </ul>		



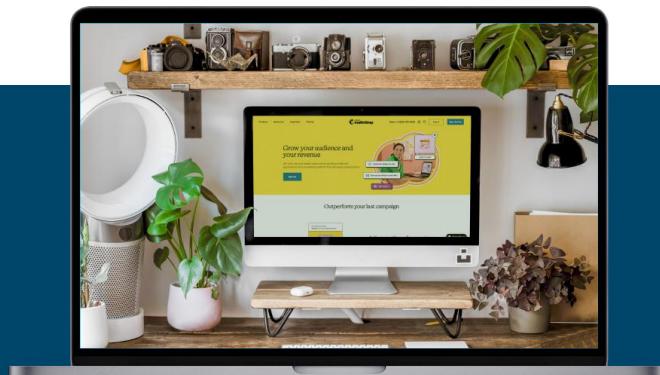
**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]**

<b>II.</b>	<b>Audit Qualification (each audit qualification separately):</b>	
	<b>A. Details of Audit Qualification:</b>	<ul style="list-style-type: none"> <li>(i) Balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.</li> <li>(ii) Balances appearing in 'Investment in Equity Instrument of Subsidiary' amounting to Rs.311.38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results is subject to Impairment testing. The effect of Impairment loss for the said Investment is not quantifiable.</li> <li>(iii) Balances appearing in 'Trade receivables' amounting to Rs.1,446.38 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. The effect of the non-confirmation / non-reconciliation is not quantifiable.</li> </ul>
	<b>B. Type of Audit Qualification:</b>	Qualified Opinion
	<b>C. Frequency of qualification:</b>	Appeared first time
	<b>D. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views</b>	Not applicable



**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]**

	<p><b>E. For Audit Qualification(s) where the impact is not quantified by the auditor:</b></p> <p>(i) <b>Management's estimation on the impact of audit qualification.</b></p>	Not Ascertainable
	<p>(ii) <b>If management is unable to estimate the impact, reasons for the same:</b></p>	<p><b>Managements View:</b></p> <p>a) <b>On audit qualification 2(A)(i) of the statement:</b> For the above referred observation of the Auditors, balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results pertains to various previous years and the assessment is pending before the various appellate authorities and the management is confident of winning cases in favour of the Company.</p> <p>b) <b>audit qualification 2(A)(ii) of the statement:</b> For the above referred observation of the Auditors, balances appearing in 'Investment in Equity Instrument of Subsidiary' amounting to Rs.311,38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results. These investments are good in nature and the management is confident of realizing the investments in the near future with good yield and profits. If the said investment is not realizable then management will calculate impairment loss and will recognize in the future.</p> <p>c) <b>On audit qualification 2(A)(iii) of the statement:</b> For the above referred observation of the Auditor, Balances appearing in 'Trade receivables' amounting to Rs.1,446.38 Lakhs, under Current Financial Assets in the Standalone Financial Results are subject to reconciliation and confirmation from the customers. The major revenue of the company is from the digital marketing and the realization of the trade receivables will be happening in the coming years.</p>
	<p>(iii) <b>Auditors' comments on (i) or (ii) above:</b></p>	No comments further to the "Details of Audit Qualification"



**STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS (CONSOLIDATED)**

<b>Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]</b>				
I.	S.No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs.in Lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs.in Lakhs)
	1.	Turnover / Total income	1085.73	
	2.	Total Expenditure	454.34	
	3.	Net Profit/(Loss)	455.19	
	4.	Earnings Per Share	2.94	Not applicable since impact is not ascertainable
	5.	Total Assets	2309.82	
	6.	Total Liabilities	1173.97	
	7.	Net Worth	1135.85	
	8.	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II.	<b>Audit Qualification (each audit qualification separately):</b>			
	<b>A. Details of Audit Qualification:</b>		(i) Balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Consolidated Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.  (ii) Balances appearing in 'Trade receivables' amounting to Rs.1,446.38 Lakhs, under Current Financial Assets in the Consolidated Financial Results are subject to reconciliation and confirmation from the customers. The effect of the non-confirmation / non-reconciliation is not quantifiable.	



<b>Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]</b>	
<b>II.</b>	<b>Audit Qualification (each audit qualification separately):</b>
	<b>B. Type of Audit Qualification:</b> Qualified Opinion
	<b>C. Frequency of qualification:</b> Appeared first time
	<b>D. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views</b>  Not applicable
	<b>E. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>  (i) <b>Management's estimation on the impact of audit qualification.</b>  Not Ascertainable
	<b>(ii) If management is unable to estimate the impact, reasons for the same:</b>  Managements View:  a) <b>On audit qualification 2(A)(i) of the statement:</b> For the above referred observation of the Auditors, balances appearing in 'Current Tax Asset (net)' amounting to Rs.379.54 Lakhs, under Current Assets in the Consolidated Financial Results pertains to various previous years and the assessment is pending before the various appellate authorities and the management is confident of winning cases in favour of the Company.  b) <b>On audit qualification 2(A)(ii) of the statement:</b> For the above referred observation of the Auditor, Balances appearing in 'Trade receivables' amounting to Rs.1,446.38 Lakhs, under Current Financial Assets in the Consolidated Financial Results are subject to reconciliation and confirmation from the customers. The major revenue of the company is from the digital marketing and the realization of the trade receivables will be happening in the coming years.
	<b>(iii) Auditors' comments on (i) or (ii) above:</b>  No comments further to the "Details of Audit Qualification"



## **Secretarial Auditor**

S. Dhanapal and Associates, Company Secretaries-in-Practice have been appointed as Secretarial Auditor for the financial year 2021-22. The Secretarial Audit Report in Form No. MR.3 issued by the Secretarial Auditor forms part of the Annual Report as Annexure I to the Board's report.

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable during the year, except for delay in filing of SEBI Secretarial Compliance Report for 31.03.2021, Reconciliation of Share Capital Audit Report for 30.06.2021 and in filing forms with the MCA and non appointment of Internal Auditor. The Board is taking steps to comply with the requirements which have arisen due to technical difficulties/ inadvertence.

Cost Audit- The Company is not required to conduct cost audit.

## **PARTICULARS OF EMPLOYEES AND REMUNERATION**

Details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: As as per **Annexure VII**

## **DETAILS REQUIRED AS PER SECTION 197 AND RULE 5 (1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

Name of Director/KMP	Amount of Remuneration Per Annum (Rs. In Lakhs)	Ratio of Remuneration to Median Remuneration of Employees For The FY 2021-22	% Increase In Remuneration During The FY 2021-22
Mr. Vasudevan Mahalingam	Nil	Nil	Nil
Ms. Manimala Vasudevan	Nil	Nil	Nil
Mr. Vijayakumar Madhavan	10,00,000	12	Nil



## **Percentage increase in the Median Remuneration of employees in the financial year**

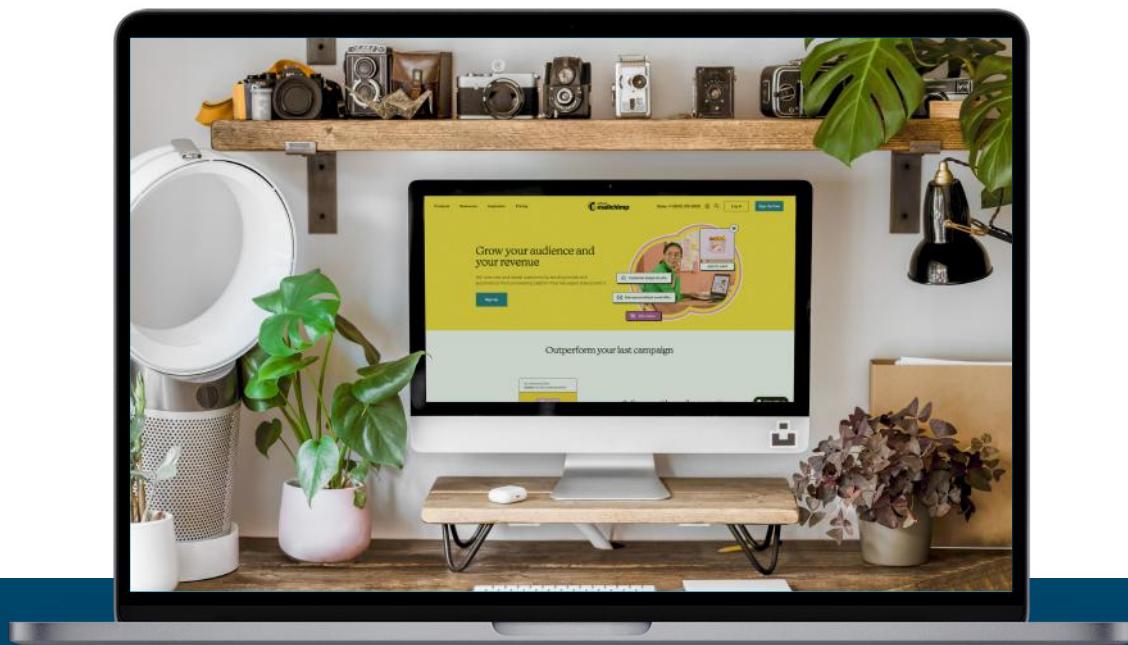
The median remuneration of employees for the financial year 31st March 2022 was arrived at Rs.7.00 lakhs/- per month and the median remuneration of Employees for the previous financial year 31st March 2022 was arrived at Rs.25,000/- per month and accordingly, there was an increase of 10 % in the median remuneration of employees in a financial year.

## **Number of permanent employees on the rolls of the Company as on March 31, 2022**

The number of permanent employees on the rolls of the Company as of March 31,2022, was 15 employees.

## **Average percentile increases already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there any exception circumstances for increase in managerial remuneration.**

The average percentile increase was about 10% for all employees who went through the compensation review cycle in the year. For the managerial position, the compensation level remained the same in respect of Managing Director and Executive Director and CFO it has marginally increased due to annual increment based on their performance.



## **DETAILS OF PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS VIS A VIS THE COMPANY**

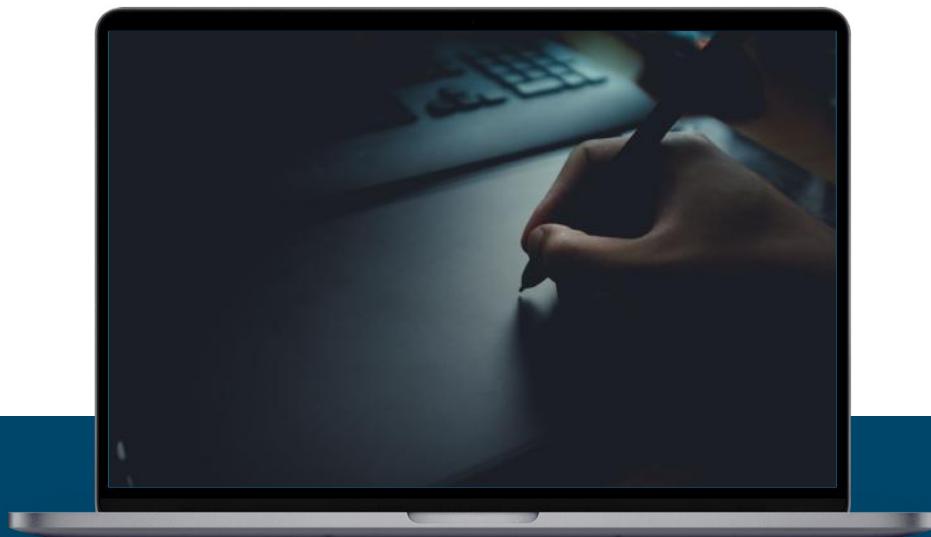
No sitting fees was given to any non-executive Directors for every meeting of the Board and committee meeting they attended as members of the board.

Mr.Vasudevan Mahalingam holds 55,22,972 equity shares as of 31st March 2022.

### **INTERNAL FINANCIAL CONTROLS**

The term Internal Financial Controls has been defined as the policies and procedures adopted by the company to ensure orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information. Your Company has adequate and robust Internal Control Systems, commensurate with the size, scale and complexity of its operations.

To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board. The Audit Committee also conducts discussions about Internal Control Systems with the Internal and Statutory Auditors and the Management of the Company and satisfy themselves on the integrity of financial information and ensure that financial controls and systems of risk management are robust and defensible.



## HUMAN RESOURCES

### Employee Strength and Expansion

Calsoft is in the process of employing more than 1000+ employees to deliver an industry leading revenue per employee. Calsoft continued its focus on talent localization strategy in global locations, a strategy adopted a decade ago, ahead of the market. This has paid rich dividends in an era of strong emphasis on talent localization.

In FY2021-22, human resource function continued to build on its organization strategy and mission. Our various initiatives were focused to simplify HR function, impacting entire hire to retire cycle, enhancing employee experience by delivering distinctive people practices. HR function collaborated with business for enhanced business value addition by driving operational efficiencies and effective organization design.

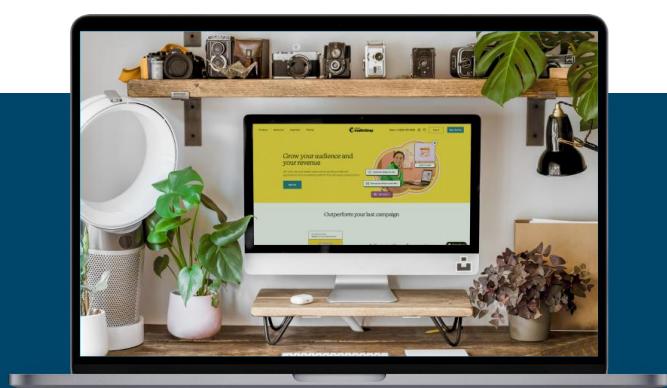
### Talent Acquisition, Talent Development & Career Management

Calsoft's talent acquisition & talent management practices are aligned to our strategy. We have leveraged Digital and Cloud technologies to enhance the quality and experience of our Talent Acquisition, Talent Development and Career Management programs, we leveraged artificial intelligence & data science to hire the right talent at the right time. Calsoft believes LEARN.. UNLEARN... RELEARN is a continuous process, and it will bring in new models of employment and force organizations to rethink Future of Work and Workplace. We shifted focus on enhancing the business value through increasing passion, proficiency and value by enabling our employees to drive Performance, Productivity and Innovation.

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the financial year ended 31.03.2022.



## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

During the year there are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT**

There is no such transaction which affects the financial for the year ending and the date of the report.

### **EXTRACT OF ANNUAL RETURN**

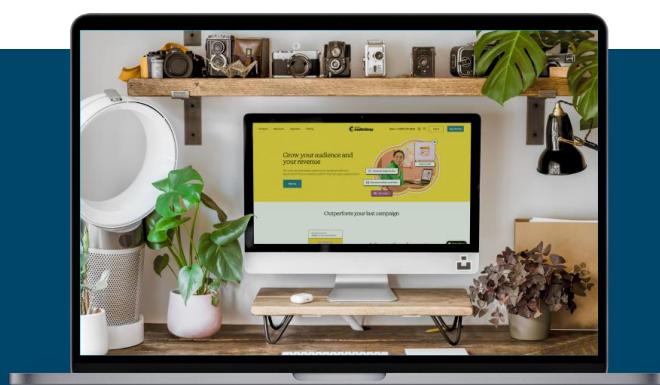
As per the MCA Notification dated 28th August, 2020 making an amendment to Rule 12(1), a web link of the Annual Return is furnished in accordance with sub section (3) of Section 92 of The Companies Act, 2013 and as prescribed in Form MGT-7 of The Companies (Management and Administration) Rules, 2014. You may please refer to our Company's weblink: [https://www.calsoftgroup.com/investor/Form\\_MGT\\_7.pdf](https://www.calsoftgroup.com/investor/Form_MGT_7.pdf)

### **CORPORATE GOVERNANCE**

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance including Management Discussion and Analysis report under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a certificate from **M/s. S Dhanapal & Associates**, Practising Company Secretaries, confirming the compliance is annexed herewith marked as Annexure VI and forms part of this report.

### **CODE OF CONDUCT**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Companies Act, 2013 the Company has laid down a Code of Conduct (Code) for all the Board Members and Senior Management Personnel of the Company. The Code is also posted on the Website of the Company **www.calsoft.com**. All Board Members and Senior Management Personnel have affirmed their compliance with the Code for the financial year ended March 31, 2022. A declaration to this effect signed by Dr. M. Vasudevan, Managing Director forms part of the Corporate Governance Report.



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In accordance with the requirements of the Listing Agreement, the Management Discussion and Analysis Report titled as Management Report forms part of this Report.

### **RELATED PARTY TRANSACTIONS**

During the year under review, the company has not entered into any transaction of a material nature with its subsidiaries, promoters, Directors, the management, senior management personnel, their relatives, etc., that may have any potential conflict with the interest of the company. The company has obtained requisite declarations from all Directors and senior management personnel in this regard and the same were placed before the Board of Directors.

There have been no materially significant related party transactions, monetary transactions or relationships between the company and its Directors, management, subsidiary, or relatives, except for those disclosed in the financial statements for the financial year 2021-22. Detailed information on materially significant related party transactions is enclosed in Annexure IV to the Board Report

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the company is in the Information Technology Enabled Services (ITES), the provisions relating to conservation of energy and technology absorption are not applicable.

During this FY 2021-22, the company earned Rs. 108.5 Million as foreign exchange earnings.



## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the details of compliances under Companies Act, 2013 are enumerated below:

Your Directors confirm the following that:

- In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- The directors had prepared the annual accounts on a going concern basis.
- Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- Proper systems were in place so as to ensure compliance with the provisions of all applicable laws and were adequate and operating effectively.

## **GREEN INITIATIVES**

From the FY 2016-17 onwards, Electronic copies of Annual Reports and Notice of the Annual General Meeting are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report were sent.

## **ADDITIONAL INFORMATION TO SHAREHOLDERS**

All important and pertinent investor information such as financial results, investor presentations, press releases, new launches and project updates are made available on the Company's website ([www.calsoftgroup.com](http://www.calsoftgroup.com) / [www.calsoft.com](http://www.calsoft.com)) on a regular basis.



## **ACKNOWLEDGEMENT**

We take this opportunity to thank our customers, shareholders, suppliers, bankers, business partners/ associates and Government and regulatory authorities in India and other countries of operation for their consistent support and encouragement to the Company and look forward to their continued support during the coming years. We place on record our appreciation for the valuable contribution made by the employees at all levels.

### **For and on behalf of the Board of Directors**

**Dr. M. Vasudevan**

Managing Director & CEO

**Vijayakumar M**

Director

Place: Chennai

Date: September 06, 2022



**ANNEXURE I**  
**Form No AOC-1**  
**FINANCIAL POSITION AND PERFORMANCE OF SUBSIDIARIES**

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
1	CIN. No.	U64201KA2001PTC029221
2	Name of the subsidiary	Aspire Communications Private Ltd
3	The date since when subsidiary was acquired	03.07.2001
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees (INR)
5	Share Capital	25,00,00,000
6	Reserves & surplus	(2,00,41,141)
7	Total assets	1,11,785
8	Total Liabilities	1,11,785
9	Investments	–
10	Turnover	–
11	Profit before taxation	(649)
12	Provision for taxation	–
13	Profit after taxation	(649)
14	Proposed Dividend	–
15	% of shareholding	100

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

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



**PART "B" – Associates and Joint Ventures**  
**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to**  
**Associate Companies and Joint Ventures NIL**

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

Particulars	Details
<b>Name of Associates / Joint Ventures</b>	-
<b>Latest Audited Balance Sheet Date</b>	-
<b>Shares of Associate / Joint Ventures held by the Company on the year end</b>	-
<b>No. of shares</b>	-
<b>Amount of investment in Associates / Joint Venture</b>	-
<b>Extent of Holding (in percentage)</b>	-
<b>Description of how there is significant influence</b>	-
<b>Reason why the Associate / Joint Venture is not consolidated</b>	-
<b>Net-worth attributable to Shareholding as per latest audited Balance Sheet</b>	-
<b>Profit / Loss for the year</b>	-
<b>i. Considered in Consolidation</b>	-
<b>ii. Not Considered in Consolidation</b>	-

1. Names of associates or joint ventures which are yet to commence operations -Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year - Nil

**Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.**

**For and on behalf of the Board of Directors**

**Dr. M. Vasudevan**  
 Managing Director & CEO

**Vijayakumar M**  
 Director

**For M.K. Dandekar & Co.**  
 (ICAI Reg. No. 000679S)

**S. Poosaidurai**  
 Partner  
 Chartered Accountants  
 Membership Number: 223754

Place: Chennai  
 Date: September 06, 2022



**ANNEXURE II**  
**Form No AOC-2**  
**RELATED PARTY TRANSACTION**

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

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



## Annexure -III

### **EXTRACTS FROM NOMINATION AND REMUNERATION POLICY**

#### **POLICY ON BOARD DIVERSITY**

##### **Purpose of this Policy**

This Policy on Board Diversity (the "Policy") sets out the Company's approach to ensuring adequate diversity in its Board of Directors (the "Board") and is devised in consultation with the Nomination and Remuneration Committee (the "Committee") of the Board.

##### **Scope of Application**

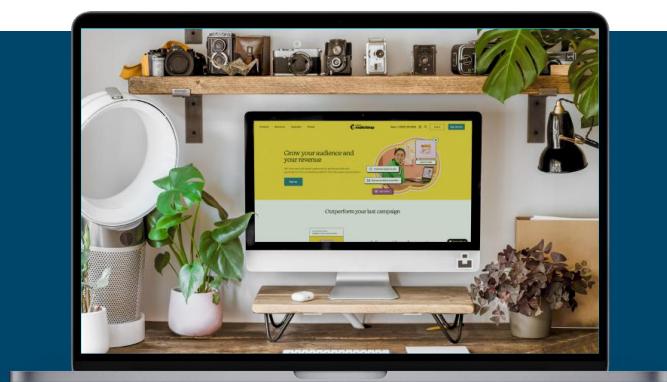
The Policy applies to the Board of California Software Company Limited (the "Company").

##### **Policy Statement**

The Company recognises and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage in the complex business that it operates. It is recognised that a Board composed of appropriately qualified people with broad range of experience relevant to the business of the Company is important to achieve effective corporate governance and sustained commercial success of the Company. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions amongst Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one-woman Director. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity which the Board as a whole requires to be effective.

##### **Review of the Policy**

The Board and the Committee will review this Policy on a regular basis to ensure its effectiveness and also compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions of the Companies Act, 2013 and rules made thereunder.



## **REMUNERATION POLICY**

### **Purpose of this Policy**

California Software Limited (the "Company") has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and applicable rules thereto and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

The purpose of this Policy is to establish and govern the procedure applicable:

- a. To evaluate the performance of the members of the Board.
- b. To ensure remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and enough to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

### **Definitions**

Independent Director means a director referred to in Section 149(6) of the Act. Key Managerial Personnel (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

Nomination and Remuneration Committee, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act.

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



Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads. Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or the Accounting Standards shall have the meanings assigned to them in these regulations.

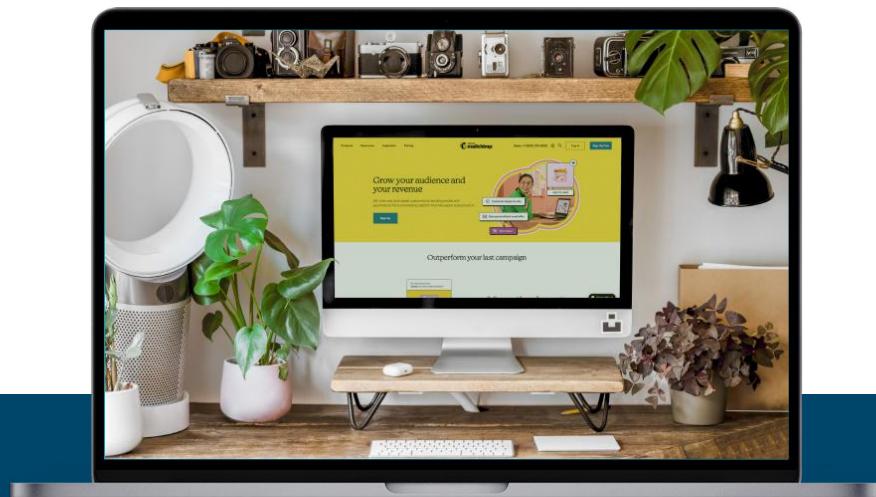
### **Composition of the Committee**

The composition of the Committee is / shall be in compliance with the Act, Rules made thereunder, and the Rule made under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

### **Role of the Committee**

The Committee shall

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c. Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d. Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e. To devise a Policy on Board diversity.



## **Appointment and Removal of Director, KMP and Senior Management**

### **Appointment criteria and qualification**

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment.

For the appointment of KMP (other than Managing / Whole time Director) or Senior Management, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole time Director) or Senior Management, the Managing Director is authorised to identify and appoint a suitable person for such position. However, if the need be, the Managing Director may consult the Committee / Board for further directions / guidance.

### **Term**

The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time. Whereas the term of the KMP (other than the Managing/ Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company

### **Evaluation**

The Committee shall carry out evaluation of performance of every Director. The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re- appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process. Framework for performance evaluation of Independent Directors and the Board is as per Annexure 1 to this Policy.

### **Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.



## **Remuneration of Managing / Whole-time Director, KMP and Senior Management**

The remuneration / compensation / commission, etc., as the case may be, to the Managing/Whole time Director will be determined by the Committee and recommended to the Board for approval.

The remuneration /compensation /commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made there under. Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

## **Remuneration to Non-executive / Independent Director**

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made there under for the time being in force or as may be decided by the Committee / Board / shareholders. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.



## **ANNEXURE III - A**

Framework for performance evaluation of Board of its own performance and that of its committees and individual directors pursuant to rule 8(4) of the Companies (Accounts) Rules, 2014

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Nomination and Remuneration Committee (the "Committee") shall lay down the evaluation criteria for performance evaluation of Independent Directors, non-independent directors and the Board as a whole and Chairperson of the company. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board's self-evaluation framework (including all Committees of the Board and individual directors). The Board is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director and the Board:

1. Once in a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organise the evaluation process and act on its outcome.
2. The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
  - Knowledge to perform the role;
  - Time and level of participation;
  - Performance of duties and level of oversight; and
  - Professional conduct and independence.
  - The Board / Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman;
  - In terms of Section 134 of the Act, the Directors' Report should include a statement indicating a manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.



## **TRAINING AND FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

Every Independent Director on being inducted into the Board attends an orientation program. To familiarise the new directors with the strategy, operations and functions of our Company, the Executive Directors/ Senior Managerial Personnel make presentations to the inductees about the Company's strategy, operations, product offerings, organisation structure, human resources, technologies, facilities and risk management. Further, at the time of appointment of Independent Directors, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a Director. The detailed familiarisation program for Independent Directors is hosted on the website of the Company and the weblink for same is [www.calsoftgroup.com](http://www.calsoftgroup.com).

### **ANNEXURE III - B**

#### Framework for Separate Meeting of Independent Directors

As required by the provisions of Schedule IV to the Act and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-independent Directors and members of the management.

The meeting shall:

1. Review the performance of Non-independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
4. This meeting could be held prior or after the Board Meeting. The Independent Directors are free to call such meeting at any point of time, as desired.



## **ANNEXURE III-C**

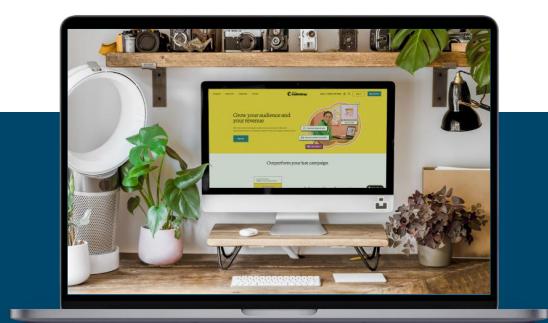
### **Familiarisation Programme for Independent Directors**

As required by the provisions of Schedule IV to the Act and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to develop a Familiarisation Programme for the Independent Directors of the Company.

The Company will impart Familiarisation Programmes for new Independent Directors inducted on the Board of the Company.

The Familiarisation Programme of the Company will provide information relating to the Company, industry and the environment in which Company operates, challenges etc. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarisation Programme should also provide information relating to the financial performance of the Company and budget and control process of the Company.

The Managing Director or such other authorised officer(s) of the Company shall lead the Familiarisation Programme on aspects relating to business / industry. The Chief Financial Officer or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control process, etc.



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2022**

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

**SECRETARIAL AUDIT REPORT**  
**• FOR THE FINANCIAL YEAR ENDED 31.03.2022**

To  
The Members,  
CALIFORNIA SOFTWARE COMPANY LIMITED,  
Chennai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. California Software Company Limited, (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on March 31, 2022, appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2022 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;



v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI ACT') to the extent applicable during the year:-

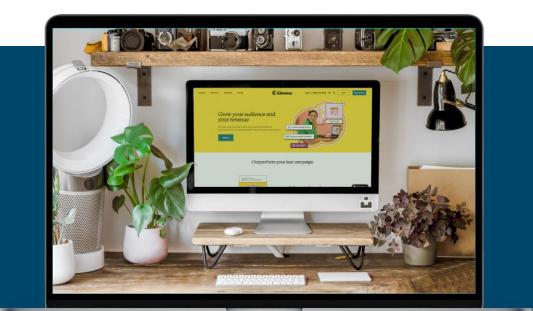
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2).
- ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined in limited manner, the systems and processes in place to ensure compliance with specific laws like The Information Technology Act, 2000 and the rules made thereunder, considering and relying upon representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under these laws.

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable during the year, except for delay in filing of SEBI Secretarial Compliance Report for 31.03.2021, Reconciliation of Share Capital Audit Report for 30.06.2021 and in filing forms with the MCA and non appointment of Internal Auditor.



It is represented to us that the company has initiated measures, wherever required, to address issues raised by the statutory authorities and letters/notices received by the Company during the financial year under various enactments as applicable to the company.

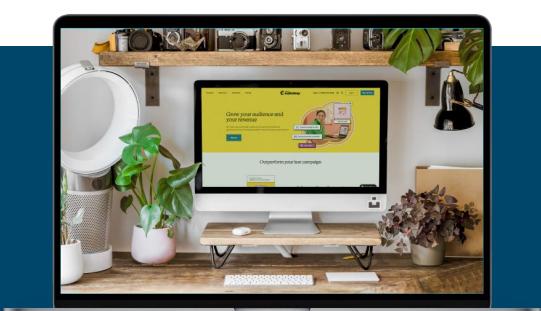
We further report that, subject to the above, the related documents that we have come across depict that:

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

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

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

We further report that based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and scope exists for improvement of same.



We further report that during the audit period, the Company has sought the approval of its members for following major events other than transaction of ordinary business at the Annual General Meeting:

- Rights Issue of equity shares;
- Increase in Authorised Share Capital of the Company;
- Alteration to Memorandum of Association of the Company;
- Alteration to Articles of Association of the Company;
- Fixing of Remuneration for Dr. Manimala Vasudevan (DIN: 01980557) Whole-time Director and Chief Operating Officer;
- Appointment of Mr. Frederick Ivor Bendle (DIN: 03156399) as Non-Executive Director of the Company;
- Appointment of Mr. Gopalakrishna Rao Purushothama (DIN: 07556751) as an Independent Director of the Company;
- Appointment of Dr. Ashok Godavarthi (DIN: 08389864) as an Independent Director of the Company;
- Appointment of Mr. Duraiswamy Basuvaiah (DIN: 09258691) as an Independent Director of the Company;
- Appointment of Mr. Vijayakumar Madhavan (DIN: 07892448) as Whole-time Director of the Company;
- Appointment of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. N. Naresh & Co Chartered Accountants (approval obtained through postal ballot);
- Approval to borrow money upto Rs. 200 Crores (approval obtained through postal ballot); and
- Approval for creation of charge, mortgage and hypothecation on the immovable and movable assets of the company as per the provisions of Companies Act, 2013 (approval obtained through postal ballot);



We further report that, our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

With respect to the applicable financial laws such as direct and indirect tax laws, based on the information & explanations provided by the management and officers of the Company and certificates placed before the Board of Directors, we report that adequate systems are in place to monitor and ensure compliance.

We further report that we have conducted entire secretarial audit only through online verification and examination of records, as requested and facilitated by the company, due to prevailing Covid situation for the purpose of issuing this Report.

**For S Dhanapal & Associates**

**N. Ramanathan**

(Partner)

FCS 6665

CP No. 11084

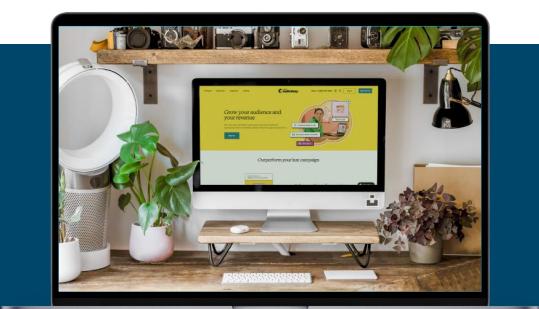
UDIN: F006665D000924604

Peer Review Certificate No. 1107/2021 Place: Chennai

Date: 06.09.2022



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



To

The Members

CALIFORNIA SOFTWARE COMPANY LIMITED,  
Chennai

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

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

**For S Dhanapal & Associates**

**N. Ramanathan**

(Partner)

FCS 6665

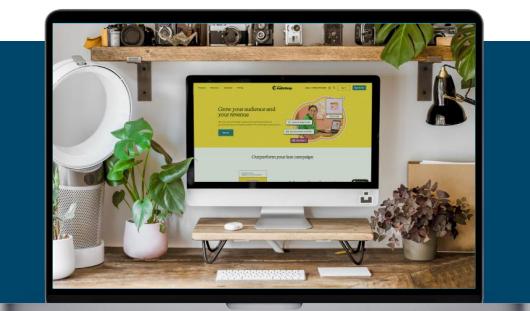
CP No. 11084

UDIN: F006665D000924604

Peer Review Certificate No. 1107/2021

Place: Chennai

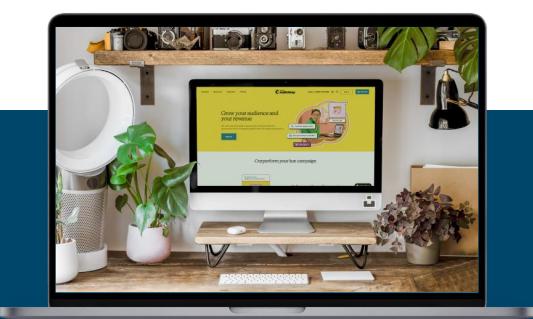
Date: 06.09.2022



**ANNEXURE V**  
**DETAILS OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN**

Employee Name	Designation	Qualification	Age	Experience	Remuneration
Mr.Vijayakumar	Director	MCA, MBA	51	25	10,00,000
Mr. Gokul	IT Head	B.E IT	32	8	7,20,000
Mr. Yashwant	Project Head	BE	25	4	6,60,000
Mr. K Venkatesan	Company Secretary	ACS, FCA	59	30	6,00,000
Mr.Gridhar Kumar	Sales	M.C. A	45	20	7,00,000
Mr. Sudhakar	Sales	B. Com	30	5	3,00,000
Mr. Uma Shankar	Company Secretary	FCS	61	30	3,60,000
Mr. Manish	Software Executive	BE	25	4	2,40,000
Mr. Ashok	Tester	BE	26	3	2,40,000
Mr. Rohit	Software Executive	BE	24	1	2,04,000

- Details of the employees employed throughout the year and drawing remuneration which in the aggregate is not less than Rupees One Crore and Two Lakhs per annum, during the financial year: NIL
- Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, which, in the aggregate exceeds Rupees Eight Lakhs and Fifty Thousand per month, during the financial year: NIL



## ANNEXURE VI

### **CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED UNDER CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, (AS AMENDED)**

To

The Members

CALIFORNIA SOFTWARE COMPANY LIMITED

CIN: L72300TN1992PLC022135

Workflo, Greeta Towers, Industrial Estate,

Perungudi OMR Phase 1, Chennai-600096

This certificate is being issued to California Software Company Limited ("the Company"), on compliance with the conditions of Corporate Governance as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2), and para C, D, and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (collectively referred to as 'SEBI Listing Regulations, 2015') ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2022. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

#### **Management Responsibility:**

Compliance with the conditions of Corporate Governance as stipulated under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) is the responsibility of the Management along with the Board of Directors of the Company.

#### **Our Responsibility:**

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



Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2022.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management along with the Board of Directors of the Company, we are of the opinion that the Company has complied with the conditions of Corporate Governance stipulated in regulations 17 to 27 of Chapter IV of Chapter IV and clauses (b) to (i) of Regulation 46(2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") for the period from April 1, 2021 to March 31, 2022.

**Other Matters and Restrictions on use:**

This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the SEBI Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**For S Dhanapal & Associates**

A firm of Practicing Company Secretaries

Place: Chennai

Date: 06.09.2022

**N. Ramanathan**

(Partner)

FCS 6665

CP No. 11084

UDIN: F006665D000924648

Peer Review Certificate No. 1107/2021



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10) (i) of the**  
**SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In pursuance to sub clause (i) of Clause 10 of Part C of Schedule V of Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of California Software Company Limited (CIN L72300TN1992PLC022135), (hereinafter referred to as "Company"), we hereby certify that:

On the basis of the written representation/declaration received from Directors of the Company and taken on record by the Board of Directors of the Company for the year ended March 31, 2022, none of the Directors on the Board of the above said Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

**For S Dhanapal & Associates**

Place: Chennai

Date: 06.09.2022



**N. Ramanathan**

(Partner)

FCS 6665

CP No. 11084

UDIN: F006665D000924516

Peer Review Certificate No. 1107/2021



# Proposed commerce Solutions



Automation and marketing campaigns



Integrations and trackers for analytics



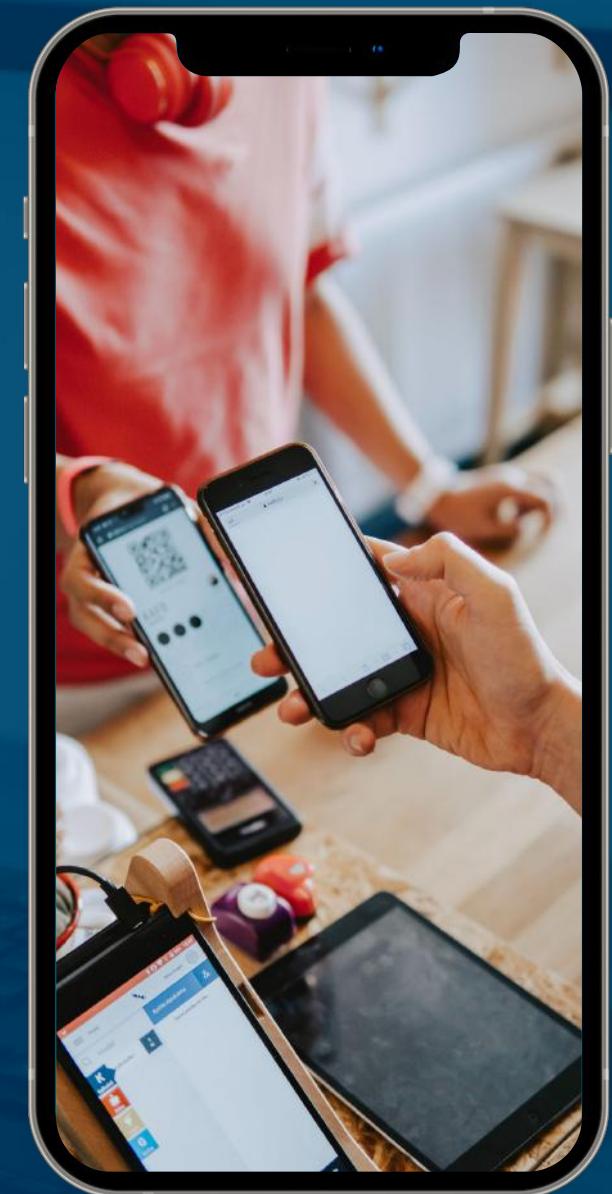
Copy and design upgrade



Development and testing of new features

# dSpeedUp e Commerce Services Included

- UX/UI research
- Email categorization -
  - Sign up
  - Password reset
  - Account deletion
  - Contact
  - Purchase
  - Cancellations
- Copywriting
- Design
- Development and integration
- Quality testing and fixes



# CORPORATE GOVERNANCE REPORT



## **CORPORATE GOVERNANCE REPORT**

Good governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholder value over the longer term. It is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed.

Good corporate governance underpins the success and integrity of the organizations, institutions and markets. It is one of the essential pillars for building an efficient and sustainable environment.

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mind set of the organization. The effectiveness of corporate governance in the company depends on regular review, preferably regular independent review. The company considers fair and transparent corporate governance as one of its most core management tenets.

The company has adopted a Code of Conduct for its Directors, Employees, consultants, vendors and customers and has also adopted a Code of Conduct to regulate, monitor and report trading by insiders and also a fair disclosure code. Some of the important best practices of Corporate Governance framework are timely and accurate disclosure of information regarding the financial position, performance, ownership and governance of the company.

## **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Strong leadership and effective corporate governance practices have been the company's hallmark inherited from the Calsoft culture and philosophy.

The company has a strong legacy of fair, transparent and ethical governance practices. The company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the company has adopted a Code of Conduct for its Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act"). The company's corporate governance philosophy has been further strengthened through the Calsoft Business Excellence Model and the Calsoft Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code"). The company has in place an Information Security Policy that ensures proper utilisation of IT resources.

The company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

### **Philosophy on Code of Governance**

The Corporate Governance philosophy of the company is based on the following principles:

- Follow the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Be transparent and maintain high degree of disclosure levels. When in doubt, disclose it.
- Make a clear distinction between personal convenience and corporate resources.
- Communicate externally, in a truthful manner, about how the company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- Comply with the laws in all the countries in which the company operates.
- Management is the trustee of shareholders' capital and not the owner.

Corporate Governance is an integral part of the philosophy of the company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at workplace have been institutionalized. The company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

## **BOARD OF DIRECTORS**

The Board of Directors determines the purpose and values of the company. The primary role of the Board is that of trusteeship to protect and enhance stakeholders' value through the strategic supervision of the company and its subsidiaries.

The company is headed by a Board that exercises leadership, integrity and judgment in directing to achieve continuing prosperity and to act in the best interest of the company. The Board plays a critical role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This is reflected in the company's governance practices, through which it strives to maintain an active, informed and independent Board. The Board ensures that the company complies with all relevant laws, regulations, governance practices, accounting and auditing standards. It identifies key risk areas and key performance indicators of the company's business and constantly monitors these factors.

The Board is entrusted with the ultimate responsibility of the management, general affairs direction and performance of the company and has been vested with the requisite powers, authorities and duties.

## **BOARD SIZE AND COMPOSITION**

The Board of Directors ("Board") is at the core of the company's Corporate Governance practices and oversees how the management serves and protects the long-term interests of all the stakeholders. The company believes that an active, well informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

The Board of the company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. During the year, majority of the Board comprised of Independent Directors. Independent Directors play a critical role in imparting balance to the Board processes by bringing independent judgments on issues of strategy, performance, resources, standards of the company, conduct etc.

During FY 2021-2022, the following changes took place in the composition of the Board of Directors:

- Resignation of Mr. Vijayakumar (DIN: 07892448) as Whole time director wef 05.04.2021
- Appointment of Mr. Vijayakumar (DIN: 07892448) as Additional Director wef 31.07.2021
- Appointment of Mr. Ashok (DIN: 08389864) as Additional Director wef 31.07.2021
- Appointment of Mr. Duraiswamy Basuvaiah (DIN: 09258691) as Additional Director wef 31.07.2021
- Appointment of Mr. Frederick Ivor Bendle (DIN: 03156399) as Additional Director wef 31.07.2021
- Appointment of Mr. Gopalakrishna Rao (DIN: 07556751) as Additional Director wef 31.07.2021
- Appointment of Mr. Vijayakumar (DIN: 07892448) as Whole time Director wef 31.07.2021
- Appointment of Ms. Manimala (DIN: 01980557) as Chief Financial Officer wef 26.08.2021
- Resignation of Mr. Uma Shankar Sharma as Company Secretary wef 09.02.2022
- Appointment of Mr. Krishnamoorthy Venkatesan as Company Secretary wef 09.02.2022
- Appointment of Mr. Ashok (DIN: 08389864) as Director wef 25.08.2021
- Appointment of Mr. Duraiswamy Basuvaiah (DIN: 09258691) as Director wef 25.08.2021
- Appointment of Mr. Frederick Ivor Bendle (DIN: 03156399) as Director wef 25.08.2021
- Appointment of Mr. Gopalakrishna Rao (DIN: 07556751) as Director wef 25.08.2021

- As on 31st March 2022, the Company had 10 (Ten) Directors i.e., 7 Independent Directors including a women director, 2 Whole-time Directors and 1 Managing Director. The Chairman is an Independent Director. The composition of the Board is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- None of the Directors on the Board are Members in more than 10 committees or act as Chairman of more than five committees across all Companies in which he is a Director. The Directors have disclosed to the Company about the committee positions they occupy in other Companies and notify changes as and when they take place.
- The Board has met 13 (Thirteen) times during the year and the gap between two meetings did not exceed 120 Days. The said Meetings were held on 01.04.2021, 05.04.2021, 12.04.2021, 28.07.2021, 31.07.2021, 26.08.2021, 29.09.2021, 15.10.2021, 24.12.2021, 19.01.2022, 21.02.2022, 25.01.2022 and 09.02.2022.. The necessary quorum was present for all the meetings. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
- The minimum information as required under Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board.

The Board has complete access to all information pertaining to the Company inter-alia, the following information is regularly provided to the Board, whenever applicable and materially significant, either as a part of the agenda papers well in advance of the Board meetings or tabled in the course of the Board meeting or tabled before the appropriate Committees of the Board.

Annual Operating plans & budgets and any updates thereof;

- a. Capital budgets and any updates thereof;
- b. Quarterly results of the Company, operating divisions and business segments;
- c. Minutes of the Meetings of Audit Committee and other Committees of the Board;
- d. The information on recruitment and remuneration of senior officers just below the Board level, including the appointment or removal of Chief Financial Officer and Company Secretary;
- e. Materially important show cause, demand, prosecution notices and penalty notices;
- f. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- g. Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;
- h. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- i. Details of any joint venture or collaboration agreement;
- j. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- k. Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
- l. Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business;
- m. Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material;
- n. Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances, if any.

**COMPOSITION OF THE BOARD AND THE DIRECTORSHIP(S) / COMMITTEE MEMBERSHIP(S) / CHAIARMANSHIP(S)**

**HELD AS ON MARCH 31, 2022 IS AS FOLLOWS:**

Name and Designation of the Director	Category	Number of Board Meetings during 2020-21		Whether attended last AGM	No. of Directorships in other companies	Chairman	Member	Chairman	Member	Chairman	Member
		Held	Attended								
<b>Frederick Ivor Bendle</b>	Chairperson, Non-Executive Non Independent Director	8	8	Yes	0	0	1	0	0	0	0
<b>Vasudevan Mahalingam</b>	Managing Director and CEO	13	13	Yes	0	0	0	0	0	0	0
<b>Manimala Vasudevan</b>	Executive Director	13	12	Yes	0	0	3	0	0	0	0
<b>Vijayakumar Madhavan</b>	Executive Director	9	9	Yes	0	0	2	0	0	0	0
<b>AVN Srimathi</b>	Non-Executive Independent Director	13	13	Yes	0	0	2	0	0	0	0
<b>Sampath</b>	Non-Executive Independent Director	13	13	Yes	0	0	0	0	0	0	0
<b>RS Chandan</b>	Non-Executive Independent Director	13	13	Yes	0	0	0	0	0	0	0
<b>B Duraiswamy</b>	Non-Executive Independent Director	8	8	Yes	0	0	0	0	0	0	0
<b>G. Purushothama</b>	Non-Executive Independent Director	8	8	Yes	0	0	4	0	0	0	0
<b>Ashok Godavarthi</b>	Non-Executive Independent Director	8	8	Yes	0	0	3	0	0	0	0

Therefore, as on March 31, 2022, the Board consisted of 10 members, of which, one is the Promoter Director, Dr. M. Vasudevan, who is designated as Managing Director and Chief Executive Officer of the company.

Out of the other 9 Directors, seven are Independent Non-Executive Directors including one women director, and two Whole-time Directors.

None of the Directors hold directorship in any other company including Listed Companies.

#### **Disclosure of relationships between directors inter-se**

Ms. Manimala Vasudevan is the spouse of Dr. Vasudevan Mahalingam, Managing Director. None of the other Directors are related to each other.

#### **FREQUENCY AND LENGTH OF MEETING OF THE COMMITTEES OF THE BOARD AND AGENDA**

The Chairman of each Committee of the Board, in consultation with the Chairman of the Board and appropriate members of the management determine the frequency and length of the meetings of the Committees and develop the Committees agenda. The agenda of the Committee meetings is shared with all the members of the Committee.

#### **Number of shares and convertible instruments held by non- executive directors**

No shares or convertible instruments held by non – executive directors.

#### **RISK MANAGEMENT**

The Company though not falling under top 1000 companies based on market capitalization in terms of SEBI LODR 2015 has voluntarily established robust risk assessment and minimisation procedures, which are reviewed by the Board periodically. The Company has a structure in place to identify and mitigate the various risks that would be faced by it from time to time. The risks are reviewed periodically, new risks if any, are identified, assessed, and control measures are designed to put in place fixed timeline for mitigating the risk

## **BOARD MEETINGS - FUNCTIONING AND PROCEDURE**

**Board Meeting - Calendar:** The probable dates of the board meetings for the forthcoming year are decided in advance and published as part of the Annual Report.

**Board Meeting - Frequency:** The Board meets at least once a quarter to review the quarterly results and other items of the agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgency of matters, resolutions are passed by circulation. The company effectively uses teleconferencing facilities to enable the participation of Directors who could not attend the meetings due to some exigencies.

**Board Meeting - Location:** The location of the Board meetings is informed well in advance to all the Directors. Each director is expected to attend the Board meetings.

**Board Meeting - Matters:** All divisions / departments of the company are advised to schedule their work plans in advance, particularly regarding matters requiring discussions / approval / decision of the Board / Committee meetings. All such matters are communicated to the company Secretary in advance so that the same could be included in the Agenda for the Board / Committee meetings.

**Board material / Agenda distributed in advance:** The agenda for each board meeting is circulated in advance to the Board members. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Where it is not practicable to attach any document in the agenda, the same is tabled before the meeting. Every board member is free to suggest items for inclusion in the agenda.

**Presentations by management:** The Board is given presentations covering finance, sales, marketing, major business segments and operations of the company, global business environment including business opportunities, business strategy and the risk management practices before taking on record the financial results of the company.

**Access to employees:** The directors are provided free access to officers and employees of the company. Management is encouraged to invite the company personnel to any Board meeting at which their presence and expertise would help the Board to have a full understanding of the matters being considered.

**Availability of information to Board members:** The information placed before the Board includes annual operating plans and budgets, including operating and capital expenditure budgets, quarterly financial results of the company both consolidated and standalone basis, financials of each of the subsidiaries and investments made by the subsidiaries, risk assessment and minimization procedures, update on the state of the market for the business and the strategy, minutes of subsidiaries, minutes of all the Board committees, related party transactions, details of the treasury investments, details of foreign exchange exposure, update on statutory compliance report and reports of non-compliances, if any, information on recruitment / remuneration of senior officers, show cause / demand notices if any, details of joint ventures or collaboration agreements, significant changes in the accounting policies, sale of any material nature etc.

**Post meeting follow-up mechanism:** The guidelines for Board and Committee(s) meetings facilitate an effective post meeting follow up review and reporting process for the decisions taken by the Board and Committee(s) thereof. The important decisions taken at the Board / Committee(s) meetings are promptly communicated to the concerned departments / divisions.

Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board / Committee(s) for information and review by the Board / Committee(s).

## **CODE OF CONDUCT**

The Company has adopted the Code of Conduct for all its employees including the Managing Director and Executive Directors which is available in the website of the Company. The Board has also adopted a Code of Conduct for Non-Executive Directors of the Company which incorporates the duties of the Independent Directors as laid down in Schedule IV to the Act which is available on the website of the Company.

All the Board Members and Senior Management Personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct.

A declaration to this effect signed by the Managing Director & CEO forms part of this report. Senior management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

## **INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have been appointed as per the provisions of the Act and SEBI LODR 2015 as amended. Formal letters of appointment have been issued to Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

## **DECLARATION BY INDEPENDENT DIRECTORS**

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has received necessary declarations from each Independent Director that he / she meets the criteria of independence in terms of the above-mentioned provisions.

It is confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in the SEBI (LODR) Regulations and are independent of the management.

## **INDEPENDENT DIRECTORS' MEETINGS**

In terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, the Independent Directors of the company shall meet at least once in a year, without the presence of Executive Directors and members of management. The Independent Directors met on 21.01.2022 and inter-alia discussed.

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non- Executive Directors; and
- the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings, on business and performance updates of the company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors in the Board meetings.

Upon appointment, the Directors are issued a Letter of Appointment setting out in detail the terms of employment including their roles, function, responsibilities and their fiduciary duties as a Director of the company.

The details of such familiarization programme for Independent Directors are posted on the website of the company.

## **SKILLS, EXPERTISE AND COMPETENCIES OF THE BOARD**

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/ expertise/competencies of Directors as required in the context of business of the Company and the sector in which it operates for its effective functioning:

## SKILLS/ EXPERTISE /COMPETENCIES AVAILABLE WITH THE BOARD AND THE NAMES OF DIRECTORS WHO HAVE SUCH SKILLS / EXPERTISE / COMPETENCE

Name of Director	Skills/ expertise /competencies possessed
Mr. Vasudevan Mahalingam	All the Directors posses the required Management skills and has expertise on knowledge of IT Industry and its operations and technology developments and has the ability to run the business to the expectations of the stakeholders.
Mr. Frederick Ivor Bendle	
Mrs. Manimala Vasudevan	
Mr. Vijayakumar Madhavan	
Mrs. AVN Srimathi	
Mr. Sampath	Ability to closely follow the competitive business environment and implementation of strategies for the beneficial performance and compliance with the requirements of various statutes.
Mr. RS Chandan	
Mr. Gopalakrishna Rao Purushothama	
Mr. Ashok Suryachandra Rao Godavarthi	
Mr. Duraiswamy Basuvaiah	

### Defining Governance Roles

- Role of the Board
- Board Structure
- Role of Individual Directors
- Role of the Chair
- Role of the Company Secretary
- Role of the CEO

### Key Board Functions

- Strategy
- CEO Monitoring
- Compliance
- Risk Management
- Policy Framework
- Networking
- Stakeholder Communication
- Decision Making

## BOARD BEHAVIOURAL DYNAMICS

### Board Effectiveness

- Director Protection
- Director Development
- Director Remuneration
- Director Selection
- Director Induction
- Board Evaluation

### Improving Board Processes

- Board Meetings
- Board Meeting Agendas
- Board Papers
- Board Minutes
- Board Calendar
- Committees

## **BOARD EVALUATION (including performance evaluation criteria for independent directors)**

The Board of Directors, pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has carried out an Annual Evaluation of its own performance, performance of the Board Committees and of the individual Directors (including the Independent Directors and the Chairperson).

The checklist for evaluation of the performance of the Board, the Committees of the Board and the individual Directors, including the Chairman of the Board was approved by the Nomination and Remuneration Committee (NRC) of the company (in accordance with the Guidance Note on Board Evaluation issued by SEBI on January 5, 2017).

The performance of the Board was evaluated by the Board after seeking inputs from all the directors based on the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Board Committees was evaluated by the Board after seeking inputs from the committee members based on the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the NRC reviewed the performance of the individual Directors based on the criteria such as the contribution of the individual Director to the Board and Committee meetings, preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of the Independent Directors, the performance of Non-Independent Directors, performance of the Board and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and the individual directors was discussed.

## AUDIT COMMITTEE

### Terms of reference

The Audit Committee functions in accordance with Section 177 of the Act, Regulation 18 of the Listing Regulations and its Charter adopted by the Board. During the year under review, the Audit Committee Charter was amended to align the role of the Committee with amendments to the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, includes:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Discuss and review with the management the annual/ half yearly/ quarterly financial statements and the auditor's report thereon, before submission to the Board for approval.
- Review of the Company's accounting policies, internal accounting and financial controls, risk management policies and such other matters.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Hold timely discussions with the statutory auditors regarding critical accounting policies and practices and significant financial reporting issues and judgments made.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence, qualification and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems, including the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, budget, coverage and frequency of internal audit.

- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Review the utilization of loans and/or advances from/ investment by the Company in the subsidiary Companies, exceeding Rs. 100 crores or 10% of the asset size of the subsidiary, whichever is lower.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Review the effectiveness of the system for monitoring compliance with laws and regulations and oversee compliance with legal and regulatory requirements, including the Tata Code of Conduct for the Company and its subsidiaries.
- Provide guidance to the Compliance Officer for setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices.
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, atleast once in a financial year and verify that the systems for Internal Controls are adequate and are operating effectively.
- Oversee financial reporting controls and process for subsidiary companies.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- Generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Act and any other function as is mentioned in the terms of reference of the Audit Committee.

## **MEETINGS HELD**

During the financial year 2021-2022, the Audit Committee met five times on 12.04.2021, 28.07.2021, 15.10.2021, 24.12.2021 and 21.01.2022. The gap between the two Audit Committee meetings did not exceed 120 days. Necessary quorum was present at the above meetings. The meetings of the Audit Committee are usually attended by the Managing Director & CEO, the Chief Financial Officer, and a representative of the Statutory Auditors. The Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the Secretary to the Committee. Occasionally, the Audit Committee also meets without the presence of any Executives of the Company. The Chairperson periodically has one-on-one meetings with the Statutory Auditors to discuss key concerns.

<b>Composition and Attendance during the year</b>						
<b>Audit committee Meetings and Composition</b>						
Directors	12/4/2021	28/07/2021	15/10/2021	24/12/2021	21/01/2022	Remarks
A V N Srimathi	✓	✓	✓	✓	✓	
Sampath	✓	✓	✓	✓	✓	
R S Chandan	✓	✓	✓	✓	✓	
B Duraiswamy	NA	NA	✓	✓	✓	Appointed wef 31-07-2021
Ashok Godavarthi	NA	NA	✓	✓	✓	Appointed wef 31-07-2021

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 of and the provision of Section 177(8) read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules 2014 the company has duly constituted a qualified and independent Audit Committee. As on 31.03.2022 the Audit Committee of the Board consisting of five "Non-Executive & Independent Directors" as members having adequate financial and accounting knowledge. The composition, procedures, powers and role/functions of the audit committee and its terms of reference are set out in the corporate governance report forming part of the Board's report.

During the period under review, the suggestions put forth by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of five Non-Executive Independent Directors as on 31st March 2022 as mentioned below. The Chairman of the Committee is an Independent Director.

- Mrs. AVN Srimathi - Non-Executive - Independent Director - Chairman
- Mr. Sampath - Non-Executive - Independent Director
- Mr. R S Chandan - Non-Executive - Independent Director
- Mr. B Duraisamy - Non-Executive - Independent Director
- Mr. Ashok Godavarthi - Non-Executive - Independent Director

### **The role of the Remuneration Committee is:**

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;
- b) To recommend to the Board the appointment and removal of such identified persons;
- c) To carry out evaluation of every director's performance;
- d) To formulate the criteria for determining qualifications, positive attribute, and independence of director;
- e) To formulate a policy relating to remuneration for directors, key managerial personnel and other employees;
- f) To devise a policy on Board diversity;
- g) The Committee has met 2 times during the financial year 2021-22 on 31.07.2021 and 09.02.2022

<b>Composition and Attendance during the year</b>			
<b>Nomination and Remuneration committee Meetings and Composition</b>			
Directors	31/07/2021	09/02/2022	Remarks
A V N Srimathi	✓	✓	
Sampath	✓	✓	
R S Chandan	✓	✓	
B Duraiswamy	NA	✓	Appointed wef 31-07-2021
Ashok Godavarthi	NA	✓	Appointed wef 31-07-2021

The Terms of Reference of the Nomination and Remuneration Committee are as under:

- Succession planning for certain key positions in the company viz. Directors, Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO) and Senior Management. The Committee to identify, screen and review candidates, inside or outside the company and provide its recommendations to the Board.
- Review and recommend to the Board the appointment and removal of directors / Key Managerial Personnel and persons in senior management. “Senior Management” shall mean corporate officers of the company.
- Carry out evaluation of all Directors and Board performance.
- Recommend to the Board a policy relating to remuneration of Directors, Key Managerial Personnel and other employees.

The Nomination and Remuneration Committee while formulating the aforesaid policy shall ensure that,

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Formulate the criteria for determining the qualifications, positive attributes and independence of Directors.
- Devise a Policy on Board Diversity.
- Review and approve / recommend the remuneration for the Corporate Officers, / Whole-Time Directors of the company.
- Approve inclusion of senior officers of the company as Corporate Officers.
- Approve promotions within the Corporate Officers.
- Regularly review the Human Resource function of the company.
- Approve grant of stock options to the employees and / or Directors (excluding Independent Directors and Promoter Directors) of the company and subsidiary companies and perform such other functions and take such decisions as are required under the various Employees Stock Option Plans of the company.
- Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
- Make reports to the Board as appropriate.
- Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.

## **POLICY ON SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's Policy;
- b) The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position;
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution;

## **REMUNERATION POLICY AND CRITERIA OF MAKING PAYMENTS TO EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

The remuneration policy of the company is aimed at rewarding performance, based on a review of achievements on a regular basis and is in consonance with existing industry practices. The criteria for making payments to Executive and Non-Executive Directors of the company are as under:

### **Executive Directors**

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board and after approval by the Board the same is put up for shareholders' approval. Executive Directors do not receive any sitting fees for attending the Board and Committee meetings. During the year, only one Executive Director received remuneration from the Company. There are no separate provisions for the service of notice period and payment of severance fee by the Executive Directors at the time of their termination. No stock options are issued to any director.

### **Non-Executive Directors:**

During the year, the company did not pay any sitting fees to its Non-Executive Directors for attending the meetings of the Board of Directors, Audit Committee and Finance Committee of the company. The company also not paid commission to its Non-Executive Directors.

Composition and Attendance during the year					
Stakeholders Relationship committee Meetings and Composition					
Directors	12/4/2021	28/07/2021	15/10/2021	21/01/2022	Remarks
A V N Srimathi	✓	✓	✓	✓	
Sampath	✓	✓	✓	✓	
R S Chandan	✓	✓	✓	✓	
B Duraiswamy	NA	NA	✓	✓	Appointed wef 31-07-2021
Ashok Godavarthi	NA	NA	✓	✓	Appointed wef 31-07-2021
Dr Vasudevan M	✓	✓	✓	✗	

**There are no pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity**

## **SUCCESSION PLANNING**

The Nomination and Remuneration Committee evaluates and recommends to the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and to the Senior Management. In addition promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE (FORMERLY KNOWN AS SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE)**

The Company has a Stakeholders Grievance Committee (formerly known as Shareholders'/Investors' Grievance Committee) of the Board of Directors to look into the redressal of complaints of shareholders'/investors' such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

During the year, the Stakeholders Grievance Committee (formerly known as Shareholders'/Investors' Grievance Committee) comprises of six members of the Board, as on 31st March 2022 namely Dr. Vasudevan Mahalingam, Mrs. AVN Srimathi, Mr. Sampath, Mr. RS Chandan, Mr. B Duraisamy and Mr. Ashok Godavarthi. Among the members, five of them are Non-Executive and Independent Directors and one Executive Director. Mr. Krishnamoorthy Venkatesan, Company Secretary, acts as the Secretary of the Committee.

**The Committee has met 4 times during the financial year 2021-22 as below:**

Composition and Attendance during the year					
Stakeholders Relationship committee Meetings and Composition					
Directors	4/12/2021	7/28/2021	10/15/2021	1/21/2022	Remarks
A V N Srimathi	✓	✓	✓	✓	
Sampath	✓	✓	✓	✓	
R S Chandan	✓	✓	✓	✓	
B Duraiswamy	NA	NA	✓	✓	Appointed wef 31-07-2021
Ashok Godavarthi	NA	NA	✓	✓	Appointed wef 31-07-2021
Dr Vasudevan M	✓	✓	✓	✗	

## **TERMS OF REFERENCE:**

The Committee supervises the mechanism for redressal of shareholders/investors' grievances and ensures cordial investor relations.

The Committee takes care of the following matters:

- Redressal of Shareholders'/Investors' complaints like transfer of shares, non-receipt of annual report, non-receipt of declared dividend etc.
- Scrutiny of the performance of the Registrar & Share Transfer Agent and recommending measures for overall improvement of the quality of service.
- Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for

### **Details of Complaints received during the year**

- |   |   |   |
|---|---|---|
| • Number of complaints received from investors                        | - | 0 |
| • Number of complaints resolved                                       | - | 0 |
| • Number of complaints remaining unresolved and pending               | - | 0 |
| • Number of complaints not solved to the satisfaction of shareholders | - | 0 |

SL. NO.	NATURE OF COMPLAINTS	RECEIVED & REDRESSED DURING THE YEAR
1	Correspondence regarding demat / general	0
2	Correspondence regarding non-receipt of share certificate, transfer / transmission of shares	0
3	Revalidation of dividend warrants / non-receipt of dividend warrants / status of dividend payment	0

### **Compliance Officer**

The Name and designation of the Compliance Officer of the Company:

**Mr. Krishnamoorthy Venkatesan,**

Company Secretary & Compliance Officer

Workflo, Greeta Towers, Industrial Estate,

Perungudi, OMR Phase 1,

Chennai - 600096

Ph: 9884223183

Email ID: cs@calsoftgroup.com

## **OTHER COMMITTEES**

Risk Management Committee, Finance Committee and CSR Committee were dissolved due to non requirement of those Committees. However when the need arise in future the same shall be reconstituted by the board.

## **INDEPENDENT DIRECTORS MEETING**

During the year under review, the Independent Directors met one time during the year inter alia, to discuss:

1. Evaluation of the performance of Non- Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties;

All the Independent Directors were present at the meeting.

## **DECLARATION BY INDEPENDENT DIRECTORS**

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has received necessary declarations from each Independent Director that he / she meets the criteria of independence in terms of the above-mentioned provisions.

## **TRAINING AND FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings, on business and performance updates of the company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors in the Board meetings.

Upon appointment, the Directors are issued a Letter of Appointment setting out in detail the terms of employment including their roles, function, responsibilities and their fiduciary duties as a Director of the company.

Every independent director on being inducted into the Board attends an orientation program. To familiarise the new directors with the strategy, operations and functions of our Company, the executive directors/ senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product offerings, organisation structure, human resources, technologies, facilities and risk management.

Further, at the time of appointment of independent directors, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director. The detailed familiarisation program for independent directors is hosted on the website of the Company and the weblink for same is [www.calsoftgroup.com](http://www.calsoftgroup.com)

The details of such familiarization programme for Independent Directors are posted on the website of the company.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an annual performance evaluation of the performance of the Board, the Directors individually as well as the evaluation of the working of the Board Committees was carried out based on the criteria and framework adopted by the Board.

The Independent Directors evaluation was done with main focus on their adherence to the Corporate Governance practices and their efficiency in monitoring the same. They are also being evaluated on various parameters viz., active participation in strategic planning, fiduciary responsibilities, participation in Board and Committee meetings, etc.,

Apart from the above, the performance of Non Independent Directors and the Board as a whole in terms of prudent business practices adopted by them towards governance of the operations of the Company, adherence to the highest standards of integrity and business ethics, exercising their responsibilities in bona fide manner in the best interest of the Company and not allowing any extraneous consideration that shall impede their decision making authority in the best interest of the Company was also carried out to evaluate their performance.

The performance evaluation of the Non Independent Directors was carried out by the entire Board of Directors (excluding the director being evaluated). The Directors expressed their satisfaction with the evaluation process which considered their commitment and the exercise of their responsibilities in the best interest of the Company. The performance of the Chairman of the Company was reviewed by the Independent Directors who ensured during their review, that the Chairman conducted the Board proceedings in unbiased manner without any conflict with his personal interest at any point of time. It was further ascertained by the Independent Directors that the Chairman allowed the Board Members to raise any concerns on any businesses of the Board during their Meetings and addressed them at the best interest of the Company.

## **SUBSIDIARY COMPANIES**

Regulation 16(1)(c) of the Listing Regulations defines a material subsidiary as a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. During the year under review, the Company did not have any unlisted material subsidiary incorporated in India and was therefore, not required to have an Independent Director of the Company on the Board of such subsidiary, under Regulation 24 of the Listing Regulations. The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company. The company has formulated and adopted a Policy for determining Material Subsidiary in line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy aims to set out the principles for determining a material subsidiary. The Policy on the Material Subsidiary is available on the website of the company.

## **GENERAL BODY MEETINGS**

The location and time of the Annual General Meetings/ Extra General Body Meeting held and details of Special Resolution passed thereat during the preceding 3 years are as follows:

<b>DATE, TIME AND VENUE OF THE LAST THREE AGM'S</b>			
<b>FINANCIAL YEAR</b>	<b>DATE</b>	<b>TIME OF COMMENCEMENT</b>	<b>VENUE</b>
<b>2018-19</b>	30 <sup>th</sup> September, 2019	3.00 P.M.	2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai - 600113
<b>2019-20</b>	30 <sup>th</sup> September, 2020	5.00 P.M.	2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai - 600113
<b>2020-21</b>	25th August 2021	4.00 P.M.	Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096

At the Annual General Meeting of the Company held on 25th August 2021 the following special resolution was passed as follows :-

1. Rights issue of equity shares
2. Increase in Authorized Share Capital of the Company
3. Alteration to Memorandum of Association of the Company
4. Alteration to Articles of Association of the Company
5. Fixing of Remuneration for Dr. Manimala Vasudevan (DIN: 01980557) Whole-time Director and Chief Operating Officer
6. Appointment of Mr. Frederick Ivor Bendle (DIN: 03156399) as Non-Executive Director of the Company
7. Appointment of Mr. Gopalakrishna Rao Purushothama (DIN: 07556751) as an Independent Director of the Company
8. Appointment of Dr. Ashok Godavarthi (DIN: 08389864) as an Independent Director of the Company
9. Appointment of Mr. Duraiswamy Basuvaiah (DIN: 09258691) as an Independent Director of the Company
10. Appointment of Mr. Vijayakumar Madhavan (DIN: 07892448) as Whole-time Director of the Company

During the year 2021-22, approval of members was obtained through postal ballot on 18.03.2022 for the following:

1. Appointment of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) as the Statutory Auditor of the Company to fill the casual vacancy caused by the Resignation of M/s. N. Naresh & Co., Chartered Accountants;
2. Approval to borrow money upto Rs. 200 Crores
3. Approval for creation of Charge, Mortgage and hypothecation on the immovable and movable assets of the Company as per the provision of the Companies Act, 2013

The postal ballot process was Scrutinized by Mr. N. Ramanathan (FCS: 6665) partner at M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai who acted as scrutinizer, for conducting the postal ballot process.

There was no Extra Ordinary General Meeting of the Company held during the year 2021-22.

At the Annual General Meeting of the Company held on 30th September 2020 the following special resolution was passed as follows :-

1. Approval for Material Related Party Transaction;

At the **Annual General Meeting of the Company held on 30th September 2019** there were no special resolution passed.

## **DISCLOSURES**

### **MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS**

There have been no materially significant related party transactions, monetary transactions or relationships between the company and its Directors, management, subsidiary or relatives, except for those disclosed in the financial statements for the financial year 2021-22. Detailed information on materially significant related party transactions is enclosed in Annexure 2 to the Board Report. A Policy on Related Party Transactions formulated pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the company with the Stock Exchanges and approved by the Board is available on the website of the company.

During the year under review, the company has not entered into any transaction of a material nature with its subsidiaries, promoters, Directors, the management, senior management personnel, their relatives, etc., that may have any potential conflict with the interest of the company. The company has obtained requisite declarations from all Directors and senior management personnel in this regard and the same were placed before the Board of Directors.

### **COMPLIANCES BY THE COMPANY**

The company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by the Stock Exchanges, SEBI or any other statutory authorities relating to the above.

The company has complied with all requirements of SEBI (LODR) Regulations, 2015 relating to disclosures to be made in the corporate governance report.

All requisite disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015, as applicable, have been made in this report.

## **OTHER DISCLOSURES**

1. The company has in place the Whistle Blower Policy and no personnel has been denied access to the Audit Committee.
2. During the year, the company did not raise any money through public issue, right issues or preferential issues and there was no unspent money raised through such issues.
3. In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has in place an "Archival Policy" and a "Policy for Determination of Materiality of Events or Information". Both the policies are available on the website of the company.
4. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

## **CEO / CFO CERTIFICATION**

The Certificate as stipulated in Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II was placed before the Board along with the financial statements for the financial year ended March 31, 2021 and the Board reviewed the same. The said Certificate is provided elsewhere in the Annual Report.

## **WHISTLE BLOWER POLICY**

The principles of trust through transparency and accountability are at the core of the company's existence. To ensure strict compliance with ethical and legal standards across the company, a Whistle Blower Policy is in place to provide appropriate avenues to the Directors, employees, contractors, contractors' employees, clients, vendors, internal or external auditors, consultants, law enforcement / regulatory agencies or other third parties to bring to the attention of the management any issues which are perceived to be of unethical behaviour, actual or suspected fraud or violation of the company's Code of Business Ethics and Conduct. All cases registered under the Whistle Blower Policy of the company are reported to the external Ombudsperson who carries out preliminary investigations. Complaints received against senior management staff are overseen by the Chairman's Office and those against other employees / staff by the Chief Ethics Officer of the company. The Whistle Blower has direct access to the Chief Ethics Officer and the Ombudsperson as well as the senior management to share complaint details. The identity of the Whistle Blower is kept confidential. The Audit Committee reviews the policy and its implementation on periodic basis and is provided a quarterly update on the status of various complaints received and investigated. The policy is available on the website of the company.

## **CODE FOR PREVENTION OF INSIDER TRADING**

SEBI vide its Circular No. LD-NRO/GN/2014-15/21/85 dated 15th January, 2015 have introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from 15th May 2015. Regulation 8 contained under Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "Code") and Regulation 9 (1) contained under Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies to formulate a Code of Conduct (hereinafter referred to as "Code") to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations. In compliance with the above SEBI regulation on Prevention of Insider Trading, the Company has instituted a comprehensive code of conduct and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Dealings in Company's shares by the Board Members and Senior Management Personnel have been reported to the Committee periodically.

The company, within two working days of receipt of the information under the Initial and Continual disclosures from Directors, discloses the same to all the Stock Exchanges, where the shares of the company are listed.

## **FEES PAID TO STATUTORY AUDITOR**

A total fee of three lakh- was paid by the Company and its subsidiaries, on a consolidated basis, for all services to N Balasubramanian & Associates, Statutory Auditors for the year 2020-21.

## **PREVENTION AND REDRESAL OF SEXUAL HARASMENT AT WORKPLACE POLICY**

In order to provide a safe and healthy work environment free of any hassles and all kinds of harassment including sexual harassment and to prevent and redress such harassment complaints, the company has in place Prevention and Redressal of Sexual Harassment at Workplace Policy. This policy applies to all employees of the company, its group companies and joint ventures operating out of India like regular, temporary, ad hoc, daily wagers, contractual staff, vendors, clients, consultants, trainees, probationers, apprentices, contract labour and also all visitors to the company.

Any complaints about harassment shall be treated under this Policy. This Policy is not confined to the actual working place of the employees in the sense of the physical space in which paid work may be performed as per the prescribed duty hours but also includes any place visited by the employee arising out of or during the course of employment. The company has constituted a committee for the redressal of all sexual harassment complaints. These matters are also being reported to the Audit Committee. During the year ended March 31, 2022, the company has received zero complaints on sexual harassment that were classified as significant incidents for investigation, all of which were disposed and appropriate actions taken and no complaints remain pending as of March 31, 2022.

- a. number of complaints filed during the financial year - Nil
- b. number of complaints disposed of during the financial year - NIL
- c. number of complaints pending as on end of the financial year. - NIL

## **COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides certain mandatory requirements which have to be fulfilled by the company. The company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 further states certain non mandatory requirements which may be implemented as per the discretion of the company. The company complies with the following non-mandatory requirements:

### **1. Shareholders' Rights**

The Company regularly does statutory filings as required under in SEBI (LODR) Regulations, 2015 and also updates the website of the Company on regular basis. The financial results as when approved by the Board are hosted in the investor column of the Company's website from which any shareholders can easily access and obtain the requisite information on the Company.

### **2. Audit Qualifications**

The Auditors Qualification and the Directors Reponses to the same are covered in the Directors Report already.

### **3. Separate posts of CFO and CEO**

The positions of the CFO and the CEO are held by separate individuals.

### **4. Reporting of Internal Auditor**

The Internal Auditor of the company directly reports to the Audit Committee on functional matters.

### **5. Compliance Certificate regarding compliance of conditions of corporate governance from the Auditors or practicing company secretaries.**

The certificate dated September 06. 2022 obtained from Mr. N. Ramanathan, Partner at M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, confirming compliance with the Corporate Governance requirements as stipulated under Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

## **MEANS OF COMMUNICATION**

**Quarterly Results:** Quarterly Results of the company are generally published inter alia, in Financial Express & Makkal Kural.

**Website:** company's corporate website [www.calsoftgroup.com](http://www.calsoftgroup.com) provides comprehensive information on company's portfolio of businesses. The website has an entire section dedicated to company's profile, its core values, corporate governance, business lines and Industry sections. An exclusive section on 'Investors' enables them to access information at their convenience. The entire Reports as well as quarterly, half yearly, annual financial statements, releases and shareholding pattern are available in downloadable format as a measure of added convenience to the investors.

**News Releases, Presentations, etc.:** Official news releases, detailed presentations made to media, analysts, institutional investors, etc. are displayed on the company's website [www.calsoftgroup.com](http://www.calsoftgroup.com), Official media releases are also sent to the Stock Exchanges.

**Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditor's Report, Management Discussion and Analysis Statement, Corporate Governance Report and other important information is circulated to members and others entitled thereto. The Annual Report of the company is available on the company's website in a user-friendly and downloadable form.

**Intimation to the Stock Exchanges:** The company intimates the Stock Exchanges all price sensitive information or such other matters which in its opinion are material and of relevance to the Shareholders.

**NSE Electronic Application Processing System:** As per the mandate received from National Stock Exchange of India Limited ('NSE'), the company has been uploading its financial information, shareholding pattern, Report on Corporate Governance and press releases on the dedicated website of NSE i.e. <https://connect2nse.com/LISTING>.

**Online Portal-BSE Corporate Compliance & Listing Centre:** As per the mandate received from BSE Limited ('BSE'), the company has been uploading its financial information, shareholding pattern, Report on Corporate Governance and press releases on the dedicated website of BSE i.e. <http://listing.bseindia.com>

**Designated Exclusive email- id:** The Company has the following designated e-mail ID: [investors@calsoftgroup.com](mailto:investors@calsoftgroup.com) exclusively for investors servicing.

## GENERAL SHAREHOLDER INFORMATION

a	Annual General Meeting: Date Time Venue	<b>Thursday, September 29, 2022</b> <b>11:00 AM</b> <b>Registered Office</b>
b	<b>Financial Year 01st April 2021 to 31st March 2022</b>	
c	<b>Date of Book Closure</b>	September 22, 2022 to September 29, 2022 (both days inclusive)
d	<b>Dividend Payment Date (subject to approval of shareholders)</b>	N.A.
e	<b>Listing of Equity Shares on stock exchanges in India</b>	The National Stock Exchange of India Ltd. (NSE) Exchange Plaza, 5th Floor, Plot No. C / 1, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, India. Tel.: +91-22-26598236, Fax: +91-22-26598237  BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India Tel.: +91-22-22721233, Fax: +91-22-22723121
f	<b>Stock Codes</b>	NSE – CALSOFT BSE – 532386
g	<b>ISIN for Equity Shares</b>	INE526B01014
h	<b>Listing of Non-Convertible Debentures on stock exchanges in India</b>	N.A.
i	<b>Debenture Trustee</b>	N.A.
j	<b>ISIN for Debentures</b>	N.A.
k	<b>Listing Fees</b>	Paid to all Stock Exchanges for the year 2021-22
l	<b>Corporate Identification Number (CIN) of the Company</b>	L72300TN1992PLC022135
m	<b>Registered Office</b>	Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096

## STOCK MARKET PRICE DATA

The details of monthly high and low price of the Equity Shares of the company and its comparison to broad based indices BSE Sensex and NSE Nifty for period April 1, 2021 to March 31, 2022 are as follows:

Month	NSE		BSE	
	High	Low	High	Low
Apr-21	10.45	8.10	10.30	8.21
May-21	10.60	7.40	10.50	7.57
Jun-21	22.80	9.75	21.31	9.65
Jul-21	14.90	9.35	15.67	9.65
Aug-21	21.75	15.60	22.95	16.45
Sep-21	31.30	17.00	32.15	17.95
Oct-21	37.55	26.90	37.60	27.60
Nov-21	34.50	27.10	35.00	27.25
Dec-21	52.50	27.70	52.80	27.85
Jan-22	49.50	40.10	49.60	40.30
Feb-22	47.20	31.10	47.50	30.40
Mar-22	41.10	33.50	41.00	33.85

## PERFORMANCE OF THE SHARE PRICE OF THE COMPANY IN COMPARISON WITH BSE SENSEX AND NSE NIFTY



## **REGISTRARS AND TRANSFER AGENTS**

### **Name and Address :**

Integrated Registry Management Services Private Limited  
(Unit: California Software Co Ltd)  
2nd Floor, Kences Towers,  
1, Ramakrishna Street, North Usman Road T Nagar,  
Chennai -600017 India  
Tel:+91-44-28140801 to 28140803  
Email:yuvraj@integratedindia.in

### **INVESTOR CORRESPONDENCE ADDRESS**

California Software Company Limited  
Secretarial Department  
Workflo, Greeta Towers,  
Industrial Estate,  
Perungudi OMR Phase 1,  
Chennai-600096 India  
Tel: +91-44-4201 6100  
Email: investor@calsoftgroup.com

### **SHARE TRANSFER SYSTEM**

More than 99 % of the equity shares of the company are in dematerialized form. Transfer of these shares is done through the depositories with no involvement of the company. For the transfer of shares held in physical form, the authority has been delegated to the company's officials who generally consider and approve the share transfer requests on a fortnightly basis.

The shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt of request, subject to documents being valid and complete in all respects. As per the requirement of Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has obtained half-yearly certificates from Practicing company Secretary for due compliance of share transfer formalities and filed the same with the Stock Exchanges.

As on March 31, 2021, no equity share was pending for transfer.

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As required under Regulation 55A of SEBI (Depositories and Participants), Regulations, 1996, the reconciliation of share capital audit report on the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Ltd. ("CDSL") and the total issued and listed capital for each of the quarter in the financial year ended March 31, 2022 was carried out.

The audit reports confirm that the total issued / paid-up share capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

### SHAREHOLDING AS ON MARCH 31, 2022

#### DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2022

SI No	No.of Shares Held	Shareholders		Shares held	
		Number	%	Number	%
1	Upto 500	11039	84.54	1190320	7.70
2	501 - 1000	925	7.08	774166	5.01
3	1001 - 2000	451	3.45	685708	4.44
4	2001 - 3000	169	1.29	433379	2.80
5	3001 - 4000	82	0.63	294917	1.91
6	4001 - 5000	102	0.78	487827	3.16
7	5001 - 10000	143	1.10	1091567	7.06
8	10001 and above	147	1.13	10499222	67.92
<b>**Total**</b>		<b>13058</b>	<b>100.00</b>	<b>15457106</b>	<b>100.00</b>

#### DISTRIBUTION OF EQUITY SHAREHOLDING AS ON MARCH 31, 2022

S No.	Category	Number	Shares	% of Shares Held
1	Promoters	1	5522972	35.73
2	UTI	1	300	0.00
3	Foreign Portfolio Investors	1	721	0.00
4	Body Corporate	50	815225	5.27
5	Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakhs	12827	4827451	31.23
6	Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakhs	136	4210784	27.24
7	Clearing Member	32	20231	0.13
8	Limited Liability Partnership	4	57500	0.37
9	Margin Trading Account-Corporate	5	1822	0.01
10	Trust	1	100	0.00
<b>Total</b>		<b>13058</b>	<b>15457106</b>	<b>100.00</b>

## **CODE OF BUSINESS ETHICS AND CONDUCT**

The Board has prescribed a Code of Business Ethics and Conduct (COBEC) that provides for transparency, ethical conduct, a gender friendly workplace, legal compliance and protection of company's property and information. COBEC is a set of guiding principles and covers all directors, employees, third party vendors, consultants and customers across the world. For Independent Directors the COBEC also includes duties as mentioned in Schedule IV of the Companies Act, 2013. COBEC is periodically reviewed taking into account the prevailing business and ethical practices.

The Code is posted on the website of the company.

All Board members and senior management personnel have confirmed compliance with the Code for the financial year ended March 31, 2022. A declaration to this effect signed by the Managing Director and Chief Executive Officer of the company is provided elsewhere in this Report.

## **DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS**

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

## **DEMATERIALISATION OF SHARES AND LIQUIDITY**

The shares of the company are under compulsory dematerialization ("Demat") category and consequently, shares of the company can be traded only in electronic form.

The system for getting the shares dematerialized is as under:

- a. Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to the Depository Participant (DP) with whom he / she has opened a Depository Account.
- b. DP processes the DRF and generates a unique number viz. DRN.
- c. DP forwards the DRF and share certificates to the company's Registrar & Shares Transfer Agent.
- d. The company's Registrar & Shares Transfer Agent after processing the DRF confirms or rejects the request to the Depositories.
- e. Upon confirmation, the Depository gives the credit to shareholder in his / her depository account maintained with DP.

As on March 31, 2022, more than 99 % of the equity shares issued by the company are held in dematerialized form. The company's equity shares are regularly traded on NSE and BSE, in dematerialized form.

Since the trading in the shares of the company can be done only in electronic form, it is advisable that the shareholders who have the shares in physical form get their shares dematerialized.

S No.	MODE	Number	Shares	% of Shares Held
1	<b>LISTED CAPITAL</b>		<b>15457106</b>	
2	NSDL	5023	10451790	67.62
3	CDSL	7771	4912806	31.78
4	PHYSICAL	264	92510	0.60
	<b>Total</b>	<b>13058</b>	<b>15457106</b>	<b>100.00</b>

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

As of March 31, 2022 the company has not issued any GDRs / ADRs / Warrants or other instruments, which are pending for conversion.

## **COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The Company does not carry out any hedging activities or has any forex exposure.

## **PLANT LOCATIONS**

The Company operates only from one location which is its registered office located at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096

## **ADDRESS FOR CORRESPONDENCE**

Mr.Vijayakumar M  
Executive Director  
California Software Company Limited  
Workflo, Greeta Towers, Industrial Estate,  
Perungudi OMR Phase 1, Chennai – 600096  
Tel: +91- 9444860882

## **DETAILS OF DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT - NIL**

**DECLARATION**  
**REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT  
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel and these Codes are available on the Company's website [www.calsoftgroup.com](http://www.calsoftgroup.com). I confirm that the members of the Board and the Senior Management Personnel have complied with the Code of Conduct in respect of the financial year ended March 31, 2022

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

**Mahalingam Vasudevan**  
Managing Director / CEO

Place: Chennai  
Date: September 06, 2022

**DECLARATION BY THE CHIEF EXECUTIVE OFFICER PURSUANT TO SCHEDULE V(D) READ WITH REGULATION 34 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, **Dr. Vasudevan Mahalingam**, Managing Director and Chief Executive Officer of California Software Company Limited (the company") confirm that the company has adopted a Code of Business Ethics and Conduct ("Code of Conduct") for its Board members and senior management personnel and the Code of Conduct is available on the company's web site. I, further confirm that the company has in respect of the financial year ended March 31, 2022, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

**Mahalingam Vasudevan**  
Managing Director / CEO

Place: Chennai  
Date: September 06, 2022

**CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) PURSUANT TO PART B SCHEDULE II READ WITH REGULATION 17 (8) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To

The Members

California Software company Limited

Dear members of the Board,

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

**Mahalingam Vasudevan**

Chief Executive Officer and Managing Director  
Officer

Place: Chennai

Date: September 06, 2022

**Vijayakumar Madhavan**

Whole time Director and Chief Finance



# **STANDALONE IND AS FINANCIAL STATEMENTS**

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## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of California Software Company Limited**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of California Software Company Limited ("the Company"), which comprise the Balance Sheet as on March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS 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 thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## **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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164(2) of the Act;
  - 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 2" to this report.
  - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

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

- The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
- The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For M.K. Dandeker & Co.**

(ICAI Reg. No. 000679S)

Chartered Accountants

**S. Poosaidurai**

Partner

Chartered Accountants

Membership Number: 223754

Place of Signature: Chennai

Date: May 30, 2022

**Annexure 1 referred to in paragraph 1 of the section on “Report on Other Legal and Regulatory Requirements” of our report of even date**

**Re: California Software Company Limited (the Company)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets were physically verified by the management in accordance with a planned programme of verifying them in phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification conducted during the financial year.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment / fixed assets are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the financial year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act, 2013 in respect of loans given have been complied with by the Company. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products / services of the Company.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, value added tax, goods and service tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been slight delay in few cases. The provisions relating to duty of excise is not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, goods and service tax, duty of custom, Value added tax, Cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. According to the records of the Company, the disputed amount of income-tax and service tax is Rs. 133,960,202 and Rs. 35,52,977, respectively.

(Viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a bank. The Company did not have any outstanding loans or borrowing dues in respect of financial institution or government or dues to debenture holders.

(ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments hence, reporting under clause is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has not been paid.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any noncash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For M.K. Dandeker & Co.**

(ICAI Reg. No. 000679S)

Chartered Accountants

**S. Poosaidurai**

Partner

Chartered Accountants

Membership Number: 223754

Place of Signature: Chennai

Date: .May 30, 2022.

## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF CALIFORNIA SOFTWARE COMPANY LIMITED**

### **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 California Software Company Limited ("the Company") as of March 31, 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system 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 and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For M.K. Dandeker & Co.**

(ICAI Reg. No. 000679S)

Chartered Accountants

**S. Poosaidurai**

Partner

Chartered Accountants

Membership Number: 223754

Place of Signature: Chennai

Date: May 30, 2022.

**TABLE 1. BALANCE SHEET AS AT 31 MARCH 2022**

Particulars	Note no.	As at March 31, 2022	As at March 31, 2021
<b>I. Assets</b>			
<b>1. Non-current assets</b>			
a) Property, plant and equipment	1	44,207,810	54,962,953
b) Financial assets			
(i) Investments	2	31,137,969	31,137,969
c) Deferred tax asset		399,831	-
<b>Total non-current assets</b>		<b>75,745,611</b>	<b>86,100,922</b>
<b>2. Current assets</b>			
a) Inventories		-	-
a) Financial assets			
(i) Trade receivables	3	144,637,764	36,137,765
(ii) Cash and cash equivalents	4	284,255	95,017
(iii) Bank balances other than (ii) above		103,172	103,172
(iv) Other Financial Assets		1,049,478	715,271
b) Current tax asset (net)		38,002,148	55,897,631
c) Other current assets	5	2,235,476	1,878,886
<b>Total current assets</b>		<b>186,312,293</b>	<b>94,827,742</b>
<b>Total assets</b>		<b>262,057,903</b>	<b>180,928,664</b>
<b>II. Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity share capital	6	154,571,060	154,571,060
b) Other equity		(9,805,374)	(55,326,139)
<b>Total equity</b>		<b>144,765,686</b>	<b>99,244,921</b>
<b>Liabilities</b>			
<b>1. Non-current liabilities</b>			
a) Deferred Tax Liabilities	7	-	375,778
<b>Total non-current liabilities</b>		-	375,778
<b>2. Current liabilities</b>			
a) Financial liabilities			
(i) Borrowings	8	48,971,617	16,997,179
(ii) Trade payables	9	3,396,126	2,697,665
(iii) Other financial liabilities		59,603,172	57,603,172
b) Other current liabilities	10	5,321,303	4,009,950
Liabilities directly associated with assets			
<b>Total current liabilities</b>		<b>117,292,218</b>	<b>81,307,966</b>
<b>Total liabilities</b>		<b>117,292,218</b>	<b>81,683,744</b>
<b>Total equity and liabilities</b>		<b>262,057,904</b>	<b>180,928,664</b>
The accompanying notes form an integral part of these standalone financial statements As per our report of even date attached			
For M.K Dandeker & Co Chartered Accountants, Firm Registration No. 000679S		For and on behalf of the Board of Directors	
Poosaidurai S Partner Membership No. 223754		M. Vasudevan Managing Director	M. Vijayakumar Director
Date: Place:			

**TABLE 2. STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED MARCH 31, 2022**

	Particulars	Note no	For the year ended March 31, 2022	For the year ended March 31, 2021
I	Revenue from operations	11	108,571,560	14,550,000
II	Other income, net	12	1,000	-
III	<b>Total income</b>		<b>108,572,560</b>	<b>14,550,000</b>
IV	<b>Expenses</b>			
	Employee benefit expense	13	13,457,304	4,011,653
	Depreciation and amortisation expense	14	11,133,582	2,958,913
	Other expenses	15	20,840,835	4,952,499
	<b>Total expenses</b>		<b>45,431,721</b>	<b>11,923,065</b>
V	Profit before exceptional items and tax		<b>63,140,839</b>	<b>2,626,935</b>
VI	Exceptional items		-	-
VII	Profit before tax		63,140,839	2,626,935
VIII	Tax expense			
	(i) Current tax		18,395,683	307,225
	(ii) Deferred tax		(775,609)	375,778
IX	Profit for the period		45,520,765	1,943,932
X	Other Comprehensive Income			
	a) Items that will not be reclassified to Profit or Loss		-	-
	b) Income tax relating to items that will not be reclassified to Profit or Loss		-	-
	c) Items that will be reclassified to Profit or Loss		-	-
	d) Income tax relating to items that will be reclassified to Profit or Loss		-	-
XI	Total Comprehensive Income for the period		45,520,765	1,943,932
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		2.94	0.13
	Diluted		2.94	0.13
	Numbers of shares			
	Basic		15,457,106	15,457,106
	Diluted		15,457,106	15,457,106

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

**For M.K Dandeker & Co**

Chartered Accountants,  
Firm Registration No. 0006795

**For and on behalf of the Board of Directors**

**Poosaidurai S**

Partner  
Membership No. 223754  
Date:  
Place:

**Dr. M. Vasudevan**  
Managing Director

**M. Vijayakumar**  
Director

**TABLE 3. STATEMENT OF CHANGES IN EQUITY**

Particulars	Equity share capital	Reserves and surplus			Other equity			Total equity attributable to equity holders of the Company
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve	Capital business transfer adjustment reserve	
Balance as at April 1, 2021	154,571,060	949,056,932	(1,074,640,562)	65,864,241	4,187,000	206,250	-	-
Changes in equity for the year ended March 31, 2021	-	-	-	-	-	-	-	-
Profit for the year	-	-	45,520,765	-	-	-	-	45,520,765
Transfer to general reserve	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	154,571,060	949,056,932	-1,029,119,797	65,864,241	4,187,000	206,250	-	-9,805,374
								144,801,371

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019**

**(All amounts in lakhs of (''), except share data and as stated otherwise)**

### **ORGANIZATION AND NATURE OF OPERATIONS**

California Software Company Limited (hereinafter referred to as "the Company") is primarily engaged in providing a range of software development services, business process outsourcing services and IT infrastructure services. The Company was incorporated under the provisions of the Companies Act applicable in India in February 1992, having its registered office at Workflo, Greeta Towers, Industrial Estate, Perungudi, OMR Phase 1, Chennai 600096, INDIA

The Company leverages its infrastructure and professionals to deliver solutions across selected verticals including financial services, manufacturing (automotive, aerospace, Hi-tech, semiconductors), life sciences & healthcare, public services (oil and gas, energy and utility, travel, transport and logistics), retail and consumer products, telecom, media, publishing and entertainment.

The financial statements for the year ended 31st March 2022 were approved and authorized for issue by the Board of Directors on 30th May 2022.

### **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **(a) Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). These financial statements have been prepared under the historical cost convention on an accrual and going concern basis except for the following assets and liabilities which have been measured at fair value:

- a) Derivative financial instruments,
- b) Certain financial assets and liabilities (refer accounting policy regarding financial instruments)

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous year. The Company uses the Indian rupee ('') as its reporting currency.

## **(b) Use of estimates**

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and other comprehensive income (OCI) that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used for, but not limited to, accounting for costs expected to be incurred to complete performance under fixed price projects, allowance for uncollectible accounts receivables, accrual of warranty costs, income taxes, valuation of share-based compensation, future obligations under employee benefit plans, the useful lives of property, plant and equipment, intangible assets, impairment of goodwill, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the year in which the changes are made. Actual results could differ from those estimates.

## **(c) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is the aggregate of the consideration transferred measured at fair value at the acquisition date. Acquisition related costs are expensed as incurred.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as financial liability is measured at fair value with changes in fair value recognized in the statement of profit and loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognized as capital reserve after reassessing the fair values of the net assets.

## **(d) Foreign currency and translation**

The financial statements of the Company are presented in Indian Rupee (' ') which is also the Company's functional currency. For each foreign operation, the Company determines the functional currency which is its respective local currency.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated to the relevant functional currency at exchange rates in effect at the balance sheet date. Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the initial transaction. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at **the exchange rate prevalent at the date when the fair value was determined.**

**Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the year. Revenue, expenses and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.**

The translation of foreign operations from respective functional currency into INR (the reporting currency) for assets and liabilities is performed using the exchange rates in effect at the balance sheet date, and for revenue, expenses and cash flows is performed using an appropriate daily weighted average exchange rate for the respective years. The exchange differences arising on translation are reported as a component of 'other comprehensive income (loss)'. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the statement of profit and loss.

#### **(e) Fair value measurement**

The Company records certain financial assets and liabilities at fair value on a recurring basis. The Company determines fair values based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for that asset or liability. The Company holds certain fixed income securities, equity securities and derivatives, which must be measured using the guidance for fair value hierarchy and related valuation methodologies. The guidance specifies a hierarchy of valuation techniques based on whether the inputs to each measurement are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about current market conditions. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The prescribed fair value hierarchy and related valuation methodologies are as follows:

Level 1 - Quoted inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are directly or indirectly observable in active markets.

Level 3 - Valuations derived from valuation techniques, in which one or more significant inputs are unobservable inputs which are supported by little or no market activity.

In accordance with Ind AS 113, assets and liabilities are to be measured based on the following valuation techniques:

- a) **Market approach** – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- b) **Income approach** – Converting the future amounts based on market expectations to its present value using the discounting method.
- c) **Cost approach** – Replacement cost method.

Certain assets are measured at fair value on a non-recurring basis. These assets consist primarily of non-financial assets such as goodwill and intangible assets. Goodwill and intangible assets recognized in business combinations are measured at fair value initially and subsequently when there is an indicator of impairment, the impairment is recognized.

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

#### **(f) Revenue recognition**

##### **Contracts involving provision of services**

Revenue is recognized when persuasive evidence of an arrangement exists, services have been rendered, the fee is determinable and collectability is reasonably assured. Contracts can be primarily categorized as time-and-material or fixed price contracts.

## **Time-and-material contracts**

Revenue with respect to time-and-material contracts is recognized as the related services are performed.

## **Fixed Price contracts**

Revenue related to contracts providing maintenance and support services, is recognized over the term of the contract where the company has continuing obligation.

Revenue from technology integration and complex network building contracts is recognized in accordance with the Percentage-of-Completion (POC) method. Under the POC method, progress towards completion is measured based on either achievement of specified contract milestones, cost incurred as a proportion of estimated total cost or other measures of progress when available. If circumstances arise that change the original estimates of revenues, costs, or extent of progress towards completion, revisions are made to the estimates. These revisions may result in increase or decrease in estimated revenues or costs, and such revisions are reflected in income in the year in which the circumstances that gave rise to the revision become known to the management. Provisions for estimated losses, if any, on contracts in progress are recorded in the period in which such losses become probable based on the current cost estimates. Contract losses are determined to be the amount by which the estimated total cost to complete exceeds the estimated total revenue that will be generated by the contract and are included in Cost of services and classified in other accrued liabilities.

In arrangements involving sharing of customer revenues, revenue is recognized when the amounts are known and the right to receive is established. Incremental revenue from existing contracts arising on future sales to the customers is recognized when it is earned, and collectability is reasonably assured.

Revenues from unit-priced contracts are recognized as transactions are processed, based on objective measures of output.

Revenue from product sales is shown net of sales tax and applicable discounts and allowances. Revenue related to product with installation services that are critical to the product is recognized when installation of product at customer site is completed and accepted by the customer. If the revenue for a delivered item is not recognized for non-receipt of acceptance from the customer, the cost of the delivered item continues to be in inventory.

## **Multiple-element arrangements**

When a sales arrangement contains multiple elements, such as services, hardware and software products and licenses, revenue for each element is determined based on its fair value. Revenue recognition for delivered elements is limited to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or refund privileges.

Revenue from activities in transition services not having standalone value in outsourcing arrangements is deferred and recognized over the period of the arrangement. Direct and incremental costs in relation to such an arrangement are also deferred to the extent of revenue. Certain upfront non-recurring contract acquisition costs incurred in the initial phases of outsourcing contracts are deferred and amortized usually on a straight-line basis, over the term of the contract unless revenues are earned, and obligations are fulfilled in a different pattern. The undiscounted cash flows from the arrangement are periodically estimated and compared with the unamortized costs. If the unamortized costs exceed the undiscounted cash flow, a loss is recognized.

In instances when revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Company is a principal to the transaction and net of costs when the Company is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the Company is a principal or an agent, most notably whether the Company is the primary obligor to the customer, has established its own pricing, and has inventory and credit risks.

Revenue is recognized net of discounts and allowances, value-added tax and goods & service tax, and includes reimbursement of out-of-pocket expenses, with the corresponding out-of-pocket expenses included in cost of revenues.

Revenue from financing leases is recognized when risk of loss has been transferred to the client and there are no unfulfilled obligations that affect the final acceptance of the arrangement by the client. Revenue from operating leases is accounted on a straight-line basis as service revenue over the rental period. Interest attributable to financing leases included therein is recognized on an accrual basis using the effective interest method.

## **Interest income**

Interest income for all financial instruments measured at amortized cost is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

## **(g) Income taxes**

Income tax expense comprises current and deferred income tax.

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current income tax for current

and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Provision for income tax includes the impact of provisions established for uncertain income tax positions.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities recognized for those temporary differences which originate during the tax holiday period are reversed after the tax holiday period. For this purpose, reversal of timing differences is determined using first in first out method.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the year that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in the statement of profit and loss.

#### **(h) Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The Company identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.

Expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

Gains or losses arising from derecognition of assets 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 derecognized.

Property, plant and equipment under construction and cost of assets not ready for use at the year-end are disclosed as capital work- in- progress.

Depreciation on property, plant and equipment is provided on the straight-line method over their estimated useful lives, as determined by the management. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

### **(i) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset 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 derecognized.

The intangible assets are amortized over the estimated useful life of the assets as mentioned below except certain Licensed IPRs which include the right to modify, enhance or exploit are amortized in proportion to the expected benefits over the useful life which could range up to 15 years.

### **(j) Research and development costs**

Research costs are expensed as incurred. Development expenditure, on an individual project, is recognized as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

## **(k) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **(l) Inventory**

Stock-in-trade, stores and spares are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of stock-in-trade procured for specific projects is assigned by identifying individual costs of each item. Cost of stock in trade, that are interchangeable and not specific to any project and cost of stores and spare parts are determined using the weighted average cost formula.

## **(m) Impairment of non-financial assets**

### **Goodwill**

Goodwill is tested annually on March 31, for impairment, or sooner whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Company's cash generating units (CGU) expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU, pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill recognized in the statement of profit and loss is not reversed in the subsequent period.

## **Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the asset exceeds the estimated recoverable amount of the asset.

### **(n) Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows.

### **(p) Retirement and other employee benefits**

i. Provident fund: Employees of the Company receive benefits under the provident fund, a defined benefit plan. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Company or Government administered provident fund; while the balance contribution is made to the Government administered pension fund. For the contribution made by the Company to the provident fund trust managed by the Company, the Company has an obligation to fund any shortfall on the yield of the Trust's investments over the administered interest rates. The liability is actuarially determined (using the projected unit credit method) at the end of the year. The funds contributed to the Trust are invested in specific securities as mandated by law and generally consist of federal and state government bonds, debt instruments of government-owned corporations and other eligible market securities.

ii. In respect of superannuation, a defined contribution plan for applicable employees, the Company contributes to a scheme administered on its behalf by an insurance company and such contributions for each year of service rendered by the employees are charged to the statement of profit and loss. The Company has no further obligations to the superannuation plan beyond its contributions.

iii. Gratuity liability: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's base salary and the tenure of employment (subject to a maximum of Rs. 20 lacs per employee). The liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial gains / losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the year 2021-22 in which they occur.

In respect to certain employees in India, the Company contributes towards gratuity liabilities to the Gratuity Fund Trust. Trustees of the Company administer contributions made to the Trust and contributions are invested in a scheme with Life Insurance Corporation of India as permitted by law.

iv. compensated absences: The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The employees can carry forward up to the specified portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the projected unit credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense on non-accumulating compensated absences is recognized in the statement of profit and loss in the year in which the absences occur. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred.

v. State Plan: The contribution to State Plans in India, a defined contribution plan namely Employee State Insurance Fund is charged to the statement of profit and loss as and when employees render related services.

**(q) Equity settled stock-based compensation**

Stock-based compensation represents the cost related to stock-based awards granted to employees. The Company measures stock-based compensation cost at grant date, based on the estimated fair value of the award and recognizes the cost (net of estimated forfeitures) on a straight-line basis over the requisite service period for each separately vesting portion of the award, as if award was in substance, multiple awards. The Company estimates the fair value of stock options using the Black-Scholes valuation model. The cost is recorded under the head employee benefit expense in the statement of profit and loss with corresponding increase in "Share Based Payment Reserve".

**(r) Financial Instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**i. Financial assets**

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. Purchase and sale of financial assets are accounted for at trade date.

**Cash and short-term deposits**

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

**Financial assets at amortized cost**

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in other income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category includes cash and bank balances, loans, unbilled revenue, trade and other receivables.

### **Financial asset at Fair Value through Other Comprehensive Income (OCI)**

A financial asset is classified and measured at fair value through OCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

- b) The asset's contractual cash flows represent solely payments of principal and interest.

Financial assets included within the OCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. Interest income is recognized in statement of profit and loss for debt instruments. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from OCI to statement of profit and loss.

### **Financial assets at Fair Value through Profit and Loss**

Any financial asset, which does not meet the criteria for categorization at amortized cost or at fair value through other comprehensive income, is classified at fair value through profit and loss. Financial assets included at the fair value through profit and loss category are measured at fair value with all changes recognized in the statement of profit and loss.

## **Equity investments**

Equity investments in subsidiaries are measured at cost.

## **Derecognition of financial assets**

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset.

## **Impairment of financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Lifetime ECL allowance is recognized for trade receivables with no significant financing component. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case they are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized in the statement of profit and loss.

## **ii. Financial liabilities**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

## **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

### **iii. Derivative financial instruments and hedge accounting**

Foreign exchange forward contracts and options are purchased to mitigate the risk of changes in foreign exchange rates associated with forecast transactions denominated in certain foreign currencies.

The Company recognizes all derivatives as assets or liabilities measured at their fair value. Changes in fair value for derivatives not designated in a hedge accounting relationship are marked to market at each reporting date and the related gains (losses) are recognized in the statement of profit and loss as 'foreign exchange gains (losses)'.

The foreign exchange forward contracts and options in respect of forecast transactions which meet the hedging criteria are designated as cash flow hedges. Changes in the derivative fair values (net of tax) that are designated as effective cash flow hedges are deferred and recorded in the hedging reserve account as a component of accumulated 'other comprehensive income (loss)' until the hedged transaction occurs and are then recognized in the statement of profit and loss. The ineffective portion of hedging derivatives is immediately recognized in the statement of profit and loss.

In respect of derivatives designated as hedges, the Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also formally assesses both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Hedge accounting is discontinued prospectively from the last testing date when (1) it is determined that the derivative financial instrument is no longer effective in offsetting changes in the fair value or cash flows of the underlying exposure being hedged; (2) the derivative financial instrument matures or is sold, terminated or exercised; or (3) it is determined that designating the derivative financial instrument as a hedge is no longer appropriate. When hedge accounting is discontinued the deferred gains or losses on the cash flow hedge remain in 'other comprehensive income (loss)' until the forecast transaction occurs. Any further change in the fair value of the derivative financial instrument is recognized in current year earnings.

## **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis to realize the assets and settle the liabilities simultaneously.

### **(s) Dividend**

Final dividend proposed by the Board of Directors is recognized upon approval by the shareholders who have the right to decrease but not increase the amount of dividend recommended by the Board of Directors. Interim dividends are recognized on declaration by the Board of Directors.

### **(t) Earnings per share (EPS)**

Basic EPS amounts are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equities outstanding during the year.

Diluted EPS amounts are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares).

Dilutive potential equity shares are deemed converted as at the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented.

#### **(u) Recently issued accounting pronouncements**

On 28 March 2018, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) (Amendments) Rules, 2018, amending the following standards:

#### **Appendix B to Ind AS 21, 'Foreign Currency Transactions and Advance Consideration'**

The amendment clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration.

The Appendix is effective for annual periods beginning on or after 1 April 2018. However, since the Company's current practice is in line with the Interpretation, the Company does not expect any effect on its financial statements.

#### **Ind AS 115, Revenue from Contract with Customers**

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 Revenue, Ind AS 11 Construction Contracts. The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under Ind AS 115, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The standard permits two possible methods of transition:

- o Retrospective approach-Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- o Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

**TABLE 4. PROPERTY, PLANT AND EQUIPMENT**

Particulars	Computers and Accessories	Total
Gross carrying value as at April 1, 2021	54,962,953	54,962,953
Additions	378,439	378,439
Deletions	-	-
Gross carrying value as at March 31, 2022	55,341,392	55,341,392
Particulars	Computers and Accessories	Total
Accumulated depreciation as on April 1, 2021	-	-
Depreciation	11,133,582	11,133,582
Accumulated depreciation as on delitions	-	-
Accumulated depreciation as on March 31, 2022	11,133,582	11,133,582
Carrying value as at March 31, 2022	44,207,810	44,207,810

**TABLE 5. ADVANCES, TRADE RECEIVABLES, CURRENT AND NON-CURRENT INVESTMENTS, OTHER CURRENT ASSETS**

<b>Note: 2 Investments and assets held for sale</b>		<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>Particulars</b>			
Non Current Investments			
Investment in Equity instruments of subsidiaries		31,137,969	31,137,969
Total carrying value		<b>31,137,969</b>	<b>31,137,969</b>
<b>Particulars</b>		<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Non-current			
Unquoted			
Investment carried at cost			
Investment in equity instruments of subsidiaries		31,137,969	31,137,969
Aspire communication, Mysore, India			
20,00,000 (20,00,000) equity shares, fully paid up		<b>31,137,969</b>	<b>31,137,969</b>
<b>Note: 3 Trade receivable</b>			
<b>Particulars</b>		<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Current			
Trade receivables		144,637,764	36,137,765
Unsecured, Considered good			
Total trade receivables		<b>144,637,764</b>	<b>36,137,765</b>
(1) Includes dues from companies where directors are interested			
<b>Note: 4 Cash and cash equivalents</b>			
<b>Particulars</b>		<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Balances with Banks		228,454	25,965
In current and deposit accounts			
Cash on hand		55,799	69,052
		<b>284,253</b>	<b>95,017</b>
<b>Bank balances other than above</b>			
Balances with banks- Unpaid dividend accounts		103,172	103,172
<b>Note: 5 Other current assets</b>			
<b>Particulars</b>		<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
GST Input Tax Credit		2,235,476	1,878,886
		<b>2,235,476</b>	<b>1,878,886</b>
<b>Note: 5 Other current financial assets</b>			
<b>Particulars</b>		<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Other Loans and advances		769,626	435,419
Rental Advance		279,852	279,852
		<b>1,049,478</b>	<b>715,271</b>

**TABLE 6. SHARE CAPITAL**

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>Authorised Capital</b>		
2,10,00,000 Equity Shares of Rs.10/- each with equal voting rights	210,000,000	210,000,000
40,00,000 Preference Shares of Rs.10/- each with equal voting rights	40,000,000	40,000,000
	<b>250,000,000</b>	<b>250,000,000</b>
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>Issued, Subscribed and paid up</b>		
1,54,57,106 Equity Shares of Rs.10/- each with equal voting rights	154,571,060	154,571,060
3510800 Optionally Convertible Redeemable Preference Shares(OCRPS) at Rs.10	4,187,000	4,187,000
	<b>158,758,060</b>	<b>158,758,060</b>

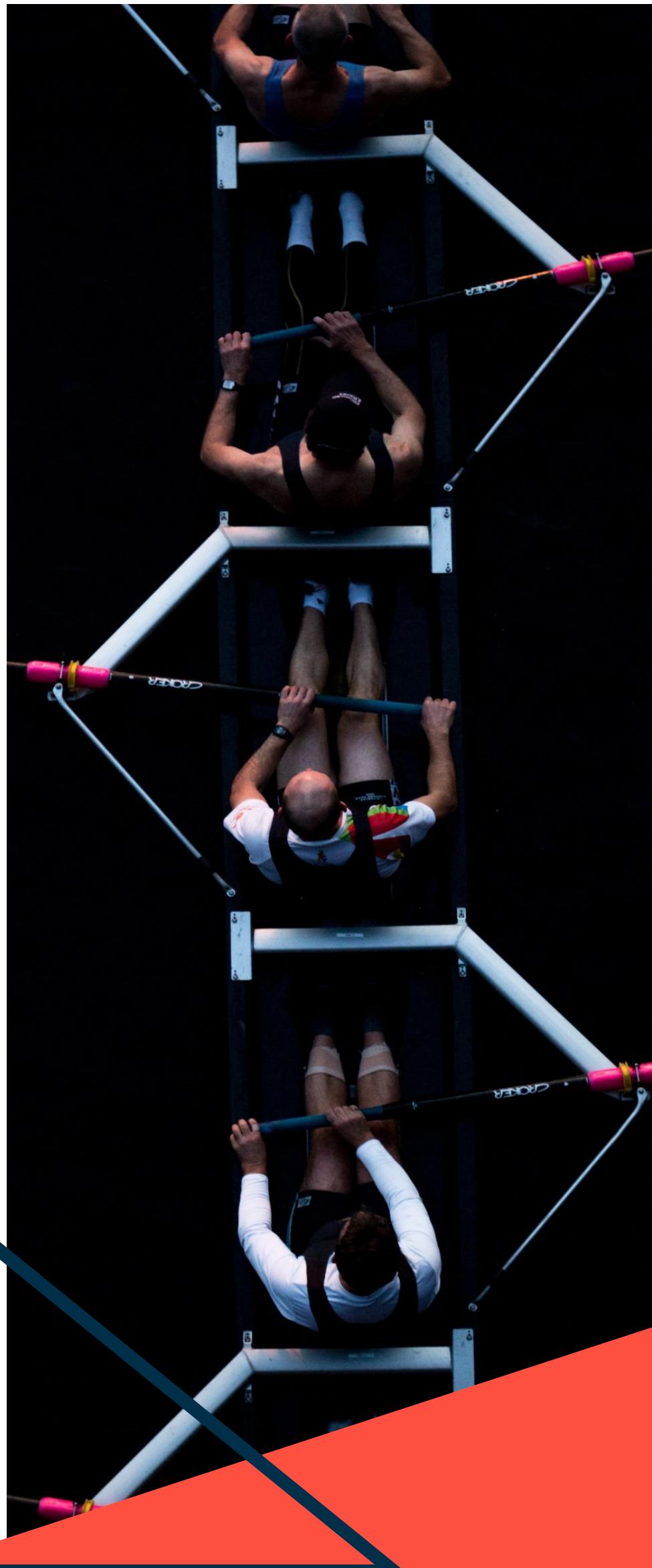
**TABLE 7. FINANCIAL LIABILITIES, TRADE PAYABLES, OTHER CURRENT LIABILITIES**

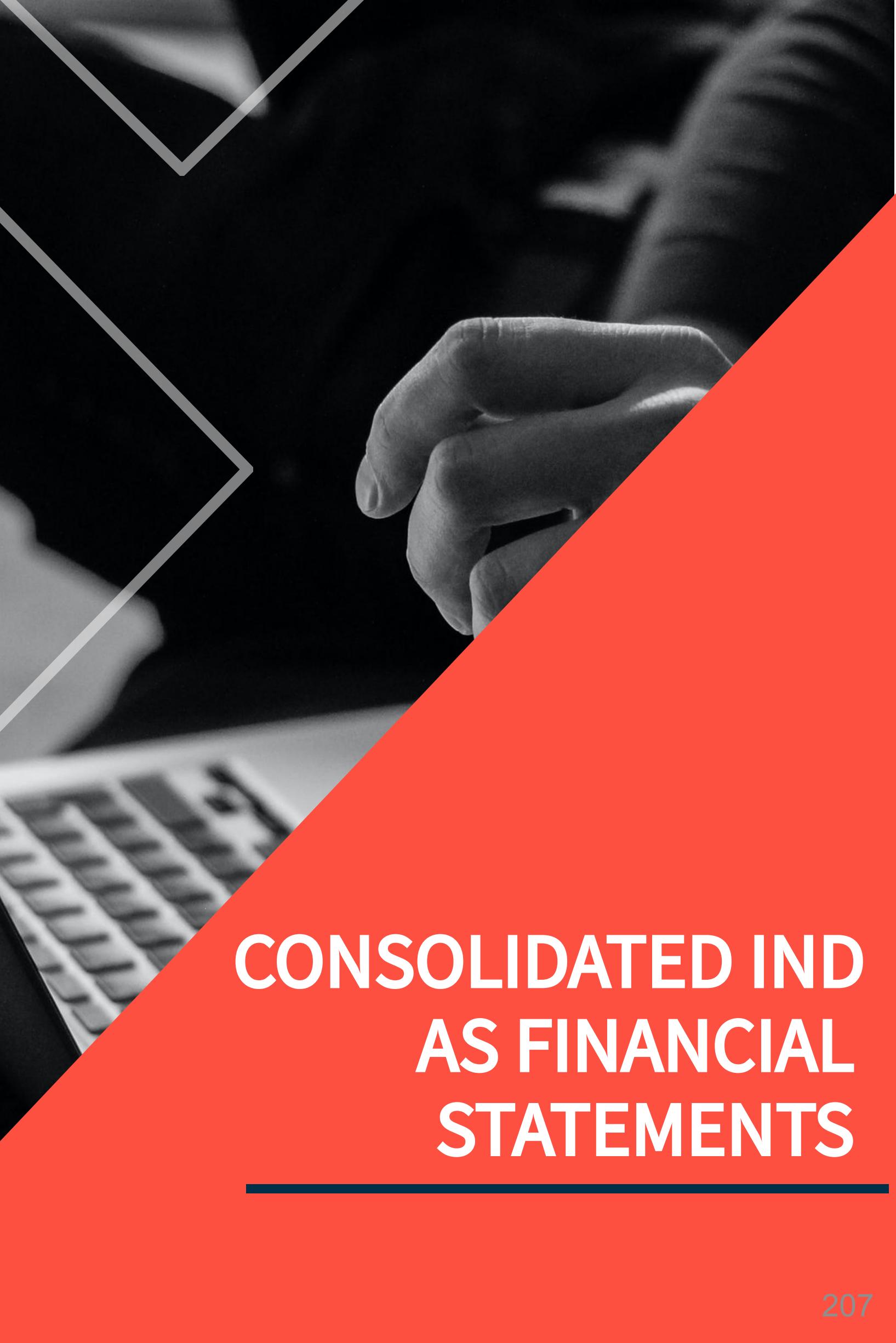
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Loan from Directors	48,971,617	16,997,179
Total	<b>48,971,617</b>	<b>16,997,179</b>
<b>Note: 9 Trade payables</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Trade payables	3,396,126	2,697,665
Total	<b>3,396,126</b>	<b>2,697,665</b>
<b>Note: 9 Other financial liabilities</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Liability towards capital goods	57,500,000	57,500,000
Unpaid dividends	103,172	103,172
Other Advances	2,000,000	-
Total	<b>59,603,172</b>	<b>57,603,172</b>
<b>Note: 10 Other current liabilities</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Statutory liabilities	4,429,803	3,288,449
Audit Expenses Payable	650,458	480,458
Gratuity Payable	135,278	135,278
Provision for Dividend on OCRPS	35,685	35,685
Other Current Liabilities	70,079	70,079
Total	<b>5,321,303</b>	<b>4,009,949</b>

**TABLE.8. REVENUE, EMPLOYEE BENEFITS AND OTHER EXPENSES**

<b>Note: 13 Employee benefits expense</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Salary Expenses	13,432,261	4,011,653
Staff welfare expenses	25,043	
Total	<b>13,457,304</b>	<b>4,011,653</b>
<b>Note: 14 Depreciation and Amortisation</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Depreciation & Amortisation	11,133,582	2,958,913
Total	<b>11,133,582</b>	<b>2,958,913</b>
<b>Note: 15 Other Expenses</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Maintenance expenses		741,000
Rent - Office	1,829,934	1,292,265
Communication expenses		164,452
Listing fees		583,200
Travel Expenses	908,809	
Bad debts written off		
Audit Fee	700,000	500,000
Secretarial & Professional Fees	1,647,558	530,206
Director's Sitting fees		-
Foreign Exchange Loss	-	766,092
Share Maintenance Charges	89,002	24,451
ROC Fees	11,440,571	10,800
Server Rental expenses	65,000	88,500
Depository Charges	97,200	105,207
Other Expenses	3,371,858	-
Advertisement	669,909	55,488
Bank Charges	1,221	6,497
Rates and Taxes	-	67,841
Administration Expenses	19,773	16,500
<b>Total</b>	<b>20,840,835</b>	<b>4,952,499</b>

“Keeping True Heart of Kindness,  
Determination and Perseverance,  
Striving for Success, Sharing and  
Growing with the Customers”





# **CONSOLIDATED IND AS FINANCIAL STATEMENTS**

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# **INDEPENDENT AUDITOR'S REPORT**

**To the Members of California Software Company Limited**

## **Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of California Software Company Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

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

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its Associates in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the 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 thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## **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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164(2) of the Act;
  - 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 2" to this report.
  - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in "Annexure 1" to this report;

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

- The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in the consolidated Ind AS financial statements;
- Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2020. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiaries incorporated in India during the year ended March 31, 2020.

**For M.K. Dandeker & Co.**

(ICAI Reg. No. 000679S)

Chartered Accountants

**S. Poosaidurai**

Partner

Chartered Accountants

Membership Number: 23754

Place of Signature: Chennai

Date: May 30, 2022.

## **ANNEXURE 1 - TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF CALIFORNIA SOFTWARE COMPANY LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

(In conjunction with our audit of the consolidated financial statements of California Software Company Limited as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of California Software Company Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

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

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For M.K. Dandeker & Co.**

(ICAI Reg. No. 000679S)

Chartered Accountants

**S. Poosaidurai**

Partner

Chartered Accountants

Membership Number: 223754

Place of Signature: Chennai

Date: May 30, 2022

**TABLE 1. CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022**

	Particulars	Note no	For the year ended March 31,	For the year ended March 31,
I	Revenue from operations	11	108,571,560	14,550,000
II	Other income, net	12	1,000	-
III	<b>Total income</b>		<b>108,572,560</b>	<b>14,550,000</b>
IV	<b>Expenses</b>			
	Employee benefit expense	13	13,457,304	4,011,653
	Depreciation and amortisation expense	14	11,133,582	2,958,913
	Other expenses	15	20,842,782	4,952,499
	<b>Total expenses</b>		<b>45,433,668</b>	<b>11,923,065</b>
V	Profit before exceptional items and tax		63,138,892	2,626,935
VI	Exceptional items		-	-
VII	<b>Profit before tax</b>		<b>63,138,892</b>	<b>2,626,935</b>
VIII	Tax expense			
	(i) Current tax		20,114,906	307,225
	(ii) Deferred tax		(399,831)	375,778
IX	<b>Profit for the period</b>		<b>43,423,818</b>	<b>1,943,932</b>
X	Other Comprehensive Income			
	Loss		-	-
	reclassified to Profit or Loss		-	-
	c) Items that will be reclassified to Profit or Loss		-	-
	reclassified to Profit or Loss		-	-
XI	<b>Total Comprehensive Income for the period</b>		<b>43,423,818</b>	<b>1,943,932</b>
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		2.81	0.13
	Diluted		2.81	0.13
	Numbers of shares			
	Basic		<b>15,457,106</b>	<b>15,457,106</b>
	Diluted		<b>15,457,106</b>	<b>15,457,106</b>

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

**For M.K. Dandeker & Co.**

Chartered Accountants, ICAI Reg. No. 0006795)

**For and on behalf of the Board of Directors**

**S. Poosaidurai**

Partner. M. No. 223754

Place : Chennai

**Dr. M. Vasudevan**

Managing Director

**M. Vijayakumar**

Director

**TABLE 2. CONSOLIDATED PROFIT AND LOSS FOR THE YEAR  
ENDED MARCH 31, 2022**

	Particulars	Note no	For the year ended March 31,	For the year ended March 31,
I	Revenue from operations	11	108,571,560	14,550,000
II	Other income, net	12	1,000	-
III	<b>Total income</b>		<b>108,572,560</b>	<b>14,550,000</b>
IV	<b>Expenses</b>			
	Employee benefit expense	13	13,457,304	4,011,653
	Depreciation and amortisation expense	14	11,133,582	2,958,913
	Other expenses	15	20,842,782	4,952,499
	<b>Total expenses</b>		<b>45,433,668</b>	<b>11,923,065</b>
V	Profit before exceptional items and tax		63,138,892	2,626,935
VI	Exceptional items		-	-
VII	<b>Profit before tax</b>		<b>63,138,892</b>	<b>2,626,935</b>
VIII	Tax expense			
	(i) Current tax		20,114,906	307,225
	(ii) Deferred tax		(399,831)	375,778
IX	<b>Profit for the period</b>		<b>43,423,818</b>	<b>1,943,932</b>
X	Other Comprehensive Income			
	Loss		-	-
	reclassified to Profit or Loss		-	-
	c) Items that will be reclassified to Profit or Loss		-	-
	reclassified to Profit or Loss		-	-
XI	<b>Total Comprehensive Income for the period</b>		<b>43,423,818</b>	<b>1,943,932</b>
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		2.81	0.13
	Diluted		2.81	0.13
	Numbers of shares			
	Basic		15,457,106	15,457,106
	Diluted		15,457,106	15,457,106
The accompanying notes form an integral part of these standalone financial statements				
As per our report of even date attached				
<b>For M.K. Dandeker &amp; Co.</b> Chartered Accountants, ICAI Reg. No. 0006795)		<b>For and on behalf of the Board of Directors</b>		
<b>S. Poosaidurai</b> Partner. M. No. 223754 Place : Chennai		<b>Dr. M. Vasudevan</b> Managing Director		<b>M. Vijayakumar</b> Director

TABLE 3. STATEMENT OF CHANGE IN EQUITY

Particulars	Other equity						Total To equity attributable to equity holders of the Company	
	Reserves and surplus			Other comprehensive income				
Equity share capital	Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve	Equity instruments through other comprehen- sive income	Effective portion of cash flow hedges	Other items of other comprehen- sive income / (loss)
Balance as at April 1, 2021	154,571,060	949,056,932	(1,074,640,562)	65,864,241	4,187,000	206,250	-	-
Changes in equity for the year ended March 31, 2021			-	-	-	-	-	-
Profit for the year			-	43,425,765	-	-	-	43,425,765
Transfer to general reserve			-	-	-	-	-	-
Dividends			-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>154,571,060</b>	<b>949,056,932</b>	<b>-1,031,214,797</b>	<b>65,864,241</b>	<b>4,187,000</b>	<b>206,250</b>	<b>-</b>	<b>-11,900,374</b>
								<b>142,706,371</b>

# **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

## **ORGANIZATION AND NATURE OF OPERATIONS**

California Software Company Limited (hereinafter referred to as "the Company" or "the Parent Company") and its subsidiaries (hereinafter collectively referred to as "the Group") are primarily engaged in providing a range of software development services, business process outsourcing services and IT infrastructure services. The Company was incorporated under the provisions of the Companies Act applicable in India in February 1992, having its registered office at Workflo, Greeta Towers, Industrial Estate, Perungudi, OMR Phase 1, Chennai 600096, INDIA.

The Group leverages its offshore infrastructure and professionals to deliver solutions across select verticals including financial services, manufacturing (automotive, aerospace, Hi-tech, semi-conductors), life sciences & healthcare, public services (oil and gas, energy and utility, travel, transport and logistics), retail and consumer products, telecom, media, publishing and entertainment.

The consolidated financial statements for the year ended 31 March 2022 were approved and authorized for issue by the Board of Directors on 30th May 2022.

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **(a) Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). These financial statements have been prepared under the historical cost convention on an accrual and going concern basis except for the following assets and liabilities which have been measured at fair value:

- a) Derivative financial instruments,
- b) Certain financial assets and liabilities (refer accounting policy regarding financial instruments)

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous year. The Company uses the Indian rupee (₹) as its reporting currency.

## **Basis of Consolidation**

The consolidated financial statements comprise the financial statements of California Software Company Limited, the Parent Company, and its subsidiaries. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- b) Exposure, or rights, to variable returns from its involvement with the investee, and
- c) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) The contractual arrangement with the other vote holders of the investee
- b) Rights arising from other contractual arrangements
- c) The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of the subsidiaries in the Group are added on a line-by-line basis and inter-company balances and transactions including unrealized gain / loss from such transactions, are eliminated upon consolidation. The consolidated financial statements are prepared by applying uniform accounting policies in use by the Group.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not in control or joint control over those policies. The aggregate of the Group's share of profit and loss of an associate is shown on the face of the statement of profit and loss.

### **Use of estimates**

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and other comprehensive income (OCI) that are reported and disclosed in the consolidated financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Group may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used for, but not limited to, accounting for costs expected to be incurred to complete performance under fixed price projects, allowance for uncollectible accounts receivables, accrual of warranty costs, income taxes, valuation of share-based compensation, future obligations under employee benefit plans, the useful lives of property, plant and equipment, intangible assets, impairment of goodwill, and other contingencies and commitments. Changes in estimates are reflected in the consolidated financial statements in the year in which the changes are made. Actual results could differ from those estimates.

## **Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is the aggregate of the consideration transferred measured at fair value at the acquisition date and the amount of any non-controlling interest in the acquiree. For each business combination, the Group measures the non-controlling interest in the acquiree at fair value. Acquisition related costs are expensed as incurred.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as financial liability is measured at fair value with changes in fair value recognized in the statement of profit and loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognized as capital reserve after reassessing the fair values of the net assets.

## **Foreign currency and translation**

The Group's consolidated financial statements are presented in Indian Rupee (`), which is also the parent company's functional currency. For each entity, the Group determines the functional currency which is its respective local currency, except for four subsidiaries outside India being investment companies which use the `` as their functional currency, and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to the statement of profit and loss reflects the amount that arises from using this method.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated to the relevant functional currency at exchange rates in effect at the balance sheet date. Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of initial transaction. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the year. Revenue, expenses and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

The translation of foreign operations from respective functional currency into INR (the reporting currency) for assets and liabilities is performed using the exchange rates in effect at the balance sheet date, and for revenue, expenses and cash flows is performed using an appropriate daily weighted average exchange rate for the respective years. The exchange differences arising on translation for consolidation are reported as a component of 'other comprehensive income (loss)'. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the statement of profit and loss.

## Fair value measurement

The Group records certain financial assets and liabilities at fair value on a recurring basis. The Group determines fair values based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for that asset or liability.

The Group holds certain fixed income securities, equity securities and derivatives, which must be measured using the guidance for fair value hierarchy and related valuation methodologies. The guidance specifies a hierarchy of valuation techniques based on whether the inputs to each measurement are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Group's assumptions about current market conditions. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The prescribed fair value hierarchy and related valuation methodologies are as follows:

**Level 1** - Quoted inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

**Level 2** - Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are directly or indirectly observable in active markets.

**Level 3** - Valuations derived from valuation techniques, in which one or more significant inputs are unobservable inputs which are supported by little or no market activity.

In accordance with Ind AS 113, assets and liabilities are to be measured based on the following valuation techniques:

- Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- Income approach – Converting the future amounts based on market expectations to its present value using the discounting method.
- Cost approach – Replacement cost method.

Certain assets are measured at fair value on a non-recurring basis. These assets consist primarily of non-financial assets such as goodwill and intangible assets. Goodwill and intangible assets recognized in business combinations are measured at fair value initially and subsequently when there is an indicator of impairment, the impairment is recognized.

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

### **Revenue recognition**

#### **Contracts involving provision of services**

Revenue is recognized when persuasive evidence of an arrangement exists, services have been rendered, the fee is determinable, and collectability is reasonably assured. Contracts can be primarily categorized as time-and-material or fixed price contracts.

#### **Time-and-material contracts**

Revenue with respect to time-and-material contracts is recognized as the related services are performed.

## **Fixed Price contracts**

Revenue related to contracts providing maintenance and support services, is recognized over the term of the contract where the Group has continuing obligation.

Revenue from technology integration and complex network building contracts is recognized in accordance with the Percentage-Of-Completion (POC) method. Under the POC method, progress towards completion is measured based on either achievement of specified contract milestones, cost incurred as a proportion of estimated total cost or other measures of progress when available. If circumstances arise that change the original estimates of revenues, costs, or extent of progress towards completion, revisions are made to the estimates. These revisions may result in increase or decrease in estimated revenues or costs, and such revisions are reflected in income in the year in which the circumstances that gave rise to the revision become known to the management. Provisions for estimated losses, if any, on contracts-in-progress are recorded in the period in which such losses become probable based on the current cost estimates. Contract losses are determined to be the amount by which the estimated total cost to complete exceeds the estimated total revenue that will be generated by the contract and are included in cost of services and classified in other accrued liabilities.

In arrangements involving sharing of customer revenues, revenue is recognized when the amounts are known and the right to receive is established. Incremental revenue from existing contracts arising on future sales to the customers is recognized when it is earned and collectability is reasonably assured.

Revenues from unit-priced contracts are recognized as transactions are processed, based on objective measures of output.

Revenue from product sales are shown net of sales tax and applicable discounts and allowances. Revenue related to product with installation services that are critical to the product is recognized when installation of product at customer site is completed and accepted by the customer. If the revenue for a delivered item is not recognized for non-receipt of acceptance from the customer, the cost of the delivered item continues to be in inventory.

## **Multiple-element arrangements**

When a sales arrangement contains multiple elements, such as services, hardware and software products and licenses, revenue for each element is determined based on its fair value.

Revenue recognition for delivered elements is limited to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or refund privileges.

Revenue from activities in transition services not having standalone value in outsourcing arrangements is deferred and recognized over the period of the arrangement. Direct and incremental costs in relation to such an arrangement are also deferred to the extent of revenue. Certain upfront non-recurring contract acquisition costs incurred in the initial phases of outsourcing contracts are deferred and amortized usually on a straight-line basis, over the term of the contract unless revenues are earned and obligations are fulfilled in a different pattern. The undiscounted cash flows from the arrangement are periodically estimated and compared with the unamortized costs. If the unamortized costs exceed the undiscounted cash flow, a loss is recognized.

In instances when revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Group is a principal to the transaction and net of costs when the Group is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the Group is a principal or an agent, most notably whether the Group is the primary obligor to the customer, has established its own pricing, and has inventory and credit risks.

Revenue is recognized net of discounts and allowances, value-added tax and goods & service tax, and includes reimbursement of out-of-pocket expenses, with the corresponding out-of-pocket expenses included in cost of revenues.

Revenue from financing leases is recognized when risk of loss has been transferred to the client and there are no unfulfilled obligations that affect the final acceptance of the arrangement by the client. Revenue from operating leases is accounted on a straight-line basis as service revenue over the rental period. Interest attributable to financing leases included therein is recognized on an accrual basis using the effective interest method.

### **Interest income**

Interest income for all financial instruments measured at amortized cost is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### **Income taxes**

Income tax expense comprises current and deferred income tax.

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Provision for income tax includes the impact of provisions established for uncertain income tax positions.

Deferred income tax assets and liabilities recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are recognized for those temporary differences which originate during the tax holiday period are reversed after the tax holiday period. For this purpose, reversal of timing differences is determined using first-in-first-out method.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the year that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in the statement of profit and loss.

In some tax jurisdictions, tax deductions on share based payments to employees are different from the related cumulative remuneration expenses. If the amount of the tax deduction (or estimated future tax deduction) exceeds the amount of the related cumulative remuneration expense, the excess of the associated tax is recognized directly in retained earnings.

## **Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The Group identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.

Expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

Gains or losses arising from derecognition of assets 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 derecognized. Property, plant and equipment under construction and cost of assets not ready for use at the year-end are disclosed as capital work-in-progress.

## **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset 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 derecognized.

The intangible assets are amortized over the estimated useful life of the assets as mentioned below except certain Licensed IPRs which include the right to modify, enhance or exploit are amortized in proportion to the expected benefits over the useful life which could range up to 15 years

#### Research and development costs

Research costs are expensed as incurred. Development expenditure, on an individual project, is recognized as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **Inventory**

Stock-in-trade, stores and spares are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of stock-in-trade procured for specific projects is assigned by identifying individual costs of each item. Cost of stock in- trade, that are interchangeable and not specific to any project and cost of stores and spare parts are determined using the weighted average cost formula.

## **Impairment of non-financial assets**

### **Goodwill**

Goodwill is tested annually on March 31, for impairment, or sooner whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating units (CGU) expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU, pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill recognized in the statement of profit and loss is not reversed in the subsequent period.

### **Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the asset exceeds the estimated recoverable amount of the asset.

## **Provisions**

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows.

## **Equity settled stock-based compensation**

Stock-based compensation represents the cost related to stock-based awards granted to employees. The Company measures stock-based compensation cost at grant date, based on the estimated fair value of the award and recognizes the cost (net of estimated forfeitures) on a straight line basis over the requisite service period for each separately vesting portion of the award, as if award was in substance, multiple awards. The Company estimates the fair value of stock options using the Black-Scholes valuation model. The cost is recorded under the head employee benefit expense in the statement of profit and loss with corresponding increase in "Share Based Payment Reserve".

## **Financial Instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets**

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. Purchase and sale of financial assets are accounted for at trade date.

## **Cash and short-term deposits**

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

## **Financial assets at amortized cost**

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in other income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category includes cash and bank balances, loans, unbilled revenue, trade and other receivables.

## **Financial asset at Fair Value through Other Comprehensive Income (OCI)**

A financial asset is classified and measured at fair value through OCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Financial assets included within the OCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. Interest income is recognized in statement of profit and loss for debt instruments. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from OCI to statement of profit and loss.

## **Financial assets at Fair Value through Profit and Loss**

Any financial asset, which does not meet the criteria for categorization at amortized cost or at fair value through other comprehensive income, is classified at fair value through profit and loss. Financial assets included at the fair value through profit and loss category are measured at fair value with all changes recognized in the statement of profit and loss.

### **Equity investments**

Equity investments, for which sufficient, more recent, information to measure fair value is not available, are measured at cost. Other equity investments in scope of Ind AS 109 are measured at fair value through profit and loss.

Equity investments included within the fair value through profit and loss category are measured at fair value with all changes recognized in the statement of profit and loss.

## **Derecognition of financial assets**

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Group has transferred its rights to receive cash flows from the asset.

### **Impairment of financial assets**

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Lifetime ECL allowance is recognized for trade receivables with no significant financing component. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case they are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized in statement of profit and loss.

## **Financial liabilities**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method except for deferred consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

## **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

## **Derivative financial instruments and hedge accounting**

Foreign exchange forward contracts and options are purchased to mitigate the risk of changes in foreign exchange rates associated with forecast transactions denominated in certain foreign currencies.

The Group recognizes all derivatives as assets or liabilities measured at their fair value. Changes in fair value for derivatives not designated in a hedge accounting relationship are marked to market at each reporting date and the related gains (losses) are recognized in the statement of profit and loss as 'foreign exchange gains (losses)'.

The foreign exchange forward contracts and options in respect of forecast transactions which meet the hedging criteria are designated as cash flow hedges. Changes in the derivative fair values (net of tax) that are designated as effective cash flow hedges are deferred and recorded in the hedging reserve account as a component of accumulated 'other comprehensive income (loss)' until the hedged transaction occurs and are then recognized in the statement of profit and loss. The ineffective portion of hedging derivatives is immediately recognized in the statement of profit and loss.

In respect of derivatives designated as hedges, the Group formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also formally assesses both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Hedge accounting is discontinued prospectively from the last testing date when (1) it is determined that the derivative financial instrument is no longer effective in offsetting changes in the fair value or cash flows of the underlying exposure being hedged; (2) the derivative financial instrument matures or is sold, terminated or exercised; or (3) it is determined that designating the derivative financial instrument as a hedge is no longer appropriate. When hedge accounting is discontinued the deferred gains or losses on the cash flow hedge remain in 'other comprehensive income (loss)' until the forecast transaction occurs. Any further change in the fair value of the derivative financial instrument is recognized in current year earnings.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis to realize the assets and settle the liabilities simultaneously.

### **Dividend**

Final dividend proposed by the Board of Directors are recognized upon approval by the shareholders who have the right to decrease but not increase the amount of dividend recommended by the Board of Directors. Interim dividends are recognized on declaration by the Board of Directors.

### **Earnings per share (EPS)**

Basic EPS amounts are computed by dividing the net profit attributable to the equity holders of the parent company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are computed by dividing the net profit attributable to the equity holders of the parent company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as at the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented.

### **Recently issued accounting pronouncements**

On 28 March 2018, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) (Amendments) Rules, 2018, amending the following standards:

### **Appendix B to Ind AS 21, 'Foreign Currency Transactions and Advance Consideration'**

The amendment clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration.

The Appendix is effective for annual periods beginning on or after 1 April 2018. However, since the Group's current practice is in line with the Interpretation, the Group does not expect any effect on its consolidated financial statements.

## **Ind AS 115, Revenue from Contract with Customers**

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 Revenue, Ind AS 11 Construction Contracts. The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018.

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under Ind AS 115, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The standard permits two possible methods of transition:

- Retrospective approach-Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The Group is currently evaluating the impact that the adoption of this new standard will have on its consolidated financial statements.

**TABLE 4. PROPERTY, PLANT AND EQUIPMENT**

Particulars	Computers and Accessories	Total
Gross carrying value as at April 1, 2021	54,962,953	54,962,953
Additions	378,439	378,439
Deletions	-	-
Gross carrying value as at March 31, 2022	55,341,392	55,341,392
Particulars	Computers and Accessories	Total
Accumulated depreciation as on April 1, 2021	-	-
Depreciation	11,133,582	11,133,582
Accumulated depreciation as on deletions	-	-
Accumulated depreciation as on March 31, 2022	11,133,582	11,133,582
Carrying value as at March 31, 2022	44,207,810	44,207,810

**TABLE 5. ADVANCES, TRADE RECEIVABLES, CURRENT AND NON-CURRENT INVESTMENTS, OTHER CURRENT ASSETS**

<b>Note: 3 Trade receivable</b>		
Particulars	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Current		
Trade receivables	143,069,971	36,137,765
Unsecured, Considered good		
Total trade receivables	<b>143,069,971</b>	<b>36,137,765</b>
(1) Includes dues from companies where directors are interested		
<b>Note: 4 Cash and cash equivalents</b>		
Particulars	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Balances with Banks	331,626	25,965
In current and deposit accounts		
Cash on hand	55,799	69,052
Balances with banks- Unpaid dividend accounts		103,172
	<b>387,425</b>	<b>198,189</b>
<b>Note: 5 Other current assets</b>		
Particulars	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Advance Income tax (net of provisions)	9,327,031	56,223,699
Other Loans and advances	47,508,219	-
Rental Advance	279,852	279,852
Advance- Others		590,351
Receivable from Government authorities	2,235,476	1,878,886
	<b>59,350,578</b>	<b>58,491,788</b>

**TABLE 6. INVESTMENTS, TRADE RECEIVABLES, CASH**

<b>Note: 2 Investments and assets held for sale</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Non Current Investments		
Investment in Equity instruments of subsidiaries	31,137,969	31,137,969
Total carrying value	31,137,969	31,137,969
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Non-current		
Unquoted		
Investment carried at cost		
Investment in equity instruments of subsidiaries	31,137,969	31,137,969
Aspire communication, Mysore, India		
20,00,000(20,00,000) equity shares, fully paid up	31,137,969	31,137,969
<b>Note: 3 Trade receivable</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Current		
Trade receivables	143,069,971	36,137,765
Unsecured, Considered good		
Total trade receivables	143,069,971	36,137,765
(1) Includes dues from companies where directors are interested		
<b>Note: 4 Cash and cash equivalents</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Balances with Banks	331,626	25,965
In current and deposit accounts		
Cash on hand	55,799	69,052
Balances with banks- Unpaid dividend accounts		
	387,425	198,189

**TABLE 7. OTHER CURRENT ASSETS AND EQUITY**

<b>Note: 5 Other current assets</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Advance Income tax (net of provisions)	9,327,031	56,223,699
Other Loans and advances	47,508,219	- 481,000
Rental Advance	279,852	279,852
Advance - Others		590,351
Receivable from Government authorities	2,235,476	1,878,886
	59,350,578	58,491,788
<b>Note: 6 Equity</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>Authorised Capital</b>		
2,10,00,000 Equity Shares of Rs.10/- each with equal voting rights	210,000,000	210,000,000
40,00,000 Preference Shares of Rs. 10/- each with equal voting rights	40,000,000	40,000,000
	250,000,000	250,000,000
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>Issued, Subscribed and paid up</b>		
1,54,57,106 Equity Shares of Rs.10/- each with equal voting rights	154,571,060	154,571,060
3510800 Optionally Convertible Redeemable Preference Shares(OCRPS) at Rs.10	4,187,000	4,187,000
	158,758,060	158,758,060

**TABLE 8. TRADE PAYABLES AND OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2022	As at March 31, 2021
Loan from Directors	48,971,617	16,997,179
<b>Total</b>	<b>48,971,617</b>	<b>16,997,179</b>
<b>Note: 9 Trade payables</b>		
Particulars	As at March 31, 2022	As at March 31, 2021
Trade payables	3,496,126	2,697,665
Asset Purchase Payable	57,500,000	57,500,000
<b>Total</b>	<b>60,996,126</b>	<b>60,197,665</b>
<b>Note: 10 Other current liabilities</b>		
Particulars	As at March 31, 2022	As at March 31, 2021
Unpaid dividends	103,172	103,172
Statutory liabilities	4,478,229	3,288,449
Audit Expenses Payable	754,958	480,458
Gratuity Payable	135,278	135,278
Provision for Dividend on OCRPS	35,685	35,685
Other Current Liabilities	70,079	70,079
Provision for Current Tax	20114905.86	
<b>Total</b>	<b>25,692,307</b>	<b>4,113,121</b>

**TABLE 9. REVENUE FROM OPERATIONS AND EXPENSES**

<b>Note: 11 Revenue from operations</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Sale of Services	108,571,560	14,550,000
<b>Total</b>	<b>108,571,560</b>	<b>14,550,000</b>
<b>Note: 12 Other Income</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
UPI ID TESTING	1,000	
Foreign exchange gain	-	
<b>Total</b>	<b>1,000</b>	<b>-</b>
<b>Note: 13 Employee benefits expense</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Salary Expenses	13,432,261	4,011,653
Staff welfare expenses	25,043	
<b>Total</b>	<b>13,457,304</b>	<b>4,011,653</b>
<b>Note: 14 Depreciation and Amortisation</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Depreciation & Amortisation	11,133,582	2,958,913
<b>Total</b>	<b>11,133,582</b>	<b>2,958,913</b>
<b>Note: 15 Other Expenses</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Maintenance expenses		741,000
Rent - Office	1,829,934	1,292,265
Communication expenses		164,452
Listing fees		583,200
Travel Expenses	908,809	
Bad debts written off		
Audit Fee	700,000	500,000
Secretarial & Professional Fees	1,647,558	530,206
Director's Sitting fees		-
Foreign Exchange Loss	-	766,092
Share Maintenance Charges	89,002	24,451
ROC Fees	11,440,571	10,800
Server Rental expenses	65,000	88,500
Depository Charges	97,200	105,207
Other Expenses	3,371,858	-
Advertisement	669,909	55,488
Bank Charges	3,168	6,497
Rates and Taxes	-	67,841
Administration Expenses	19,773	16,500
<b>Total</b>	<b>20,842,782</b>	<b>4,952,499</b>

# Next Steps

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- › Survey launch for low and medium performing products
- › Find out ways to upgrade low performing products
- › Sales and Marketing campaigns
- › Lead generation
- › Launch of new products

