

Date: 08.09.2023

To,
The BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai – 400001

Scrip code: 542923

Sub: Submission of Annual Report of the company for the financial year 2022-23.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Report of the company for the Financial Year 2022- 2023. The 08th Annual General Meeting of the company is scheduled to be held on Saturday, 30th September, 2023 at 11:00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). Please note that the electronic copy of the Annual Report 2022-2023 along with notice of 8th Annual General Meeting is being sent by email to those members whose email addresses are registered.

For M/s Tranway Technologies Limited



Anitha R

Company Secretary and Compliance Officer



Encl: Annual Report 2022-2023

TRANWAY TECHNOLOGIES LIMITED

ANNUAL REPORT

2022-2023



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T
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BUSINESS OVERVIEW

TRANWAY AT GLANCE	01-01
LEADERSHIP TEAM	02-02
AWARDS AND ACHIEVEMENTS	03-04
CORPORATE INFORMATION	05-07
MESSAGE FROM CHAIRMAN	08-09

STATUTORY REPORTS

NOTICE OF THE MEETING	10-22
BOARD'S REPORT	23-40
ANNEXURES	41- 64

FINANCIAL STATEMENTS AND AUDITOR'S REPORT

STANDALONE FINANCIAL STATEMENTS	65-97
CONSOLIDATED FINANCIAL STATEMENTS	98-124



TRANWAY AT GLIMPSE

Established in the year 2014, Tranway Technologies Limited, a sister-concern of Bharat groups, is recognized as a global leader in Information Technology and consulting services. We endeavour to offer quality and innovative service in information technology, software services, software products and staffing solutions.

We are headquartered in Bangalore – the silicon city of India with operations in South Africa and Malaysia. Our organization is driven by industry-experts, who set right guidelines and visions in business operations. The effective strategies designed by them not only empower you, but also leverage growth encouraging customer-engagement.

OUR MISSION

We understand the business value and strive to transcend beyond the geographical boundaries by offering responsive services. Our technological solutions with result-oriented approach enable you transform the growth of organization and optimize performance by delivering measurable success.

OUR VISION

Tranway believes in building leaders by imbibing qualities of dedication and aspiration that empower them to invent and achieve business goals in age of AI adaptation.

LEADERSHIP TEAM

The exclusive team consists of skilful-professionals provide unmatched guidance and support with market-driven insights. Our leaders have gained decades of experience and expertise in the niche-industry; evolve strategic-approach to address diverse business needs. While our partnership thrives on reliability and collaboration allowing us accelerate customer growth to the next level. At Tranway, we have also derived win-to-win policy to match or exceed business requirements, making our clients more competitive.

Kalavathy Bylappa

Founder and Chairman and Managing Director

Kalavathy is an IT thought leader with expertise in leading and building IT technology team. She carries 2 decades of experience focusing on implementation of IT services and projects. Her in-depth knowledge in market trends help in analysing client's requirement, and thereby create a roadmap for business success. Prior to Tranway she had worked with Ness Technologies, SAP Labs & Thomson Reuters to setup the QA teams from inception to delivery.

Bharat Bylappa

Founder and CEO

A multi-facet entrepreneur has a proven track record of business creation, development and optimization. The extensive industry knowledge combined with unique ability to execute his visions helped him to emerge as one of the leading entrepreneurs in the service industry. His strong network, innovative leadership and entrepreneurial methodologies significantly contributed to acquire business goals within a short-span.

AWARDS/ACHIEVEMENTS



Winner of "Enterprise Business Awards 2016
Powered by DELL, KPMG & NDTV



Winner of "India Leadership Awards 2016"

"Outstanding Achievement Award for Business Excellence" IEDRA



Nominee of "ET Tomorrows Leadership Award"

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Kalavathy Bylappa	Chairman and Managing Director
Mr. Bharat	Whole Time Director
Mr. Anand G Patil	Independent Director
Mr.Nagaraj Susurla Ramasubbarao	Independent Director
Mr.Venkataraja C	Independent Director
Mrs. Preeti Sandeep Byse	CFO
Mrs. Anitha R	CS and Compliance Officer

AUDIT COMMITTEE

Name of the Director	Status in Committee	Nature of Directorship
Mr. Nagaraj Susurla Ramasubbarao	Chairman	Independent Director
Mr. Anand G Patil	Member	Independent Director
Mrs. Kalavathy Bylappa	Member	Executive Director
Mrs Anitha R	Secretary	Company Secretary

NOMINATION AND REMUNERATION COMMITTEE

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anand G Patil	Chairman	Independent Director
Mr. Nagaraj Susurla Ramasubbarao	Member	Independent Director
Mr. Chekodu Venkataraja	Member	Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Name of the Director	Status in Committee	Nature of Directorship
Mr. Chekodu Venkataraja	Chairman	Independent Director
Mr. Anand G Patil	Member	Independent Director
Mr. Nagaraj Susurla Ramasubbarao	Member	Independent Director

AUDITORS

STATUTORY AUDITORS

M/s. Luharuka & Co.,
Chartered Accountants,
18 Rabindra Sarani
Poddar Court (Gate No.1), Suite No. 530
Kolkata- 700 001

SECRETARIAL AUDITORS

CS Puja Pujari
Practicing Company Secretary
2, Nawab Lane, Kolkatta 700007

REGISTRAR AND TRANSFER AGENT (RTA)

BgSE Financials Limited
Stock Exchange Tower, No.51,
1st Cross, J C Road,
Bangalore – 560027
Phone: 080 4132 9661
Email: vp-rta@bfsl.co.in / cs_rta@bfsl.co.in

CHAIRMAN MESSAGE

Dear Shareholders,

I hope this message finds you and your families in good health. It is with great pleasure that I present to you the 8th Annual Report of our company.

The past year marked a significant turning point as we successfully established an entity that harnessed the advantages of expanding our range of services, thereby delivering greater value to all our stakeholders. Our company is currently in the midst of an expansion and diversification process of its services portfolio.

Our client base includes leading global enterprises, and together, we will continue to forge mutually beneficial partnerships with our stakeholders, creating a more formidable force for new opportunities. Our unwavering commitment to innovation, agility, and customer-centricity has enabled us to adapt to the ever-changing market needs and maintain a competitive edge.

We are uniquely positioned to offer a highly diversified portfolio of quality and innovative services in information technology, software services, software products, staffing solutions, and skills across a broader market footprint. We have full confidence that our distinctive combination of expertise, experience, and technology will guide us through the future while remaining firmly aligned with our objectives.

Recognizing the business value, we aspire to transcend geographical boundaries by providing responsive services. Our technology-driven solutions, with a focus on achieving measurable success, empower organizations to enhance growth and optimize performance.

I extend a warm welcome to all our shareholders to be a part of this journey and express my anticipation of your ongoing partnership and support. I would like to convey my heartfelt gratitude to the Company Staff and Management team for their tireless dedication and hard work.

Our commitment to sustainability remains unwavering, as we believe it to be a top priority in creating enduring value for our stakeholders. We will continue to prioritize sustainability in our business practices, striking a balance between economic objectives and social responsibility to the best of our abilities.

I extend my gratitude to the management team, staff, bankers, and business associates for their unwavering support and dedication that has brought us this far. I also want to express my appreciation to my fellow directors for their invaluable contributions to the Company. Lastly, I would like to thank our shareholders for their continuous support.

Our enduring and time-tested relationships with customers, employees, regulators, business partners, government agencies, lenders, and other stakeholders are cherished. In conclusion, I want to express my appreciation to all our stakeholders for their unwavering faith in our capabilities and steadfast support.

We remain committed to creating long-term, sustainable value for everyone by maintaining consistency and adaptability. I eagerly look forward to the exciting journey that lies ahead, together.

Best Regards,

Sd/-

Kalavathy Bylappa
Chairman and Managing Director
Tranway Technologies Limited

Date: 08/09/2023

Place: Bangalore

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the members of M/s Tranway Technologies Limited will be held on Saturday the 30th Day of September 2023 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1

TO RECEIVE, CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS ALONG WITH THE AUDITOR'S REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2023.

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31st, 2023 and the report of the Auditor's thereon, as circulated to the Members, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any of the Board of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution and to file necessary e-forms with the respective Registrar of Companies.”

ITEM NO. 2

TO RECEIVE, CONSIDER AND ADOPT AUDITED CONSOLIDATED FINANCIAL STATEMENTS ALONG WITH THE AUDITOR'S REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2023.

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31st, 2023 and the report of the Auditor's there on, as circulated to the Members, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any of the Board of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution and to file necessary e-forms with the respective Registrar of Companies.”

ITEM NO. 3

TO RECEIVE, CONSIDER AND ADOPT THE REPORT OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2023.

“**RESOLVED THAT** the report of the Board of Directors’ for the Financial Year ended March 31st, 2023, as circulated to the Members, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any of the Board of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution and to file necessary e-forms with the respective Registrar of Companies.”

By order of the Board of Directors

**Sd/-
Anitha R
Company Secretary and Compliance Officer
Membership No: A60826**

Date: 08.09.2023

Place: Bangalore

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State

or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tranwayinc.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on **25th September 2023 at 9 AM** and ends on **29th September 2023 at 5 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<22nd September 2023>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

	<p>authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <TRANWAY TECHNOLOGIES LIMITED > on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tranwayinc.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPods for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at (cs@tranwayinc.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at (cs@tranwayinc.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

BOARD'S REPORT

TRANWAY TECHNOLOGIES LIMITED

To the Members,

Your directors are pleased to present the 8th Board's Report of your Company, along with Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS (STANDALONE & CONSOLIDATED)

The Company's Standalone Financial Performance for the year under review along with the previous year's figures given under:

(Amount in Lakhs)

Particulars	For the Year ended 31 st March 2023	For the Year ended 31 st March 2022
Income from Business Operations	599.77	631.77
Other Income	6.00	6.16
Total Income	605.78	637.93
Profit before Interest, Depreciation & Tax	33.64	19.04
Less: Interest	-	-
Less: Depreciation	-	-
Profit after depreciation and Interest	33.64	19.04
Less: Current Income Tax (Inc: earlier year tax)	8.48	5.11
Tax adjustments for earlier years	1.36	0.77
Less: Deferred Tax	0.09	(0.02)
Net Profit/Net Loss after Tax	23.72	13.17
Dividend (Including Interim if any and final)	-	-
Net Profit/Net Loss after dividend and Tax	23.72	13.17
Amount transferred to General reserve	-	-
Balance carried to Balance Sheet	23.72	13.17
Earnings per share (Basic –Weighted Average)	0.22	0.12
Earnings per Share (Diluted-Weighted Average)	0.22	0.12

The Company's Consolidated Financial Performance for the year under review along with the previous year's figures given under:

(Amount in Lakhs)

Particulars	For the Year ended 31 st March 2023	For the Year ended 31 st March 2022
Income from Business Operations	810.70	993.35
Other Income	7.85	8.55
Total Income	818.55	1001.89
Profit before Interest, Depreciation & Tax	54.31	136.64
Less: Interest	-	-
Less: Depreciation	6.84	6.60
Profit after depreciation and Interest	47.47	130.04
Less: Current Income Tax(Inc: earlier year tax)	13.63	(28.16)
Less: Deferred Tax	(0.22)	(0.02)
Net Profit/Net Loss after Tax	34.06	101.86
Dividend (Including Interim if any and final)	-	-
Net Profit/Net Loss after dividend and Tax	34.06	101.86
Amount transferred to General reserve		
Balance carried to Balance Sheet	34.06	101.86
Earnings per share (Basic –Weighted Average)	0.32	0.96
Earnings per Share (Diluted-Weighted Average)	0.32	0.96

2. DIVIDEND:

No dividend was declared for the financial year ended 31st March 2023 by the Board of Directors.

3. STATE OF COMPANY' FINANCIAL AFFAIRS:

During the year under review, the company has recorded total revenue of Rs. 605.78 Lakhs as compared to the previous year amount of Rs. 637.93 Lakhs. The Expenditure incurred including Depreciation during the year was Rs. 572.13 Lakhs as compared to the previous year amount of Rs. 618.90 Lakhs. The Company is looking forward to

increase its numbers in the coming financial year with the support of all the Stakeholders of the Company.

4. **TRANSFER TO RESERVES:**

The company has not transferred any amount to any specific reserve fund during the financial year under review.

5. **INSURANCE:**

Your Company has not taken any Insurance on its Assets.

6. **MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR TILL THE DATE THE REPORT:**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year and the date of this report.

7. **SHARES AND SHARE CAPITAL**

During the year under review, the Company has not issued any new shares, therefore there was no change in the Authorized, Issued and Paid-Up share capital of the Company.

Other Disclosures and information That the Company:

- Has not allotted any shares with differential voting rights during the year, hence there is nothing to disclose under provisions of section 43 of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
- Has not allotted any sweat equity shares during the year, in accordance with the provision of section 54(1)(d) of Companies Act, 2013 read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014.
- Has not allotted stock option to any employee during the year, as per Rule 12 (9) of the Companies (Share Capital and Debenture) Rules, 2014.

- The company has not given any loan pursuant to provisions of section 67 of the act to its employees for purchase of its own shares hence there is nothing to disclose under provisions of section 67(3) of the Act read with 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

8. IPO FUND UTILISATION:

The fund which was raised through IPO amounting to Rs 424.00 Lacs has been fully utilized.

9. DEMATERIALIZATION OF EQUITY SHARES:

Equity Share of the Company is in Dematerialized Form with either of the depository's viz. NSDL and CDSL. The ISIN No. allotted is INEOBIW01023.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The operations of the company are not energy intensive. Company takes various measures to reduce energy consumption by using energy efficient computer systems and procuring energy efficient computer systems and procuring energy equipment. As ongoing process company continuously adopts new technologies and techniques to make infrastructure more energy efficient.

11. FOREIGN CURRENCY EARNINGS AND OUTGO:

The company has not made any foreign currency transactions during the year.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is not applicable to the Company.

13. EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return as on the financial year ended on March 31, 2023 in form MGT-9 as required under section 92 of the Companies Act, 2013 (hereinafter referred to as the "Act") and Rule 12(1) of the

Companies (Management and Administration) Rules, 2014 can be accessed at company's website: ww.tranwayinc.com under the investor Tab.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 185 & 186 OF THE COMPANIES ACT, 2013:

The Company has not given any loan u/s 185 of the Companies Act, 2013. However, there were loans, and investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and the details of which are given in Notes No.28 of the Financial Statements.

15. DIRECTORS / KEY MANAGERIAL PERSONNEL:

There was no Change in the Directors/Key Managerial Personnel during the period under review, and the Composition of Board of Directors as on 31st March, 2023 is as follows;

NAME	DATE OF APPOINTMENT	CURRENT DESIGNATION
Mr. Bharat	25 th March 2015	Managing Director and Whole Time Director
Mrs. Kalavathy Bylappa	25 th March 2015	Whole time Director
Mr. Anand G Patil	05 th April 2022	Independent Director
Mr. Nagaraj Susurla Ramasubbarao	05 th April 2022	Independent Director
Mr. Venkataraja C	05 th April 2022	Independent Director
Mrs. Preeti Sandeep Byse	14 th December 2019	Chief Financial Officer (CFO)
Mrs. Anitha R	17 th December 2019	Company Secretary and Compliance Officer

16. DISCLOSURES BY DIRECTORS

The Directors on the Board have submitted notice of interest under Section 184(1) i.e., in Form MBP-1, intimation under Section 164(2) i.e., in Form DIR-8 and

declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

17. MEETINGS OF THE BOARD:

During the period under review, total of 7 Board meetings were held. The maximum time-gap between any two consecutive meetings did not exceed 120 days. The details of the Board meetings are:

SI NO	DATE
1	05.04.2022
2	30.05.2022
3	13.06.2022
4	08.09.2022
5	14.11.2022
6	28.12.2022
7	29.03.2023

18. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

Regulation 25 of the Listing Regulations and Section 149 read with Schedule IV of Companies Act, 2013 mandates that the Independent Directors of the Company shall hold at least one meeting in a year, without the presence of Non-Independent Directors and members of the management and requires all the Independent Directors to be present at such meeting.

Your company recognizes the role that Independent Directors play in ensuring an efficient and transparent work environment, hence all the Independent directors of the company separately met once during the year FY 2022-23 without the presence of any Non-Independent Directors and/or any members of the management on March 29th 2023 and discussed about the flow of Information to the Board, Compliances, and various other Board Related matters and identify areas where they need clarity or information from management and to annually review the performance of Non- Independent Directors, the Board as whole and the Chairman.

The Independent Directors update the Audit Committee and the Board about the outcome of the meetings and actions, if any, required to be taken by the Company.

20. AUDIT COMMITTEE:

The Committee comprises of three Directors viz. Mr. Nagaraj Susurla Ramasubbarao (Chairman of the committee), Mr. Anand G. Patil and Mrs. Kalavathy Bylappa. The Committee fulfils the composition requirement as specified under the provisions of the Companies Act, 2013 and Listing Regulations.

The key responsibilities of the Audit Committee are to assist the Board in fulfilling its oversight responsibilities in relation to financial reporting, the effectiveness of the system of risk management and robustness of internal financial controls and risk management framework and monitoring the qualifications, expertise, resources and independence of both the internal and external auditors and assessing the auditor's performance and effectiveness each year.

During the year under review, 5(Five) meetings of the Audit Committee were held on 30th May 2022, 17th August 2022, 14th November 2022, 24th March 2023 and 28th March 2023.

Review of Financial Results for FY 2022-23: The Committee reviewed the Standalone & Consolidated Financial Statements for FY 2022-23 and based on this review and discussions with management, the Committee was satisfied that the Financial Statements were prepared in accordance with applicable Accounting Standards and fairly presents the financial position and results for the year ended March 31st, 2023. The Committee therefore recommended the Financial Statements for the year ended March 31st, 2023 for approval of the Board.

The Company Secretary of the Company is the Secretary of the Committee.

All the recommendations of the Audit Committee made during the year were accepted by the Board.

21. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Committee comprises of three Directors viz. Mr. Chekodu Venkataraja (Chairman of the committee), Mr. Anand G. Patil and Mr. Nagaraj Susurla Ramasubbarao. All the Members of the Committee are Independent Directors. The Committee fulfils the composition requirement as specified under the provisions of the Companies Act, 2013 and Listing Regulations.

The Company recognizes the worth of sustaining an ongoing relation with the Company's stakeholders to ensure a mutual understanding of the Company's strategy, performance and governance. The Stakeholder Relationship Committee (SRC) assists the Company and its Board in maintaining strong and long-term relationships with all its shareholders. The SRC mainly oversees and reviews the timely redressal of the entire Security holder's grievance; ways to enhance shareholder experience; performance of Registrar & Transfer Agent; shareholding movement etc.

During the year under review, one (1) meeting of the Nomination and Remuneration Committee were held on 29th March 2023.

All the recommendations of the Committee were accepted by the Board.

22. INVESTOR COMPLAINTS

Company's Registrar & Transfer Agent, BgSE Financials Limited entertains and resolves investor grievances in consultation with the Compliance Officer. All grievances can be addressed either to RTA or to the Company directly. An update on the status of complaints is quarterly reported to the Board and is also filed with stock exchanges.

Company has not received any complaints during the Financial Year 2022-23

23. NOMINATION AND REMUNERATION COMMITTEE:

The Committee comprises of three Directors viz. Mr. Anand G Patil, Mr. Nagaraj Susurla Ramasubbarao, Mr. Chekodu Venkataraja All the Members of the

Committee are Independent Directors. The Committee fulfils the composition requirement as specified under the provisions of the Companies Act, 2013 and Listing Regulations.

The NRC is responsible for making recommendations to the Board on the structure, size and composition of the Board, ensuring that the appropriate mix of skills, experience, diversity and independence is present on the Board for it to function effectively. The Committee also carries out the entire process of Board Evaluation.

When setting remuneration for the Executive Directors, the Committee takes into account the overall business performance of the company operations and The Committee is also focused on aligning the interests of the Executive Directors and the management group with those of shareholders, to build a sustainable performance culture.

During the year under review, one (1) meeting of the Nomination and Remuneration Committee were held on 28th March 2023

All the recommendations of the Committee were accepted by the Board.

24. PARTICULARS OF THE EMPLOYEES AND RELATED DISCLOSURES:

None of the employee has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014. Disclosures pertaining to the remuneration as required u/s 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 are given as **Annexure B** forming part of this Report.

25. NON-APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS (IND-AS)

As per provision to regulation Rule 4(1) of the Companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No.G.S.R.111 (E) on 16th Feb., 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirement of adoption of IND-AS w.e.f. 1st April, 2017. As your Company is listed on BSE Start-up Segment SME Platform of BSE Limited, it is covered under the exempted category and is not required to

comply with IND-AS for preparation of financial statements beginning with the period on or after 1st April 2017.

26. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has one direct subsidiary. In accordance with Section 129 (3) of the Act, a separate statement containing salient features of the financial statement of the subsidiaries of the Company in Form AOC-1 is given in **Annexure C**, and your Company does not have any Associate or Joint Venture during the year under review.

27. DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

28. AUDITORS:

Your company has appointed M/s. Luharuka & Co., Chartered Accountants (FRN.: 328700E), Kolkata on 25/12/2020, as the Statutory Auditors to hold the office until the conclusion of the 10th ensuing Annual General Meeting (AGM) of the company.

The Company has received a certificate of eligibility from the statutory auditors in accordance with the provisions of Section 141 of the Act. There is no requirement for ratification of auditors in this Annual General Meeting as per the provision of Section 139 of the Companies Act, 2013 as amended.

29. INTERNAL FINANCIAL CONTROLS

Your Company has appointed Mrs. CS Anitha R as its Internal Auditor. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

30. SECRETARIAL AUDIT REPORT:

For previous Financial Year 2022-23 Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company had appointed CS Puja Pujari Practicing Company Secretary to undertake the Secretarial Audit of the Company.

The Secretarial Audit report for the FY 2022-23 of the Company has been annexed with the Board's Report as **Annexure D**.

31. OBSERVATIONS AND REMARKS OF AUDITOR:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. No observation or remark has been given by the Auditor during the period under review.

32. FRAUD REPORTING BY THE AUDITORS:

During the year under review, neither the statutory auditors nor the Secretarial Auditors has reported to the audit committee u/s 143(12) of the Companies Act, 2013 any fraud committed against the Company by any of its officers, employees.

33. CORPORATE GOVERNANCE:

As your company has been listed on BSE Start-up Segment SME Platform of BSE Limited, by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of schedule V are not applicable to the company. Hence Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

34. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of the board, its committees and individual directors pursuant to the provisions of the Act and as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations').

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. 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 individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

35. **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION OF, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place a Sexual harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has a duly constituted Complaints Committee for redressal of sexual harassment complaint (made by the victim) and for ensuring time bound

treatment of such complaints. The Complaints Committee will comprise of the following members:

1. Ms. Vaishali Panchal – Whistle Officer –External Member
2. Ms. Kalavathy Bylappa – Director and Chairman/Preceding officer of Committee –Level 3 Escalation
3. Ms. Anitha R – Company Secretary and Compliance officer – Level 2 Escalation
4. Ms. Babita Anand – HR –Admin- Level 1 Escalation.

During the year under review, 4(Four) meetings of the Committee were held 11th July 2022, 7th October 2022, 9th January 2023 and 17th March 2023 and No complaints for sexual harassment were received during the year under review.

35. HUMAN RESOURCES:

During the period under review, the personal and work relationship with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

36. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATION OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

There were no significant and material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

37. COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

38. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

39. POLICIES:

The Companies Act 2013 along with the SEBI (LODR) Regulation, 2015 and mandate to formulation of certain policies for all listed Companies. Accordingly, the Company has formulated the Policies for the same as the Company believed to retain and Courage high level of ethical standard in business transaction.

A. VIGIL MECHANISM/ WHISTLE BLOWER POLICY :

The Board has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Regulations framed “Whistle Blower Policy and Vigil Mechanism” (“the Policy”).

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

The Policy has been framed with a view to provide a mechanism, inter alia, enabling stakeholders, including Directors, individual employees of the Company and their representative bodies, to freely communicate their concerns about illegal or unethical practices and to report genuine concerns or grievance as also to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct or ethics policy.

The Whistle Blower Policy and Vigil Mechanism may be accessed on the Company’s website at the link:

B. POLICY ON PRESERVATION OF THE DOCUMENTS:

The Company has formulated a Policy pursuant to regulation 9 of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements)

Regulations, 2015 (“**Regulations**”) on Preservation of the Document ensure safekeeping of the record and safeguard the Documents from getting mutilated or destroyed, while at the same time avoiding superfluous inventory of Documents.

Policy on Preservation on the documents may be accessed on the Company’s website at the link www.tranwayinc.com

C.POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS:

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations,2015 ("**Regulations**"). The object of the policy is to determine materiality of events of information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulation and to provide an overall governance framework for such determine of materiality.

Policy on criteria for determining materiality of events may be accessed on the Company’s website at the link: www.tranwayinc.com

40. INSIDER TRADING REGULATIONS:

Based on the requirement under SEBI (Prohibition of Insider Trading) Regulation, 1992 read with SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time, the code of conduct for prevention of insider trading and the Code for Fair Disclosure ("**Code**"), as approved by the Board from time, are in force by the Company. The objective of this Code is to Price the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any Insider Trading activity by dealing in shares of the Company by its Directors, designated employees and other employees and other employees. The Company also adopts the concept of Trading window closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Tranway Technologies Limited at the time when there is unpublished price sensitive information.

Policy on criteria for Insider Trading Regulations may be accessed on the Company’s website at the link: www.tranwayinc.com

41. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel(s) (KMP(s)). All related party transactions are mentioned in the notes to the accounts. The Company has formulated a Policy on “Materiality of Related Party Transactions” and on “the process of dealing with such transactions”, which are in line with the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, 2015. The same is also available on the company website.

During the year under review, there were no material related party transactions under Regulation 23 (4) of SEBI LODR Regulations, 2015 entered into by the Company, which necessitates approval of Shareholders.

42. RISK MANAGEMENT:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.

43. CODE OF CONDUCT:

The Company has adopted the Code of Conduct for all its Senior Management Personnel and Directors and the same is affirmed by all the Board Members and Senior Management Personnel.

44. MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

In terms of the provisions of Regulation 34 and schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Management’s discussion and analysis report is annexed in “ANNEXURE-E”.

45. CEO/CFO CERTIFICATION:

In compliance with Regulation 17(8) of the Listing Regulations, the CEO/CFO certification on the financial statements, duly signed by the CFO of the Company, for the year ended March 31, 2023 is enclosed at the end of the Report. The Company has adopted a back-up certification system by Business & Functional Heads for compliance with respect to their concerned areas in order to imbibe a compliance & ethical culture in the organization.

46. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility Statement: —

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The directors have 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 and loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

47. ACKNOWLEDGEMENT:

Your director's place on record their appreciation for their overwhelming co-operation and assistance received from investors, customers, business associates, banker, vendors, as well as regulatory and governmental authorities, Your Directors also thank the employee at all levels, our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of Tranway Technologies Limited

**Date: 30.09.2023
Place: Bangalore**

**Kalavathy Bylappa
Chairman and Managing director
DIN: 03550060**

“ANNEXURE –A”
NOMINATION AND REMUNERATION POLICY
Of
TRANWAY TECHNOLOGIES LIMITED

PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and the Rules framed there under (as amended from time to time) (the “**Act**”) and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (the “**SEBI Listing Regulations**”), the Board of Directors of every listed company is required to constitute the Nomination and Remuneration Committee.

OBJECTIVE

In order to comply with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations and any other applicable provisions, the Nomination and Remuneration Committee of the Board of Directors of the Company (the “**Committee**”) had formulated this policy (the “**Policy**”).

The key objectives of the Policy are as follows:

- i.** To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board of Directors of the Company (the “**Board**”), policies relating to the remuneration (**payable in whatever form**) of the Directors, Key Managerial Personnel and other employees.
- ii.** To formulate criteria for evaluation of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- iii.** To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.

- iv. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- v. To devise a Policy on Board Diversity.
- vi. To develop a succession plan for the Board and to regularly review the plan.
- vii. To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of the report of performance evaluation of Independent Directors.

DEFINITIONS

- a) “**Act**” means the Companies Act, 2013 and the Rules framed there under, as amended from time to time.
- b) “**Board**” means the Board of Directors of the Company.
- c) “**Directors**” shall mean Directors of the Company.
- d) “**Key Managerial Personnel**” or “**KMP**” means: in relation to a Company as defined sub-section 51 of Section 2 of the Companies Act, 2013, means and includes:
 - i. the Chief Executive Officer or the Managing Director or the manager;
 - ii. the Company Secretary;
 - iii. the Whole-Time Director;
 - iv. the Chief Financial Officer;
 - v. Such other officer, not more than one level below the directors who is in whole- time employment, designated as key managerial personnel by the Board; and such other officer as may be prescribed.
- e) “**Senior Management**” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.
- f) “**Independent Director**” means a director referred to in Section 149(6) of the Act.

APPOINTMENT AND REMOVAL OF DIRECTORS, KMP'S AND SENIOR MANAGEMENT

A. Appointment criteria and qualifications:

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his / her appointment.
- ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- iii. The Company shall not recommend or appoint or continue the employment of any person as the Managing Director, Whole-time director or Manager within the meaning of the Act, who has attained the age of 70 (seventy) years. Provided that the appointment of such a person who has attained the age of 70 (seventy) years shall be made with the approval of the Shareholders by passing a special resolution, based on the explanatory statement annexed to the notice for the Meeting of the Shareholders for such motion indicating the justification for appointment or extension of appointment beyond the age of 70 (seventy) years.

B. TERM / TENURE:

i. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding 5 (five) years at a time.

C. INDEPENDENT DIRECTOR:

- i. An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

- ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 (three) years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the staid period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- iii. At the time of appointment of Independent Director(s) it should be ensured that number of Boards on which such Independent Director serves is restricted to 7 (seven) listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act or the SEBI Listing Regulations.

D. EVALUATION:

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

The evaluation of performance of the Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

The evaluation of independent directors shall be done by the entire board of directors which shall include –

- (a) Performance of the directors; and
- (b) Fulfillment of the independence criteria as specified in these regulations and their Independence from the management:

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

E. REMOVAL:

Due to reasons for any disqualification mentioned in the Act or under any other applicable law, rules and regulations, there under, the Committee may recommend, to the Board with reasons to be recorded in writing, removal of a Director, KMP or Senior Management, subject to the provisions and compliance of the said Act, such other applicable law, rules and regulations.

F. RETIREMENT:

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

G. POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT:

- i. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.
- ii. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act.
- iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director or as laid down as per the provisions of the Act.

H. REMUNERATION TO WHOLE-TIME / EXECUTIVE / MANAGING DIRECTOR, KMP AND SENIOR MANAGEMENT:

i. The Whole-time / Executive / Managing Director / KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including but not limited to, employer's contribution to Provident Fund (P.F.), Superannuation Fund, Pension Scheme, medical expenses, club fees, leave travel allowance, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

ii. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time / Executive / Managing Director in accordance with the provisions of Section 197 of the Act and Schedule V to the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

iii. Provisions for excess remuneration:

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

i. REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:

1) **Remuneration / Commission:** The remuneration / commission shall be in accordance with the statutory provisions of the Act and the Rules made there under for the time being in force.

2) Sitting Fees:

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

3) Limit of Remuneration/Commission:

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

4) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

IV. MEMBERSHIP:

- a) The Committee shall comprise of at least (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent Directors.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and the SEBI Listing Regulations.
- c) The quorum for the Meeting of the Nomination and Remuneration Committee shall either be two members or one third of the total strength of the Committee, whichever is higher (including at least one independent director in attendance).
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

V. CHAIRPERSON

- (a) Chairperson of the Committee shall be an Independent Director.

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

VI. FREQUENCY OF MEETINGS:

The Nomination and Remuneration Committee shall meet at least once a year.

VII. COMMITTEE MEMBERS' INTERESTS:

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

VIII. SECRETARY:

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

IX. DUTIES OF THE NOMINATION & REMUNERATION COMMITTEE

Duties with respect to Nomination:

The duties of the Committee in relation to nomination matters include:

- (a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- (b) Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- (c) Identifying and recommending Directors who are to be put forward for retirement by rotation.

- (d) Determining the appropriate size, diversity and composition of the Board;
- (e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board
- (f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- (g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- (h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- (i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- (j) Recommend any necessary changes to the Board; and
- (k) Considering any other matters, as may be requested by the Board.

Duties with respect to Remuneration:

The duties of the Committee in relation to remuneration matters include:

- (a) To consider and determine the remuneration policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- (b) To recommend and approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and variable pay reflecting short- and long-term performance objectives appropriate to the working of the Company.
- (c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- (d) To consider any other matters as may be requested by the Board.

X. Minutes of Committee Meeting

Proceedings of all Meetings must be minute and signed by the Chairperson of the Committee at the subsequent Meeting. Minutes of the Committee Meetings will be tabled at the subsequent Board and Committee Meeting.

XI. Deviations from this Policy

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

XII. Amendment:

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committees shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

For and on behalf of Tranway Technologies Limited

Kalavathy Bylappa
Chairman and Managing Director
DIN:03550060

Date: 30.09.2023
Place: Bangalore

“ANNEXURE –B”

**Statement of Disclosure of Remuneration under Section 197 of the
Companies Act, 2013 and Rule 5 of Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

I. Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2022-23, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2022-23.

S I . N o	Name of the Director/KM P and Designation	Remuneration of Director / KMP for Financial year 2022-23 (Including Non-Executive Independent Director)	Remuneration of Director/ KMP for the Financial Year 2021-22	% Increase (Decrease) in remuneration in the Financial Year 2021-22	Ratio of Remuneration of each Director/ KMP to median remuneration of employees
1	Bharat (WTD)	-	-	-	-
2	Kalavathy Bylappa (CMD)	18,00,000/-	18,00,000/-	-	-
3	Preeti Sandeep Byse	6,29,101	4,83,924	30%	
4	Anitha R	6,36,480	489600	30%	-
5	Nagaraj Susurla Ramasubbaro	NA	NA	NA	NA
6	Venkatarama C	NA	NA	NA	NA
7	Anand G Patil	NA	NA	NA	NA

Note:

1. Mr. Nagaraj Susurla Ramasubbaro was appointed as Non-executive Independent Director w.e.f 5TH April 2022 and entitled for sitting fees.
2. Mr. Venkatarama C was appointed as Non-executive Independent Director w.e.f 5TH April 2022 and entitled for sitting fees.
3. Mr. Anand G Patil was appointed as Non-executive Independent Director w.e.f 5TH April 2022 and entitled for sitting fees.

II. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year – NIL

III. Percentage increase in the median remuneration of employees in the financial year

–

The Median remuneration of employees was Rs 218.67/- during the year 2022-23 as compared to Rs. 445.69/- in the previous year.

IV. Number of permanent employees on the rolls of company –

As on 31st March, 2023 the total number of employees on the roll was 48.

V. I affirm that the Remuneration is as per the remuneration policy of the Company.

For and on behalf of Tranway Technologies Limited

Date: 30.09.2023

Place: Bangalore

**Kalavathy Bylappa
Chairman and Managing director
DIN: 03550060**

“ANNEXURE –C”

Form AOC-1

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

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

Part “A”: Subsidiaries

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

(Amount In Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	BHH technologies limited (Previously Bharat Head Hunters Private Limited)
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	2022-23
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	3.05
5.	Reserves & surplus	522.82
6.	Total assets	595.27
7.	Total Liabilities	595.27
8.	Investments	-
9.	Turnover	223.65
10.	Profit before taxation	13.82
11.	Provision for taxation	3.78
12.	Profit after taxation	10.34
13.	Proposed Dividend	-
14.	% 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
- Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	-	-	-
1. Latest audited Balance Sheet Date	-	-	-
	-	-	--
2. Shares of Associate/Joint Ventures held by the company on the year end	-	-	-
No.	-	-	---
Amount of Investment in Associates/Joint Venture	-	-	-
Extend of Holding%	-	-	-
	-	--	-
3. Description of how there is significant influence	-	-	-
	-	-	-
4. Reason why the associate/joint venture is not consolidated	-	-	--
	-	-	-
5. Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	---
	-	-	-
6. Profit/Loss for the year	-	-	-
i. Considered in Consolidation	-	--	-
ii. Not Considered in Consolidation	-	-	-

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

For and on behalf of Tranway Technologies Limited

Date: 30.09.2023
Place: Bangalore

Kalavathy Bylappa
Chairman and Managing director
DIN: 03550060

“ANNEXURE –D”

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

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

To
The Members,
TRANWAY TECHNOLOGIES LIMITED
CIN: L74900KA2015PLC079480
GF-01, PALLAVI ENCLAVE,
26TH MAIN, 17TH CROSS,
J P NAGAR, 6TH PHASE,
BANGALORE – 560078,
KARNATAKA, INDIA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s TRANWAY TECHNOLOGIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 (“Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the Financial Year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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) Regulations, 2014; **Not Applicable to the Company during the Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable to the Company during the Audit Period;**
 - (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 – **Not Applicable to the Company during the Audit Period;**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable to the Company during the Audit Period.**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Other laws applicable specifically to the Company namely:

(i) Information Technology Act, 2000 and the rules made there under

(vii) Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Labour Laws and other incidental laws, Acts, Rules, Regulations and Guidelines.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (Start-Up Platform).

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

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that

took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that during the audit period, there were no specific events / actions having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc;

ON BEHALF OF PUJA PUJARI & ASSOCIATES

Date: 07/09/2023

Place: Kolkata

Sd/-

**Puja Pujari
(Proprietor)**

**Practicing Company Secretary
Membership Number :54368**

Cop:-20171

UDIN: A054368E000962913

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

ANNEXURE – I

To
The Members,
TRANWAY TECHNOLOGIES LIMITED
CIN: L74900KA2015PLC079480
GF-01, PALLAVI ENCLAVE,
26TH MAIN, 17TH CROSS,
J P NAGAR, 6TH PHASE,
BANGALORE – 560078,
KARNATAKA, INDIA

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

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

Date: 07/09/2023

Place: Kolkata

For PUJA PUJARI & ASSOCIATES

Sd/-
Puja Pujari
(Proprietor)
Practicing Company Secretary
Membership:54368
Cop:-20171
UDIN: A054368E000962913

“ANNEXURE E”

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN ECONOMIC SCENARIO

India has emerged as a global IT hub in the last two decades. The IT industry has played a significant role in the growth of the Indian economy, contributing to nearly 8% of the country's GDP. The Indian IT staffing industry has been growing at a rapid pace, and with the rise of new technologies, the future of this industry seems to be going on the right track.

INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Your Company is engaged in IT Consulting, software development services and staffing Services for its clients. The Company is providing services like Staffing Solutions in varied streams including telecom, IT, Automobiles, Services, Manufacturing, Engineering etc, QA engineering provides support services across the industries with an array of service such as hardware, software, testing infrastructure and testing products and SAP Solutions wide spectrum of services includes consulting, implementation and support services on cloud and on-premise implementations that help in Supporting, Maintaining and Managing Services and other IT based services.

Your Company provides its clients with competitive advantages by applying various emerging technologies and ensuring cyber resilience and cyber assurance and the company is expanding and diversifying its business activities in such a way that it would result in broader customer base and multiple revenue streams which would foster the growth of your company and the positive results of which will be seen in the years to come.

OPPORTUNITIES, THREATS AND CHALLENGES

Company is finding new opportunities in digitalisation of the workforce and providing solutions to meet new challenges and demands from customers with significant turning point as your company successfully established an entity that harnessed the advantages of expanding range of services, thereby delivering greater value to all stakeholders Organization now started shifting to invest in digital platforms and technology capacity to master future challenges.

RISKS AND CONCERNS OVER THE BUSINESS OF THE COMPANY:

Profitability may be affected on account of competition from existing and prospective service providers of the Company's services and products. The Company is exposed to risks from change in policy of

similar companies which are major players in the IT services-based market for the company's services product, further increase in input costs, higher levies, and changes in Govt. Policies/ Laws of land, etc. This stiff competition can pressurize pricing, vendor consolidation and impact the Company's growth and profitability

INTERNAL CONTROL SYSTEM AND PLANNING:

The Company maintains adequate internal control systems, which provide reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of company assets and compliance with applicable laws and regulations, etc. The adequacy of the same has been reported by the statutory auditors of your Company in their report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company continues to maintain a very cordial and healthy relationship with its workforce across all its units. Your Company considers the quality of its human resources to be the most important asset and constantly endeavors to attract and recruit best possible talent. Our training programs emphasize on general management perspective to business. The Company continues to empower its people and provide a stimulating professional environment to its officers to excel in their respective functional disciplines. The industrial relations of the Company continue to remain harmonious and cordial with focus on improving productivity and quality. Industrial relations remained stable throughout the financial year 2022-23.

FINANCIALS

The performance of the Company for the financial year 2022-23 is summarized below:

Particulars	For the Year ended 31 st March 2023	For the Year ended 31 st March 2022
Income from Business Operations	599.77	631.77
Other Income	6.00	6.16
Total Income	605.78	637.93
Profit before Interest, Depreciation & Tax	33.64	19.04
Less: Interest	-	-
Less: Depreciation	-	-
Profit after depreciation and Interest	33.64	19.04
Less: Current Income Tax (Inc: earlier year tax)	8.48	5.11
Tax adjustments for earlier years	1.36	0.77
Less: Deferred Tax	0.09	(0.02)
Net Profit/Net Loss after Tax	23.72	13.17
Dividend (Including Interim if any and final)	-	-
Net Profit/Net Loss after dividend and Tax	23.72	13.17
Amount transferred to General reserve	-	-
Balance carried to Balance Sheet	23.72	13.17
Earnings per share (Basic -Weighted Average)	0.22	0.12
Earnings per Share (Diluted-Weighted Average)	0.22	0.12

RATIOS

The key financial ratios along with the comparative changes and requisite details forms part of the balance sheet forming part of this annual report.

CAUTIONARY STATEMENT:

Cautionary Statement Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

For and on behalf of Tranway Technologies Limited

Kalavathy Bylappa
Chairman and Managing director
DIN: 03550060

Date: 30.09.2023

Place: Bangalore

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

To
The Members,
TRANWAY TECHNOLOGIES LIMITED
GF-01, PALLAVI ENCLAVE, 26TH MAIN,
17TH CROSS, J P NAGAR, 6TH PHASE,
BANGALORE – 560078, KARNATAKA

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TRANWAY TECHNOLOGIES LIMITED having CIN L74900KA2015PLC079480 and having registered office at GF - 01, Pallavi Enclave, 17th Cross, 26th main, JP Nagar, 6th Phase, Bangalore – 560078, Karnataka (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY
1	KALAVATHY BYLAPPA	03550060	25/03/2015
2	BHARAT	03542954	25/03/2015
3	VENKATARAJA CHEKODU	09255719	05/04/2022
4	SUSURLA RAMASUBBA RAO NAGARAJ	09414695	05/04/2022
5	ANAND GANAPATRAO PATIL	09428275	05/04/2022

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

Date: 07/09/2023
Place: Kolkata

ON BEHALF OF PUJA PUJARI & ASSOCIATES

Puja Pujari
(Proprietor)
Practicing Company Secretary
Membership No:54368
Cop:-20171
UDIN:A054368E000963111

CFO CERTIFICATION

To
The Board of Directors,
Tranway Technologies Limited

In relation to the Audited Financial Accounts of the Company as at March 31st, 2023, I hereby certify that:

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2023 and that to the best of my 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.

(b) There is, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31st 2023, which is fraudulent, illegal or violative of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee, wherever applicable:

(i) Significant changes in internal control over financial reporting during the year;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(e) Members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Date: 30.09.2023

Place: Bangalore

Mrs. Preeti Sandeep Byse
CFO

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF TRANWAY TECHNOLOGIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Tranway Technologies Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory notes for the year ended on that date (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“SAs”) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements for the financial year ended March’2023. We have determined that there are no key audit matters to communicate in our report.

Emphasis of Matter

In forming our opinion on the standalone financial statement, we have considered the adequacy of disclosure made in Note No.26 to the accompanying financial statements in relation disclosure of AS - 15 Employee benefit

Our opinion is not modified in respect of the above matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

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

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

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the company's financial reporting process.

Auditors' Responsibility for the Audit of Standalone Financial Statement

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

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

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in "**Annexure A**". This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e. On the basis of the written representation received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h. With respect to 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:
- i. The Company does not have any pending litigations which would impact its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities indentified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and beliefs, no funds (which are material either individually or in aggregate) have been received by the Company from any person or entity, including foreign whether, directly or indirectly, lend or invest in other person or entities indentified in any manner whatsoever by or on behalf of th Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedure that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "**Annexure C**" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

For Luharuka & Co.
Chartered Accountants
FRN: 328700E

CA. Monoranjan Chowdhury
Partner
Membership. No. 054225
UDIN:
Place: Kolkata
Date:

Annexure ‘A’

Responsibilities for Audit of Standalone Financial Statement

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of directors.
- Conclude on the appropriateness of management’s and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

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

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

For Luharuka & Co.

Chartered Accountants

FRN: 328700E

CA Monoranjan Chowdhury

Partner

Membership No: 054225

UDIN:-

Place: Kolkata

Date:

ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) (Referred to in our report of even date)

We have audited the internal financial controls with reference to standalone financial statements of **TRANWAY TECHNOLOGIES LIMITED** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls with reference to the Standalone Financial Statement

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the 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 Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements were 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A Company's internal financial control with reference to standalone financial statements 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 with reference to standalone financial statements 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 standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to standalone financial statements 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 Luharuka & Co.

Chartered Accountants

FRN: 328700E

CA Monoranjan Chowdhury

Partner

Membership. No. 054225

UDIN:

Place: Kolkata

ANNEXURE – ‘C’ TO THE INDEPENDENT AUDITORS’ REPORT

[Referred to in Paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditor’s Report to the members of Tranway Technologies Limited of the even date]

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

- i.** In respect of the Company Property, Plant and Equipments & Intangible Assets:
 - a. (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments.
(B) The company has maintained proper records showing full particulars of intangible assets;
 - b. The Company has a programme of verification of its Property, Plant and Equipment to cover all the items in a phased manner i.e. at least once every three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. The company does not own any immovable properties as disclosed in Note No-9 as Property Plant & Equipments to the financial statements. Therefore, the provisions of clause 3(i)(c) of the said order is not applicable to the company.
 - d. The company has not revalued any of its Property, Plant and Equipments and intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
 - e. No proceedings have been initiated during the year or are pending against the Company as at 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, reporting under paragraph 3(i)(e) of the Order is not applicable to the Company.
- ii.**
 - a) The company does not have any inventories. Therefore, the reporting under clause 3(ii)(a) of the said order is not applicable to the company.
 - b) The company has not been sanctioned working capital limit in excess of Rs 5 crore, in aggregate, at any point of time during the year, from bank or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii.** The company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnership or any other parties during the year. Therefore, reporting under section 3(iii) is not applicable on the company.

- iv.** The company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made, guarantees and securities provided, as applicable.
- v.** The company has neither accepted any deposits or amounts deemed to be deposits from the public covered under section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder. Accordingly, reporting under paragraph clause 3(v) of the Order is not applicable to the Company.
- vi.** The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013, in respect of activities carried on by the company. Thus, reporting under clause 3(vi) of the said Order is not applicable to the Company.
- vii.** In respect of statutory dues:
 - a) The Company has generally been regular in depositing undisputed statutory dues including Income Tax, Goods and Services Tax, Provident Fund, Employee State Insurance, and other statutory dues applicable to it with the appropriate authorities except there has been a slight delay in a few cases and there is no statutory dues outstanding for more than a six month from the date they become payable.
 - b) According to the information and explanations given to us, there are no statutory dues of GST, Provident Fund, Employee State Insurance, Income tax or other statutory dues as on 31st March, 2023 which have not been deposited by the Company on account of any disputes.
- viii.** There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.** a) The company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
 - b) The company has not been declared as wilful defaulter by any bank or financial institution or any other lenders.
 - c) During the year, no term loan has been availed by the Company and accordingly, clause 3(ix)(c) of the Order is not applicable.
 - d) On an overall examination of the financial statements of the company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
 - e) On an overall examination of the financial statements of the company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, clause 3(ix)(e) of the Order is not applicable.
 - f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, clause 3(ix)(f) of the Order is not applicable.

- x.** a) The Company has not raised money by way of initial public offer (IPO) or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) during the year. Accordingly, clause 3(x)(b) of the order is not applicable.
- xi.** a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the company by its officers or employees, noticed or reported during the year, nor have been informed of any such instance by the management.
- b) No report under Section 143(12) of the Act has been filed in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii.** The company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order is not applicable to the Company.
- xiii.** According to the information and explanation given to us and based on our examination of the records of the Company, transaction with the related parties are in compliance with provisions of section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the standalone financial statement, as required by the applicable Accounting Standards.
- xiv.**(a) In our opinion and based on our examination, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit report for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv.** In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, the provisions of clause 3(xv) of the Order is not applicable to the company.
- xvi.** (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the order is not applicable.
- (b) The Company has not conducted any non-banking financial or housing finance activities during the year.
- (c) The Company is not a core investment company (hereinafter referred to as “CIC”) as defined in the Core Investment Companies (Direction), 2016 as amended from time to time, issued by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable

- xvii.** The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii.** There has been no resignation of the statutory auditors during the years. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix.** On the basis of the financial ratios, ageing and expected dates of realisation of Assets and payment of liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examinations of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at that date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx.** According to the information and explanations given to us and based on our examination of the books and records of the Company, Corporate Social Responsibility as required by the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company. Therefore, reporting under clause 3(xx) is not applicable.
- xxi.** The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report

For Luharuka & Co.

Chartered Accountants

FRN: 328700E

CA Monoranjan Chowdhury

Partner

Membership. No. 054225

UDIN:

Place: Kolkata

Date:

TRANWAY TECHNOLOGIES LIMITED
CIN. L74900KA2015PLC079480
STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs in lakhs)

S.N	PARTICULARS	NOTE NO.	As at 31st March, 2023	As at 31st March, 2022
I.	<u>EQUITY AND LIABILITIES :</u>			
	<u>1) SHAREHOLDERS' FUNDS</u>			
	(a) Share capital	2	1,059.88	1,059.88
	(b) Reserve & surplus	3	158.84	135.12
	<u>2) NON-CURRENT LIABILITIES</u>			
	(a) Long-term borrowings	4	459.39	460.30
	<u>3) CURRENT LIABILITIES</u>			
	(a) Short-term borrowings	5	35.40	113.45
	(b) Trade payables	6		
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		4.12	1.35
	(c) Other current liabilities	7	96.49	105.20
	(d) Short-term provisions	8	8.48	5.11
	TOTAL		1,822.60	1,880.41
II.	<u>ASSETS :</u>			
	<u>1) NON-CURRENT ASSETS</u>			
	(a) Property Plant and Equipment and Intangible Assets			
	i)Property, Plant and Equipment	9	7.98	11.45
	ii)Intangible assets under development	9	60.00	60.00
	(b) Non-Current Investment	10	1,158.10	1,158.10
	(c) Deferred tax assets (net)	21	3.68	3.77
	(d)Other non-current asset	11	2.50	6.74
	<u>2) CURRENT ASSETS</u>			
	(a) Trade receivables	12	13.00	14.92
	(b) Cash & Cash equivalents	13	24.63	74.13
	(c) Short-term loans & advances	14	552.72	551.30
	TOTAL		1,822.60	1,880.41

SIGNIFICANT ACCOUNTING POLICIES

1

Accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board of Directors

Tranway Technologies Limited

For Luharuka & Co.

Chartered Accountants

FRN: 328700E

KALAVATHY BYLAPPA

Managing Director

DIN. 03550060

BHARAT

Whole Time Director

DIN. 03542954

CA Monoranjan Chowdhury

Partner

Membership. No. 054225

UDIN:-

Place : Kolkata

PREETI SANDEEP BYSE

Chief Financial Officer

Place : Bengaluru

Date :

ANITHA R

Company Secretary

CSN:60826

TRANWAY TECHNOLOGIES LIMITED**CIN. L74900KA2015PLC079480****STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023****(Rs in lakhs)**

S.N	PARTICULARS	NOTE NO.	For the year ended, March, 2023	For the year ended, March, 2022
I	Revenue from operations	15	599.77	631.77
II	Other income	16	6.00	6.16
III	Total Income (I + II)		605.78	637.93
IV	EXPENSES			
	Employee benefits expense	17	218.67	445.69
	Finance costs	18	16.81	23.26
	Depreciation and amortization expense	19	3.56	5.19
	Other expenses	20	333.09	144.76
	Total Expenses (IV)		572.13	618.90
V	PROFIT/(LOSS) BEFORE TAX (III-IV)		33.64	19.04
VI	TAX EXPENSE			
	1)Current tax		(8.48)	(5.11)
	2)Income tax for earlier year		(1.36)	(0.77)
	3)Deferred Tax	21	(0.09)	0.02
VII	PROFIT/(LOSS) FOR THE YEAR (V-VI)		23.72	13.17
VIII	Earnings Per Equity Share [Nominal Value of Share - Rs 10/-]	22		
	Basic & Diluted		0.22	0.12
	SIGNIFICANT ACCOUNTING POLICIES	1		
Accompanying notes form an integral part of the Financial Statements				

As per our report of even date attached

For and on behalf of the Board of Directors

Tranway Technologies Limited

For Luharuka & Co.
Chartered Accountants
FRN: 328700E

KALAVATHY BYLAPPA
 Managing Director
 DIN. 03550060

BHARAT
 Whole Time Director
 DIN. 03542954

CA Monoranjan Chowdhury
 Partner
 Membership. No. 054225
 UDIN:-
 Place: Kolkata

PREETI SANDEEP BYSE
 Chief Financial Officer

ANITHA R
 Company Secretary
 CSN:60826

Place : Bengaluru

Date :

TRANWAY TECHNOLOGIES LIMITED
CIN. L74900KA2015PLC079480
STANDALONE STATEMENT OF CASHFLOW FOR THE YEAR ENDED 31ST MARCH,2023

(Rs in lakhs)

PARTICULARS	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
A. Cash Flows from Operating Activities		
Net Profit / (Loss) before Tax and Extraordinary Items	33.64	19.04
Adjustments for -		-
Depreciation	3.56	5.19
Interest Income	(5.23)	(5.44)
Finance Cost	16.81	23.26
Sundry Balance Written off	13.91	
Operating Profit before Working Capital Changes	62.70	42.05
Adjustments for changes in working capital -		
(Increase)/Decrease in Other non current assets	4.24	4.30
(Increase)/Decrease in Trade Receivables	1.93	21.85
(Increase)/Decrease in Short term loans and advances	(15.33)	7.59
Increase/(Decrease) in Trade Payables	2.77	(1.67)
Increase/(Decrease) in Other Current Liabilities	(8.71)	0.75
Cash Generated from Operations	47.60	74.87
Direct Taxes Paid (net of refunds)	(6.47)	(7.64)
Net Cash flows from/(used in) Operating Activities	(A) 41.13	67.23
B. Cash Flows from Investing Activities		
Purchase of Property, Plant & Equipments	(0.09)	-
Interest Received	5.23	5.44
Net Cash flow from/(used in) Investing Activities	(B) 5.14	5.44
C. Cash Flows from Financing Activities		
Finance costs	(16.81)	(23.26)
Proceeds from/(Repayment of) Long Term Borrowings	(0.91)	(25.66)
Proceeds from/(Repayment of) Short Term Borrowings	(78.05)	5.88
Net Cash flow from/(used in) Financing Activities	(C) (95.77)	(43.05)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(49.50)	29.62
Opening Cash and Cash Equivalents	74.13	44.51
Closing Cash and Cash Equivalents	24.63	74.13

Note:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.
- Cash and Cash Equivalents include cash in hand, bank balances on current accounts and Fixed deposit [Refer Note No. 13 to the Accounts].
- Figures in brackets indicate cash outflows.
- Previous year's figures have been regrouped/rearranged, wherever considered necessary to confirm to this year's classification.

As per our report of even date attached

For and on behalf of the Board of Directors

Tranway Technologies Limited

For Luharuka & Co.
Chartered Accountants
FRN: 328700E

KALAVATHY BYLAPPA
 Managing Director
 DIN. 03550060

BHARAT
 Whole Time Director
 DIN. 03542954

CA Monoranjan Chowdhury
Partner
Membership. No. 054225
 UDIN:-
 Place: Kolkata

PREETI SANDEEP BYSE
 Chief Financial Officer

ANITHA R
 Company Secretary
 CSN:60826

Place : Bengaluru

Date :

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Notes 1

A. BACKGROUND OF THE COMPANY

The Company was incorporated in the year 2015 as "Tranway Technologies Private Limited" as a private limited company under the provision of the Companies Act, 2013, Bangalore. The Corporate Identification Number of the Company is L74900KA2015PLC079480.

The Company has been converted from Private Company to Public Company w.e.f from 3rd January 2020 and the name of the said Company is changed to "Tranway Technologies Limited". The Company was listed in BSE SME Startup Platform as on 5th February 2020.

The Company is mainly engaged in the business of Software services, Software product development, Software testing and development, Staffing services, Body Shopping, Contract staffing, Human Resource Consulting, Placement Services, Manpower Supply Services, Soft Skills Training for employability, Recruitment Process Organization (RPO) and such other related services to undertake either individually or in association with any other entity in India or abroad.

B. SIGNIFICANT ACCOUNTING POLICIES:

1) Basis of Preparation of financial statements:

- a) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (Indian GAAP) in India under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.
- b) These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 and other recognized accounting practices and policies.
- c) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2) Use of Estimates:

The preparation of the financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although, these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Any revision to the accounting estimates is recognised prospectively in the current and future accounting years.

3) Depreciation:

Depreciation

Depreciation on Property, Plant and Equipment as at 31st March 2023 and 31st March 2022 is provided for on Written Down Value Method calculated with reference to the useful life of the asset prescribed in Schedule II of the Companies Act, 2013. The company provides pro-rata depreciation on additions and disposals made during the period/year. Software are under development is not put to use as on 31.03.2023. Therefore no amortisation charged during the current year.

4) Property, plant and equipment (PPE) and Intangible assets:

PPE

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment (if any). The cost of property, plant and equipment comprises its purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Expenditure on addition, improvement and renewals is capitalized and expenditure for maintenance and repair is charged to Profit and Loss account.

Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses (if any). Intangible assets are amortized on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible assets will not exceed ten years from the date when asset is available for use is considered by the management. The amortisation period and amortisation method are reviewed at least at each financial year end and if the expected useful life of the asset is significantly different from previous estimate, the amortisation period is changes accordingly. Software are under development is not put to use as on 31.03.2023. Therefore no amortisation charged during the current year.

5) Borrowing Costs:

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

6) Investments:

Investments are classified into long term investments and current investments. Investments that are readily realisable and are intended to be held for not more than one year from the date, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually.

7) Inventories:

There is no inventory.

8) Revenue Recognition:

- (a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured and there is reasonable certainty regarding ultimate collection.
- (b) Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exist.
- (c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

9) Taxes on Income :

Tax expense comprises of current tax & deferred tax.

- (a) Current income tax is amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act,1961. The Company has opted new tax regime under section 115BAA of Income Tax Act 1961.
- (b) Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and tax laws that are enacted or substantively enacted at the Balance Sheet date. 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. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing tax laws. Deferred tax asset are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets.

10) Provisions, Contingent Liabilities and Contingent Assets :

(a) A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

(b) Contingent Liabilities are not recognized but are disclosed in the notes on financial statements.

(c) Contingent Assets are neither recognized nor disclosed in the financial statements.

11) Cash and Cash Equivalent:

Cash and Cash equivalents comprise cash on hand, balance with banks on current accounts, and short term highly liquid investments with an original maturity of three months or less and which carry an insignificant risk of changes in value. The Cash and Cash Equivalent balance also included Other bank balance i.e. Deposits with original maturity of more than 12 months (Including accrued Interest).

12) Earnings per Share (EPS):

(a) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in lakhs)

NOTE 2 - SHARE CAPITAL	As at 31st March, 2023	As at 31st March, 2022
Authorised		
110,00,000 Nos (P.Y. March 31, 2022 : 110,00,000 Equity Share of Rs.10/- each) Equity Shares of Rs.10/- each	1,100.00	1,100.00
	1,100.00	1,100.00
Issued, Subscribed and paid-up		
105,98,800 Nos (P.Y. March 31, 2022 : 105,98,800 Equity Share of Rs.10/- each) of Equity Shares of Rs.10/- each	1,059.88	1,059.88
	1,059.88	1,059.88

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period	As at 31st March, 2023		As at 31st March, 2022	
	Equity Shares (No.)	(Rs. In Lakhs)	Equity Shares (No.)	(Rs. In Lakhs)
Equity Shares of Rs.10 each outstanding at the beginning of the year	1,05,98,800	1,059.88	1,05,98,800	1,059.88
Equity Shares of Rs. 10 each outstanding at the end of the year	1,05,98,800	1,059.88	1,05,98,800	1,059.88

Rights, preferences and restrictions attached to shares :

Equity Shares : The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Shareholder holding more than 5% of the aggregate shares :	As at 31st March, 2023		As at 31st March, 2022	
	Equity Shares	% of Holding	Equity Shares	% of Holding
Bharat	31,78,980	29.99%	31,78,980	29.99%
Kalavathy Bylappa	31,78,770	29.99%	31,78,770	29.99%
Finshore Securities Private Limited	-	-	6,20,000	5.85%
Pushpa Bhaju	6,20,000	5.85%	-	-

Equity Shares movement during the 5 year preceding March 31 ,2023:

a) Increase in Authorised Share Capital:

During the financial year 2019-20, The authorised capital of the company has been increased from Rs. 2 lakh to Rs. 1100 lakh with 11,00,000 equity shares of Rs. 100 each w.e.f from 21st October 2019.

b) Preferential Allotment:

During the financial year 2019-20, The Company issued 28,280 fully paid-up Equity Shares of Rs.100 each at a premium of Rs 2,581.81 per share on Preferential Basis by way of consideration other than cash to the shareholders of BHH Technologies Limited (Formerly known as Bharat Head Hunters Private Limited) on 19th November, 2019.

c) Bonus Shares

During the year financial year 2019-20, The company has allotted 6,05,600 fully paid up shares of face value Rs. 100 each by way of Bonus Issue, approved by the shareholders at the Extra-Ordinary general Meeting dated 14th December, 2019. The bonus shares were issued by capitalization of profits transferred from the General Reserve. The ratio of Bonus Issue was 20:1 (Twenty bonus equity shares for every one equity share).

The bonus shares once allotted shall rank pari passu in all respects and carry the same rights as the existing equity shareholders and shall be entitled to participate in full, in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

d) Split of share

During the financial year 2019-20, Company having 6,35,880 share of face value Rs. 100/- each, opted for splitting of shares into face value of Rs. 10/- each, which lead to the increase in number of Equity shares from 6,35,880 to 63,58,800 but there was no increase in substantial value of Shareholder's fund .

e) Public issue of shares

During the financial year 2019-20, the Company came out with an Initial Public Offer in BSE SME Startup Platform turning it into a Listed Company and issued 42,40,000 fully paid up shares of face value Rs. 10 each, to Public.

f) Share holding of Promoters

Shares held by promoters at end of the year	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding	
Promoters Name					
Bharat	31,78,980	29.99%	31,78,980	29.99%	0.00
Kalavathy Bylappa	31,78,770	29.99%	31,78,770	29.99%	0.00

Shares held by promoters at end of the year	As at 31st March, 2021		As at 31st March, 2020		% Change during the year
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding	
Promoters Name					
Bharat	31,78,980	29.99%	31,78,980	29.99%	0.00
Kalavathy Bylappa	31,78,770	29.99%	31,78,770	29.99%	0.00

Note 3 - RESERVE & SURPLUS	As at 31st March, 2023	As at 31st March, 2022
Security Premium		
Balance as at the beginning of the year	58.11	58.11
Balance as at the end of the year	58.11	58.11
Surplus - Balance in the Statement of Profit and Loss:		
Balance as at the beginning of the year	77.01	63.84
Add : Profit for the year	23.72	13.17
Balance as at the end of the year	100.73	77.01
	158.84	135.12

NOTE 4 - LONG- TERM BORROWINGS	As at 31st March, 2023		As at 31st March, 2022	
	Non-Current	Current	Non-Current	Current
Term Loans				
From Bank				
(a) Secured				
-Vehicle Loan (From Karnataka Bank)	10.59	6.08	16.13	6.01
-Working Capital (From Karnataka Bank)	1.67	6.67	8.33	6.65
(b) Unsecured				
-Business Loan	-	-	-	4.84
From Others Parties				
(a) Unsecured				
-From Financial Institutions				
-Business Loan (From Bajaj Finance Limited)	-	4.30	4.30	6.43
Loan & Advances from Related parties	447.13	-	431.54	-
Total	459.39	17.04	460.30	23.93
The above amount includes :				
- Secured borrowings	12.26	12.74	24.47	12.66
- Unsecured borrowings	447.13	4.30	435.84	11.27
Amount disclosed under the head Short Term Borrowings (Refer Note No. 5)	-	(17.04)	-	(23.93)
	459.39	-	460.30	-

Terms of Repayment of Term and Other Loans		
*Term Loan (against car) from Karnataka Bank taken by the Company are to be repaid by payment of Equated Monthly Instalments beginning from the month subsequent to taking of the respective loans. This loan is due for full repayment in October 2025.		
Unsecured loan from Bajaj Finance Limited are taken by the Company for business purpose was to be repaid by payment of Equated Monthly Instalments at a rate of interest of 17.50% p.a. and is due for full repayment in October 2023.		
Unsecured loans from related parties are taken without any stipulation for repayment and are stated by the management to be in nature of long term borrowings. Such loans are interest free.		
**Term loan from Karnataka Bank are taken by the Company for working capital purpose to be repaid by payment of Equated Monthly Instalments at a rate of interest of 9.25% p.a. and is due for full repayment in June 2024. However, the repayment of instalment started from June 2021. Details of Securities as mentioned below.		
Details of Security		
*Term Loan (against vehicles) from Karnataka Bank are secured by exclusive charge on the vehicle financed out of Term Loan.		
**Details of Security	Value (Rs in lakh)	Date of Valuation
Prime:		
Hypothecation of Book Debts (25% Margin on Receivables)	-	-
Collateral:		
Already held Equitable mortgage of residential apartment bearing flat no -I, GF, BBMP property #973/983/640, "Pallavi Enclave", Site No 36,37 & 38, Sy No 10/1, Present Bommanahalli Khata #640, Property bearing #10/1/36,37,38/26,18th cross Sarakki Village Uttarahalli Hobli Bangalore south Tq, JP Nagar 6th stage Bangalore-560078, belong to Mrs. Kalavathy Bylappa.	66.87	28-05-2020
AEM of Property bearing Site No 225, formed by the BDA situated at Banashankari 6th Stage Layout, 3rd Block, Bangalore-560062, belonging to Mrs. Kalavathy Bylappa	31.97	28-05-2020
AEM of Residential Vacant Plot bearing Site No 45, Sy No 98, BUEHBCS Layout, Taralu Village, Uttarahalli Hobli, Next to NAPA Valley Layout, Off Kanakapura Main, Bangalore - 560082, belonging to Mrs. Kalavathy Bylappa	24.00	28-05-2020
The facility is further secured by personal guarantee of both the Directors Mr. Bharat and Mrs. Kalavathy Bylappa.		

NOTE 5 - SHORT TERM BORROWINGS	As at 31st March, 2023	As at 31st March, 2022
Loan repayable on demand		
Secured:-		
From banks		
-Overdraft from Bank (secured)	18.32	88.56
-Canara Bank Factoring	0.03	0.95
Current maturities from long term borrowings (Refer Note No. 4)	17.04	23.93
	35.40	113.45

Overdraft Facility:-

Primary Security: -

Overdraft facility of Rs 55 Lakhs from Karnataka Bank is secured by hypothecation of book debts. The rate of interest on overdraft facility is 11.13% p.a. (i.e. 6 months treasury bill + 4.48% p.a)

Collateral Security: -	Value	Date of Valuation
Continuing of already held equitable mortgage of residential vacant site bearing site no.225, formed by BDA situated at banashankari 6th stage measuring 581.25 Sq. Ft belonging to Mrs. kalavathy Bylappa is valued at Rs.31.97 lakh as per VR dated 01/06/2020 by our panel vauer, Mr. Murthy & Gupta Associates. FSV is at Rs.23.98 lakh. (Common security to 061PSTL/617 of Rs.20 lakh under GECL , 061PSOD/126 of Rs.70 lakh of M/s Tranway Technologies Pvt Ltd and proposed Mortgage OD Loan for Rs. 29.00 Lakh).	31.97	01-06-2020
Continuing of already held equitable mortgage (Reg MDTD) of residential vacant site bearing site no 45, sy no98 formed by the Bangalore University Employees HBCS Layout at Taralu village Uttarahalli Hobli Next to Rear Side of Concord NAPA valley layout Off Kanakapura main Road Bangalore-560082 measuring 1600 Sqft belonging to Mrs. Kalavathy bylappa is valued at Rs.24 lakh as per VRD 01/06/2020 by Mr. Murthy & Gupta Associates, our panel valuer. FSV is at Rs.18 lakh. (Common security to 061PSTL/617 of Rs.20 lakh under GECL , 061PSOD/126 of Rs.70 lakh of M/s Tranway Technologies Pvt Ltd and Proposed Mortgage OD Loan of Rs. 29.00 lakh)	24.00	01-06-2020

The facility is further secured by personal guarantee of both the Directors Mr. Bharat and Mrs. Kalavathy Bylappa.

Factoring Facilities

Factoring facility of Rs 125 Lakhs from Canara Bank. The rate of interest on Factoring facility is 12.75% p.a. compounded monthly.

Security:-

Primary Security: -

Assignment of client's receivables identified for factoring.

Collateral Security: -

1. Assignment of LIC Policies (8 numbers) standing in the name of Mr. Bharat one of the Director of the Company with sum assured Rs 15 Lakhs with surrender value of Rs 9.54 Lakhs as on 17.02.2019.
2. 5% Retention margin on each realization of factored debts will be kept as KDR till it reaches 50% of the sanctioned limit including the LIC Policy surrender value (Total Rs 50.00 Lakhs) with Canara Bank duly noting lien in our favour.

Note-6 Trade Payables	As at 31st March, 2023	As at 31st March, 2022
Total Outstanding Dues of Micro, Small & Medium Enterprises	-	-
Total Outstanding Dues of Creditor other than Micro, Small & Medium Enterprises	4.12	1.35
	4.12	1.35

There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than '45 days As at 31st March, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined based on the information/documents available with the Company.

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
MSME	-	-	-	-	-
Others	4.12	-	-	-	4.12
Disputed due-MSME	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-
Total	4.12	-	-	-	4.12

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
MSME	-	-	-	-	-
Others	1.35	-	-	-	1.35
Disputed due-MSME	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-
Total	1.35	-	-	-	1.35

NOTE 7 - OTHER CURRENT LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Other Payables		
Statutory Liabilities	18.09	33.33
Liabilities for expenses	78.40	71.86
	96.49	105.20

NOTE 8 - SHORT TERM PROVISIONS	As at 31st March, 2023	As at 31st March, 2022
Others		
Provision for Taxation	8.48	5.11
	8.48	5.11

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

NOTE 9 :

Property, Plant and Equipments

(Rs in lakhs)

	FURNITURES & FIXTURES	VEHICLES	COMPUTERS	OFFICE EQUIPMENTS	TOTAL
Gross Block					
As at March 31, 2021	2.79	46.36	0.88	0.34	50.37
Additions	-	-	-	-	-
Disposal	-	-	-	-	-
As at March 31, 2022	2.79	46.36	0.88	0.34	50.37
Additions	-	-	-	0.09	0.09
Disposal	-	-	-	-	-
As at March 31, 2023	2.79	46.36	0.88	0.43	50.46
Depreciation					
As at March 31, 2021	1.49	31.29	0.73	0.22	33.73
Charge for the year	0.34	4.71	0.09	0.05	5.19
Adjustment	-	-	-	-	-
As at March 31, 2022	1.83	35.99	0.82	0.27	38.92
Charge for the year	0.25	3.24	0.01	0.06	3.56
Adjustment	-	-	-	-	-
As at March 31, 2023	2.08	39.23	0.83	0.34	42.48
Net Block					
As at March 31, 2022	0.96	10.37	0.06	0.06	11.45
As at March 31, 2023	0.71	7.13	0.04	0.09	7.98

NOTE 9 :

INTANGIBLE ASSETS UNDER DEVELOPMENT

(Rs in lakhs)

	Software (Refer Note-9A)	TOTAL
Gross Block		
As at March 31, 2022	60.00	60.00
Additions	-	-
Disposal	-	-
As at March 31, 2023	60.00	60.00

NOTE 9A :

F.Y 2022-23					
INTANGIBLE ASSETS UNDER DEVELOPMENT	Amount in Intangible Assets under Development for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in progress	-		3.00	57.00	60.00
Projects temporarily suspended	-	-	-	-	-

F.Y 2021-22					
INTANGIBLE ASSETS UNDER DEVELOPMENT	Amount in Intangible Assets under Development for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in progress	-	3.00	57.00		60.00
Projects temporarily suspended	-	-	-	-	-

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in lakhs)

NOTE 10- Non Current Investment	As at 31st March, 2023	As at 31st March, 2022
Trade Investments		
Investment in Equity Instruments	1,158.10	1,158.10
(In Equity Shares of wholly owned Subsidiary Company, BHH Technologies Limited, Unquoted, fully paid up, (Face value of Rs 100/-)		
	1,158.10	1,158.10

NOTE 11- Other Non Current Asset	As at 31st March, 2023	As at 31st March, 2022
Security deposit	2.50	6.74
	2.50	6.74

Note -12 Trade Receivable	As at 31st March, 2023	As at 31st March, 2022
Current		
Trade receivables considered good-unsecured	13.00	14.92
	13.00	14.92

Ageing for trade receivables current outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 month	6 month-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivable -considered good	10.62	0.05	2.32	-	-	13.00
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	10.62	0.05	2.32	-	-	13.00

Ageing for trade receivables current outstanding as at March 31, 2022 is as follows:

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 month	6 month-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivable -considered good	12.60	2.32	-	-	-	14.92
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	12.60	2.32	-	-	-	14.92

NOTE 13 - CASH & CASH EQUIVALENTS	As at 31st March, 2023	As at 31st March, 2022
Balances with Bank :		
- In Current Account	1.15	0.75
Cash on Hand	15.14	18.31
Other Bank Balance		
Bank deposit with more than 12 month maturities*	8.34	55.07
- In Fixed deposit Account		
	24.63	74.13

Fixed deposits of Rs 8.34 Lakh as at March 31, 2023 which are under lien with Canara bank for the Factoring facilities (Refer Note-5)

NOTE 14 - SHORT TERM LOANS & ADVANCES	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good :		
Loans and Advances to Related Parties	3.00	3.00
Others		
Advance recoverable in cash or in kind or for value to be received	405.21	419.13
Advance to Staff	17.45	17.45
Prepaid Expenses	1.12	-
Tax deducted at Source	46.78	64.05
Income Tax Refund	65.10	47.68
GST Input	14.04	-
	552.72	551.30

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in lakhs)

NOTE 15 - REVENUE FROM OPERATIONS	For the year ended, March, 2023	For the year ended, March, 2022
Sale of services		
-Domestic service (Including SEZ Supply)	583.00	631.77
-Export	16.77	-
	599.77	631.77
NOTE 16 - OTHER INCOME	For the year ended, March, 2023	For the year ended, March, 2022
Interest Income on Income Tax Refund	2.46	3.25
Interest Income on Fixed deposit	2.78	2.18
Miscellaneous Income	0.77	0.72
	6.00	6.16
NOTE 17 - EMPLOYEE BENEFITS EXPENSE	For the year ended, March, 2023	For the year ended, March, 2022
Salary, Bonus & Allowances	212.81	436.87
Contribution to Provident and other funds	4.47	7.47
Staff welfare	1.38	1.34
	218.67	445.69
NOTE 18 - FINANCE COSTS	For the year ended, March, 2023	For the year ended, March, 2022
Interest to bank		
Interest on bank borrowings	14.64	17.67
Interest to Financial Institution		
Interest on unsecured loan	1.38	2.40
Other Borrowing		
Other borrowing cost	0.79	3.19
	16.81	23.26
NOTE 19 - DEPRECIATION AND AMORTIZATION EXPENSES	For the year ended, March, 2023	For the year ended, March, 2022
Depreciation on Tangible Assets (Refer Note 9)	3.56	5.19
	3.56	5.19
NOTE 20- OTHER EXPENSES	For the year ended, March, 2023	For the year ended, March, 2022
Administration, Selling & Other Expenses		
Business Promotion Expenses	0.37	0.19
Bank Charges	1.39	0.85
Telephone Expenses	0.47	0.56
Electricity Charges	-	0.30
Office & Maintenance Charges	7.58	4.32
Office Rent	-	2.09
Rates & Taxes	0.56	0.79
Travelling & Conveyance	3.38	2.21
Motor Car Expenses	0.62	1.32
Outsourcing Service Charges	280.57	112.15
Professional & Consultancy Charges	12.54	8.01
Membership and Subscription charges	4.27	4.08
Auditors Remuneration (Refer note below)	3.45	3.32
Sitting fee	0.30	0.92
Interest/late fee on delay payment of statutory liability	2.66	3.01
Balance Written back	13.91	-
General Expenses	1.01	0.65
	333.09	144.76

Auditors' Remuneration:	For the year ended, March, 2023	For the year ended, March, 2022
(i) Statutory Audit(Including fees for Limited Review)	2.70	2.70
(iii) Other matter	0.75	0.62
	3.45	3.32

NOTE 21 - DEFERRED TAX ASSET (NET)	For the year ended, March, 2023	For the year ended, March, 2022
Components of Deferred tax liability/ Assets		
WDV as per Companies Act	7.98	11.45
Less: WDV as per Income Tax Act	22.59	26.42
	(14.61)	(14.97)
Deferred Tax Liability/ (Asset)	(3.68)	(3.77)
CLOSING DEFERRED TAX LIABILITY/ (ASSET)	(3.68)	(3.77)
OPENING DEFERRED TAX LIABILITY/ (ASSET)	(3.77)	(3.75)
DEFERRED TAX LIABILITY/ (ASSET) FOR THE PERIOD 31ST MARCH, 2023	0.09	(0.02)

NOTE 22 - EARNINGS PER SHARE	For the year ended, March, 2023	For the year ended, March, 2022
Net Profit for the year attributable to equity shareholders (Rs in Lakhs)	23.72	13.17
Weighted Average Number of Equity Shares for Calculation of Basic/Diluted EPS	1,05,98,800	1,05,98,800
Face value per equity share (Rs)	10	10
Basic and diluted earning per share (Rs)	0.22	0.12

TRANWAY TECHNOLOGIES LIMITED
CIN. L74900KA2015PLC079480
NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

NOTE: 23

Contingent liability not provided for in the books of account in respect of: NIL

NOTE: 24

The balance as shown in the accounts with respect to Trade Receivables, Long term borrowings, Short term loans and advances and Other Current Liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable.

However, in the opinion of the Management, the realizable value of the current assets in the ordinary course of business will not be less than the value at which they are stated in the Balance sheet.

NOTE: 25

Business Segment

The Company is engaged in the business of providing manpower services and there is no separate reportable segment. As such there is no requirement for separate reportable segments reporting as specified in the Accounting Standards (AS-17) on Segment Reporting.

Geographical Segment

The Company does not have any overseas branch and operations are entirely domestic. Therefore, no separate reporting is done based on geographical segments.

NOTE: 26

Provisions for liabilities in respect of gratuity benefits are not made. However, it will be recognized as an expense in the statement of profit and loss account on actual basis during the period in which the eligible employee leaves the service of the company and settlements of his dues are made based on actual calculation.

The Company is in process of making compliance under "Accounting standard -15 Employee benefit" under the companies (Accounting Standards) Rules 2006.

NOTE: 27

Earnings/Expenditure in Foreign Currency

(a) Earning in Foreign currency

The Exports for the 2 reporting periods are as under:- (Rs in Lakh)

Particulars	31st March 2023	31st March 2022
Sale of Services	16.77	NIL

(b) Expenditure in Foreign currency	31st March 2023	31st March 2022
	NIL	NIL

NOTE 28 - Related party disclosures

a) Name of the related parties where control exists irrespective of whether transactions have occurred or not :

i) Key Managerial Personnel(KMP)

Bharat
 Kalavathy Bylappa
 Venkataraja Chekodu
 Susurla Ramasubba Rao Nagaraj
 Anand Ganapatrao Patil
 Preeti Sandeep Byse
 Anitha

ii) Enterprises owned or significantly influenced by the KMP or their relatives

Tranway Technologies PTY Ltd
 Bharat Head Hunters SDN BHD
 Bharat Head Hunters (Proprietary Concern)
 Nemus Pharmaceuticals Private Limited

iii) Subsidiary Company

BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)

b) List of the related parties with whom transactions have taken place during the year:

i) Key Managerial Personnel(KMP)

Bharat

ii) Subsidiary Company

Kalavathy Bylappa

BHH Technologies Ltd (Formerly named as Bharat
Head Hunters Private Limited)

c) Details of transactions with Related Parties during the year:

(Rs in Lakhs)

Transaction	Relation	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<u>Salary & Perquisites to Managerial Personnel</u>			
Kalavathy Bylappa	Key Managerial Personnel	18.00	18.00
		18.00	18.00
<u>Unsecured Loan Taken</u>			
Kalavathy Bylappa	Key Managerial Personnel	4.84	10.00
BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)	Subsidiary company	57.45	93.77
		62.29	103.77
<u>Unsecured Loan Refund</u>			
Kalavathy Bylappa	Key Managerial Personnel	30.69	60.46
BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)	Subsidiary company	16.00	19.00
		46.69	79.46
<u>Sale of Services (Inclusive of GST)</u>			
BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)	Subsidiary company	12.84	47.20
		12.84	47.20
<u>Outstanding Balances (credit Balance)</u>			
		As at 31st March, 2023	As at 31st March, 2022
Bharat	Key Managerial Personnel	239.97	239.97
Kalavathy Bylappa	Key Managerial Personnel	118.04	143.90
Tranway Technologies PTY Ltd	Enterprises owned or significantly influenced by the KMP or their relatives	(3.00)	(3.00)
BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)	Subsidiary company	89.11	47.67
		444.13	428.54

* Figures in bracket represent debit balance.

Related parties are identified by the management.

NOTE: 29**A) Amount utilised for share issue expenses**

Amount utilised for share issue expenses Rs. 66.43 Lakhs includes payments made to merchant bankers, attorneys, consultants and registrars towards Initial Public Offering of shares.

B) Utilisation of funds raised through fresh issue of equity shares pursuant to Initial Public Offering (IPO) is as follows:

Particulars	Amount (Rs in Lakhs)
Issue Proceeds	424.00
Less: Issue Expenses till 31st March 2020	66.43
Less: Additional Issue Expenses in 31st March 2021	0.01
Less: Additional Issue Expenses in 31st March 2023	0.27
Net Proceeds of IPO	<u>357.30</u>
Amount Utilised as per the objects of the issue as per prospectus	-
Funds to be utilised (Advance given for the purpose of Working capital appearing under the short term loans and advances)	<u>357.07</u>
Balance lying in Current Accounts	<u>0.23</u>
Total	357.30

TRANWAY TECHNOLOGIES LIMITED
CIN. L74900KA2015PLC079480
STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

NOTES FORMING INTEGRAL PART OF THE STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note 30 - Additional Regulatory Requirements-Ratios

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance (in %)
*Current ratio (in times)	Current assets	Current liabilities	4.09	2.84	43.63%
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	0.41	0.48	-15.44%
**Debt service coverage ratio (in times)	Profit for the year (i.e. Profit after tax) + Depreciation and amortisation expense+Finance Cost	Finance Cost + Current Maturities of long term debt	1.50	1.01	49.25%
Return on equity ratio (in %)	Net Profit after taxes	Average Total equity	1.97%	1.11%	0.86%
***Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	43.0	24.4	75.79%
****Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	16.2	7.3	120.75%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	1.39	1.52	-8.11%
Net profit ratio (in %)	Profit for the year (i.e. Profit after tax)	Revenue from operations	3.95%	2.09%	1.87%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Tangible Net worth + Total Debt + Deferred tax liabilities	2.94%	2.39%	0.55%

*Decrease in the current liability due to reduction in the short term borrowings causes increase in the current ratio.

**Decrease in the annual debt due to increase in the repayment of loans causes increase in the debt service coverage ratio.

***Outstanding balance of Trade Receivable is reduce as per Revenue from Operation.

****Increase in outsourcing expenses causes increases in Trade payable turnover ratio.

NOTE: 31

Previous year's figures have been reclassified, wherever necessary, to conform to the current year's classification.

As per our report of even date attached

For Luharuka & Co.
Chartered Accountants
FRN: 328700E

KALAVATHY BYLAPPA
 Managing Director
 DIN. 03550060

CA Monoranjan Chowdhury
Partner
Membership. No. 054225
 UDIN:-
 Place: Kolkata

PREETI SANDEEP BYSE
 Chief Financial Officer
 Place: Bengaluru
 Date :

For and on behalf of the Board of Directors
Tranway Technologies Limited

BHARAT
 Whole Time Director
 DIN. 03542954

ANITHA R
 Company Secretary
 CSN:60826

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TRANWAY TECHNOLOGIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Tranway Technologies Limited** ("hereinafter referred to as "the Holding Company") and its subsidiary (the company & its subsidiary together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at 31st March 2023, and the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory notes for the year ended on that date (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014:

- i in the case of the Balance Sheet, of the consolidated state of affairs of the Group as at 31st March 2023;
- ii in the case of the Statement of Profit and Loss, of the consolidated profit for the year ended on that date; and
- iii in the case of the Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year ended March 2023. We have determined that there are no key audit matters to communicate in our report.

Emphasis of Matter

In forming our opinion on the consolidated financial statement, we have considered the adequacy of disclosure made in Note No. 25 to the accompanying consolidated financial statements in relation disclosure of AS -15 Employee benefit.

Our opinion is not modified in respect of the above matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the Consolidated financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its subsidiary and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the company's financial reporting process of the Group.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statement

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

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

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is included in "**Annexure A**". This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e. On the basis of the written representation received from the directors as on 31st March 2023 taken on record by the Board of Directors of the company and its subsidiary, none of the directors of the is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

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

In our opinion and according to the information and explanations given to us, the remuneration (including sitting fees) paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

- i. The Company and its subsidiary does not have any pending litigations which would impact its consolidated financial position.
- ii. The Company and its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary.
- iv. (a) The respective Management of the Company has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities indentified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Management of the Company has represented, that, to the best of its knowledge and beliefs, no funds (which are material either individually or in aggregate) have been received by the Company from any person or entity, including foreign whether, directly or indirectly, lend or invest in other person or entities indentified in any manner whatsoever by or on behalf of th Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contains any material misstatements.
- v. The Group has not declared or paid any dividend during the year

2. With respect to the matter specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in term of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the company and its subsidiary included in the consolidated financial statement of the company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Luharuka & Co.

Chartered Accountants

FRN: 328700E

CA. Monoranjan Chowdhury

Partner

Membership. No. 054225

UDIN:-

Place: Kolkata

Date:

Annexure 'A'

Responsibilities for Audit of the Consolidated Financial Statement

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability including its subsidiary to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the such entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of the entities included in the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other company included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

For **Luharuka & Co.**
Chartered Accountants
Firm's Registration No:328700E

CA Monoranjan Chowdhury
Partner
Membership No: 054225
UDIN:-
Place: Kolkata
Date:

ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITORS’ REPORT
(Referred to in paragraph(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls with reference to Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) (Referred to in our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company and its subsidiary as of and for the year ended 31st March 2023, we have audited the internal financial controls with reference to consolidated financial statements of **TRANWAY TECHNOLOGIES LIMITED** (“the Company”) and its subsidiary, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls with Reference to the Consolidated Financial Statements

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 with reference to consolidated financial statements were 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 Consolidated 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 with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements 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 consolidated 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 consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us the Company, its subsidiary, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to consolidated financial statements 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 Luharuka & Co.

Chartered Accountants

FRN: 328700E

CA Monoranjan Chowdhury

Partner

Membership. No. 054225

UDIN:-

Place: Kolkata

Date:

TRANWAY TECHNOLOGIES LIMITED
CIN. L74900KA2015PLC079480
CONSOLIDATED BALANCE SHEET AS AT 31st March, 2023

(Rs in Lakhs)

S.N	PARTICULARS	NOTE NO.	As At 31st March, 2023	As At 31st March, 2022
I.	<u>EQUITY AND LIABILITIES :</u>			
	<u>1) SHAREHOLDERS' FUNDS</u>			
	(a) Share capital	2	1,059.88	1,059.88
	(b) Reserve & surplus	3	650.75	616.69
	<u>2) NON-CURRENT LIABILITIES</u>			
	(a) Long-term borrowings	4	370.28	412.64
	<u>3) CURRENT LIABILITIES</u>			
	(a) Short-term borrowings	5	50.05	128.10
	(b) Trade payables	6		
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		5.97	5.46
	(c) Other current liabilities	7	143.80	155.34
	(d) Short-term provisions	8	8.48	27.39
	TOTAL		2,289.22	2,405.51
II.	<u>ASSETS :</u>			
	<u>1) NON-CURRENT ASSETS</u>			
	(a) Property Plant and Equipment and Intangible Assets			
	(i) Property Plant and Equipments	9	15.93	21.79
	(ii) Intangible assets	9	1,124.15	1,124.15
	(iii) Intangible asset under development	9	60.00	60.00
	(b) Deferred tax assets (net)	20	4.81	4.59
	(c) Other Non Current Asset	10	2.75	6.99
	<u>2) CURRENT ASSETS</u>			
	(a) Trade receivables	11	36.56	37.47
	(b) Cash & Cash equivalents	12	44.91	137.90
	(c) Short-term loans & advances	13	1,003.90	1,012.62
	TOTAL		2,293.01	2,405.51

SIGNIFICANT ACCOUNTING POLICIES

1

The accompanying notes form an integral part of the Consolidated financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors
Tranway Technologies Limited

For **Luharuka & Co.**

Chartered Accountants

FRN: 328700E

KALAVATHY BYLAPPA

Managing Director

DIN 03550060

BHARAT

Director

DIN 03542954

CA Monoranjan Chowdhury

Partner

Membership. No. 054225

UDIN:-

Place: Kolkata

ANITHA R

Company Secretary

CSN:60826

Place : Bangalore

Date :

PREETI SANDEEP BYSE

Chief Financial Officer

TRANWAY TECHNOLOGIES LIMITED**CIN. L74900KA2015PLC079480****CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023****(Rs in Lakhs)**

S.N	PARTICULARS	NOTE NO.	For the year ended, March, 2023	For the year ended, March, 2022
I	Revenue from operations	14	810.70	993.35
II	Other income	15	7.85	8.55
III	Total Income (I + II)		818.55	1,001.89
IV	EXPENSES			
	Employee benefits expense	16	358.19	578.47
	Finance costs	17	16.81	23.26
	Depreciation and amortization expense	18	6.84	6.60
	Other expenses	19	389.25	263.52
V	Total Expenses (IV)		771.08	871.85
VI	PROFIT/(LOSS) BEFORE TAX (III-IV)		47.47	130.04
VII	TAX EXPENSES			
	1)Current tax		(12.27)	(27.39)
	2)Income tax for earlier year		(1.36)	(0.77)
	3)Deferred Tax	20	0.22	(0.02)
VIII	PROFIT/(LOSS) FOR THE YEAR (VI-VII)		34.06	101.86
IX	Earnings Per Equity Share [Nominal Value of Share - Rs 10/-]	21		
	Basic & Diluted		0.32	0.96
	SIGNIFICANT ACCOUNTING POLICIES	1		
The accompanying notes form an integral part of the Consolidated Financial Statements				

As per our report of even date attached

For and on behalf of the Board of Directors
Tranway Technologies LimitedFor Luharuka & Co.
Chartered Accountants
FRN: 328700EKALAVATHY BYLAPPA
Managing Director
DIN 03550060BHARAT
Director
DIN 03542954CA Monoranjan Chowdhury
Partner
Membership. No. 054225
UDIN:-
Place: KolkataANITHA R
Company Secretary
CSN:60826
Place : Bangalore
Date :PREETI SANDEEP BYSE
Chief Financial Officer

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2023

(Rs in Lakhs)

PARTICULARS	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
A. Cash Flows from Operating Activities		
Net Profit / (Loss) before Tax and Extraordinary Items	47.47	130.04
Adjustments for -		
Depreciation	6.84	6.60
Interest Income	(5.86)	(6.79)
Finance Cost	16.81	23.26
Sundry Balance Written off	13.93	8.96
Operating Profit before Working Capital Changes	79.19	162.07
Adjustments for changes in working capital -		
(Increase)/Decrease in Other non current asset	4.24	4.30
(Increase)/Decrease in Trade Receivables	0.91	19.26
(Increase)/Decrease in Short terms loans and advances	(23.70)	(16.93)
Increase/(Decrease) in Trade Payables	0.51	(0.60)
Increase/(Decrease) in Other Current Liabilities	(11.54)	21.30
Cash Generated from Operations	49.61	189.41
Direct Taxes Paid (net of refunds)	(10.26)	(29.92)
Net Cash flows from/(used in) Operating Activities	(A) 39.35	159.49
B. Cash Flows from Investing Activities		
Purchase of Property, Plant and Equipment	(0.98)	(9.36)
Interest Received	5.86	6.79
Net Cash flow from/(used in) Investing Activities	(B) 4.88	(2.57)
C. Cash Flows from Financing Activities		
Proceeds from/(Repayment of) Long Term Borrowings	(42.36)	(73.33)
Proceeds from/(Repayment of) Short Term Borrowings	(78.05)	5.88
Finance costs	(16.81)	(23.26)
Net Cash flow from/(used in) Financing Activities	(C) (137.21)	(90.71)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(92.99)	66.21
Cash and Cash Equivalents at the beginning of period	137.90	71.69
Cash and Cash Equivalents at the end of period	44.91	137.90

Note:

1. The above consolidated Cash Flow Statement has been prepared under the "Indirect Method" as set out in the

Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.

2. Cash and Cash Equivalents include cash in hand and bank balances on current accounts [Refer Note No. 12 to the Accounts].

3. Figures in brackets indicate cash outflows.

4. Previous year's figures have been regrouped/rearranged, wherever considered necessary to confirm to this year's classification.

As per our report of even date attached

For and on behalf of the Board of Directors
Tranway Technologies Limited

For Luharuka & Co.
Chartered Accountants
FRN: 328700E

KALAVATHY BYLAPPA
Managing Director
DIN 03550060

BHARAT
Director
DIN 03542954

CA Monoranjan Chowdhury
Partner
Membership. No. 054225
UDIN:-
Place: Kolkata

ANITHA R
Company Secretary
CSN:60826
Place : Bangalore
Date :

PREETI SANDEEP BYSE
Chief Financial Officer

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

NOTE 1

A. GENERAL INFORMATION

The Company was incorporated in the year 2015 as “Tranway Technologies Private Limited” as a private limited company under the provision of the Companies Act, 2013, Bangalore. The Corporate Identification Number of the Company was L74900KA2015PLC079480.

The Company has been converted from Private Company to Public Company w.e.f from 3rd January 2020 and the name of the said company is changed to “Tranway Technologies Limited”. The Company got listed on BSE SME Startup Platform on 5th February 2020.

The Company is mainly engaged in the business of Software services, Software product development, Software testing and development, Staffing services, Body Shopping, Contract staffing, Human Resource Consulting, Placement Services, Manpower Supply Services, Soft Skills Training for employability, Recruitment Process Organization (RPO) and such other related services to undertake either individually or in association with any other entity in India or abroad.

Tranway Technologies Limited together with its wholly owned subsidiary (i.e. BHH Technologies Ltd- Formerly Known as Bharat Head Hunters Private Limited) is hereinafter referred to as "the Group".

B. SIGNIFICANT ACCOUNTING POLICIES

1) Basis of consolidation

The consolidated financial statements relating to the Company and its subsidiary company incorporated in India. The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the company and its subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard 21 (AS 21) on ‘Consolidated Financial Statements’ notified under Section 211(3C) and other relevant provision of the Companies Act, 2013 ‘Companies (Accounting Standards) Rules, 2006 (“Accounting Standards Rules”) as amended.

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

(iii) Investments in subsidiaries are eliminated and differences between the cost of investments over the net assets on the date of investments or on the date of the financial statements immediately preceding the date of investments in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be.

(iv) Investments in subsidiaries not considered in consolidation are accounted as per AS - 13 “Accounting for Investments” as referred to in the Accounting Standard Rules. Details of subsidiaries, considered for consolidation, with respective holdings thereof are as follows:

Name of the Company	Ownership in % either directly or through subsidiaries	Country of Incorporation
2022-23		
<u>Subsidiary</u>		
-BHH Technologies Limited	100%*	INDIA

***One share each of BHH Technologies limited(Formerly known as Bharat Head Hunters Private Limited) is with Bharat, Kalavathy Bylappa, Hemanth Kumar R.N, Chandan K Pattanshetty, Babita Sahani and Preeti Sandeep Byse (Nominee Shareholder of Tranway Technologies Limited).**

2) Basis of preparation of consolidated financial statements

These Consolidated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (Indian GAAP) in India under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the company.

These Consolidated financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Rule 7 of

the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 and other recognized accounting practices and policies.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

3) Use of Estimates:

The preparation of the consolidated financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although, these estimates are based upon the management’s best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Any revision to the accounting estimates is recognised prospectively in the current and future accounting years.

4) Depreciation:

Depreciation

Depreciation on Property, Plant and Equipment as at 31st March 2023 and 31st March 2022 is provided for on Written Down Value Method calculated with reference to the useful life of the asset prescribed in Schedule II of the Companies Act, 2013. The company provides pro-rata depreciation on additions and disposals made during the period/year. Software are under development is not put to use as on 31.03.2023, Therefore no amortisation charged during the current year.

5) Property, plant and equipment (PPE) and Intangible assets:

PPE

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment (if any). The cost of property, plant and equipment comprises its purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Expenditure on addition, Improvement and renewals is capitalized and expenditure for maintenance and repair is charged to Profit and Loss account.

INTANGIBLE ASSETS

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses (if any). Intangible assets are amortized on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible assets will not exceed ten years from the date when asset is available for use is considered by the management. The amortisation period and amortisation method are reviewed at least at each financial year end and if the expected useful life of the asset is significantly different from previous estimate, the amortisation period is changes accordingly. Software are under development is not put to use as on 31.03.2023, Therefore no amortisation charged during the current year.

6) Borrowing Costs:

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

7) Inventories:

There is no inventory.

8) Revenue Recognition:

- (a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured and there is reasonable certainty regarding ultimate collection.
- (b) Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exist.
- (c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

9) Cash and Cash Equivalent:

Cash and Cash equivalents comprise cash on hand, balance with banks on current accounts, and short term highly liquid investments with an original maturity of three months or less and which carry an insignificant risk of changes in value. The Cash and Cash Equivalent balance also included Other bank balance i.e. Deposits with original maturity of more than 12 months (Including accrued Interest).

10) Taxes on Income:

Tax expense comprises of current tax & deferred tax.

(a) Current income tax is amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. The Company has opted new tax regime under section 115BAA of Income Tax Act 1961.

(b) Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and tax laws that are enacted or substantively enacted at the Balance Sheet date. 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. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing tax laws. Deferred tax asset are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets.

11) Provisions and Contingent Liabilities and Contingent Assets:

(a) A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

(b) Contingent Liabilities are not recognized but are disclosed in the notes on financial statements.

(c) Contingent Assets are neither recognized nor disclosed in the financial statements.

12) Foreign Currency Transactions:

Initial Recognition

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

Subsequent Recognition :-

As at the reporting date, All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognized in the Consolidated Statement of Profit and Loss.

13) Goodwill on Consolidation:

The excess of cost to the Group of its investments in the subsidiaries subject to consolidation over its share in the equity of the subsidiaries, at the dates on which the investments in the subsidiaries are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements. Goodwill arising on consolidation is not amortised.

Goodwill is reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. If impairment is indicated, the asset is written down to its fair value.

14) Earnings per Share (EPS):

(a) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in Lakhs)

NOTE 2 - SHARE CAPITAL		As At 31st March, 2023	As At 31st March, 2022
Authorised		1,100.00	1,100.00
110,00,000 Nos (P.Y. March 31, 2022 : 110,00,000 Equity Share of Rs.10/- each) Equity Shares of Rs.10/- each		1,100.00	1,100.00
Issued, Subscribed and paid-up			
105,98,800 Nos (P.Y. March 31, 2022 : 105,98,800 Equity Share of Rs.10/- each) of Equity Shares of Rs.10/- each		1,059.88	1,059.88
		1,059.88	1,059.88
Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		As at 31st March, 2023	
		Equity Shares (No.)	(Rs. In Lakhs)
		Equity Shares (No.)	(Rs. In Lakhs)
Equity Shares of Rs.10 each outstanding at the beginning of the year		1,05,98,800	1,059.88
Equity Shares of Rs. 10 each outstanding at the end of the year		1,05,98,800	1,059.88

Rights, preferences and restrictions attached to shares :

Equity Shares : The company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is eligible for one vote per share held. In the event of liquidation of the company, the equity shareholders are eligible to receive the realised value of the assets of the company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholder holding more than 5% of the aggregate shares :	As at 31st March, 2023		As at 31st March, 2022	
	Equity Shares	% of Holding	Equity Shares	% of Holding
Bharat	31,78,980	29.99%	31,78,980	29.99%
Kalavathy Bylappa	31,78,770	29.99%	31,78,770	29.99%
Finshore Securities Private Limited	-	-	6,20,000	5.85%
Pushpa Bhaju	6,20,000	5.85%	-	-

Equity Shares movement during the 5 year preceding March 31, 2023:

a) Increase in Authorised Share Capital:

During the financial year 2019-20, The authorised capital of the company has been increased from Rs. 2 lakh to Rs. 1100 lakh with 11,00,000 equity shares of Rs. 100 each w.e.f from 21st October 2019.

b) Preferential Allotment:

During the financial year 2019-20, The Company issued 28,280 fully paid-up Equity Shares of Rs.100 each at a premium of Rs 2,581.81 per share on Preferential Basis by way of consideration other than cash to the shareholders of BHH Technologies Limited (Formerly known as Bharat Head Hunters Private Limited) on 19th November, 2019.

C) Bonus Shares

During the year financial year 2019-20, The company has allotted 6,05,600 fully paid up shares of face value Rs. 100 each by way of Bonus Issue, approved by the shareholders at the Extra-Ordinary general Meeting dated 14th December, 2019. The bonus shares were issued by capitalization of profits transferred from the General Reserve. The ratio of Bonus Issue was 20:1 (Twenty bonus equity shares for every one equity share).

The bonus shares once allotted shall rank pari passu in all respects and carry the same rights as the existing equity shareholders and shall be entitled to participate in full, in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

d) Split of share

During the financial year 2019-20, Company having 6,35,880 share of face value Rs. 100/- each, opted for splitting of shares into face value of Rs. 10/- each, which lead to the increase in number of Equity shares from 6,35,880 to 63,58,800 but there was no increase in substantial value of Shareholder's fund .

e) Public issue of shares

During the financial year 2019-20, the Company came out with an Initial Public Offer in BSE SME Startup Platform turning it into a Listed Company and issued 42,40,000 fully paid up shares of face value Rs. 10 each, to Public.

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in Lakhs)

f) Share holding of Promoters

Shares held by promoters at end of the year	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding	
Promoters Name					
Bharat	31,78,980	29.99%	31,78,980	29.99%	0.00
Kalavathy Bylappa	31,78,770	29.99%	31,78,770	29.99%	0.00

Shares held by promoters at end of the year	As at 31st March, 2021		As at 31st March, 2020		% Change during the year
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding	
Promoters Name					
Bharat	31,78,980	29.99%	31,78,980	29.99%	0.00
Kalavathy Bylappa	31,78,770	29.99%	31,78,770	29.99%	0.00

NOTE 3 - RESERVE & SURPLUS	As At 31st March, 2023	As At 31st March, 2022
<u>Security Premium</u>		
Balance as at the beginning of the year	58.11	58.11
	58.11	58.11
<u>Add: Security premium of Subsidiary company ('BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited))</u>		
Balance as at the beginning of the year	398.63	398.63
Add: During the year	-	-
	398.63	398.63
Balance as at the end of the year	456.74	456.74
<u>Surplus - Balance in the Statement of Profit and Loss:</u>		
Balance as at the beginning of the year	159.95	58.10
Add : Standalone Profit and loss during the year	23.72	13.17
<u>Add: Profit and loss of Subsidiary company</u>		
BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)	10.34	88.68
Balance as at the end of the year	194.01	159.95
	650.75	616.69

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in Lakhs)

NOTE 4 - LONG- TERM BORROWINGS	As At 31st March, 2023		As At 31st March, 2022	
	Non-Current	Current	Non-Current	Current
Term Loan				
From Bank				
(a) Secured				
-Vehicle Loan (From Karnataka Bank)	10.59	6.08	16.13	6.01
-Working Capital (From Karnataka Bank)	1.67	6.67	8.33	6.65
(b) Unsecured				
-Business Loan	-	-	-	4.84
From Others Parties				
(a) Unsecured				
-From Financial Institutions				
-Business Loan (From Bajaj Finance Limited)	-	4.30	4.30	6.43
Loan & Advances from Related parties	358.02	-	383.87	-
Total	370.28	17.04	412.64	23.93
The above amount includes :				
- Secured borrowings	12.26	12.74	24.47	12.66
- Unsecured borrowings	358.02	4.30	388.17	11.27
Amount disclosed under the head Short Term Borrowings (Refer Note No. 5)	-	(17.04)	-	(23.93)
	370.28	-	412.64	-

Terms of Repayment of Term and Other Loans

*Term Loan (against car) from Karnataka Bank taken by the Company are to be repaid by payment of Equated Monthly Instalments beginning from the month subsequent to taking of the respective loans. This loan is due for full repayment in October 2025.

Unsecured loan from Bajaj Finance Limited are taken by the Company for business purpose was to be repaid by payment of Equated Monthly Instalments at a rate of interest of 17.50% p.a. and is due for full repayment in October 2023.

Unsecured loans from related parties are taken without any stipulation for repayment and are stated by the management to be in nature of long term borrowings. Such loans are interest free.

**Term loan from Karnataka Bank are taken by the Company for working capital purpose to be repaid by payment of Equated Monthly Instalments at a rate of interest of 9.25% p.a. and is due for full repayment in June 2024. However, the repayment of instalment started from June 2021. Details of Securities as mentioned below.

Details of Security

*Term Loan (against vehicles) from Karnataka Bank are secured by exclusive charge on the vehicle financed out of Term Loan.

**Details of Security	Value (Amount in Rs)	Date of Valuation
Prime:		
Hypothecation of Book Debts (25% Margin on Receivables)	-	-
Collateral:		
Already held Equitable mortgage of residential apartment bearing flat no -I, GF, BBMP property #973/983/640, "Pallavi Enclave", Site No 36,37 & 38, Sy No 10/1, Present Bommanahalli Khata #640, Property bearing #10/1/36,37,38/26,18th cross Sarakki Village Uttarahalli Hobli Bangalore south Tq, JP Nagar 6th stage Bangalore-560078, belong to Mrs. Kalavathy Bylappa.	66.87	28-05-2020

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in Lakhs)

AEM of Property bearing Site No 225, formed by the BDA situated at Banashankari 6th Stage Layout, 3rd Block, Bangalore - 560062, belonging to Mrs. Kalavathy Bylappa	31.97	28-05-2020
AEM of Residential Vacant Plot bearing Site No 45, Sy No 98, BUEHBCS Layout, Taralu Village, Uttarahalli Hobli, Next to NAPA Valley Layout, Off Kanakapura Main, Bangalore - 560082, belonging to Mrs. Kalavathy Bylappa	24.00	28-05-2020

The facility is further secured by personal guarantee of both the Directors Mr. Bharat and Mrs. Kalavathy Bylappa.

NOTE 5 - SHORT TERM BORROWINGS	As At 31st March, 2023	As At 31st March, 2022
Secured:-		
<u>Loan repayable on demand</u>		
Secured:-		
-Overdraft from Bank	18.32	88.56
-Canara Bank Factoring	0.03	0.95
<u>Other loans & advances (unsecured)</u>		
-Loans from Bodies Corporate	14.65	14.65
Current maturities from long term borrowings (Refer Note No. 4)	17.04	23.93
	50.05	128.10

Primary Security: -

Overdraft facility of Rs 55 Lakhs from Karnataka Bank is secured by hypothecation of book debts. The rate of interest on overdraft facility is 11.13% p.a. (i.e. 6 months treasury bill + 4.48% p.a)

Collateral Security: -	Value	Date of Valuation
Continuing of already held equitable mortgage of residential vacant site bearing site no.225, formed by BDA situated at banashankari 6th stage measuring 581.25 Sq.ft belonging to Mrs. kalavathy Bylappa is valued at Rs.31.97 lakh as per VR dated 01/06/2020 by our panel vauer, Mr. Murthy & Gupta Associates. FSV is at Rs.23.98 lakh. (Common security to 061PSTL/617 of Rs.20 lakh under GECL , 061PSOD/126 of Rs.70 lakh of M/s Tranway Technologies Pvt Ltd and proposed Mortgage OD Loan for Rs. 29.00 Lakh).	31.97	01-06-2020
Continuing of already held equitable mortgage (Reg MDTD) of residential vacant site bearing site no 45, sy no98 formed by the Bangalore University Employees HBCS Layout at Taralu village Uttarahalli Hobli Next to Rear Side of Concord NAPA valley layout Off Kanakapura main Road Bangalore-560082 measuring 1600 Sqft belonging to Mrs. Kalavathy bylappa is valued at Rs.24 lakh as per VRD 01/06/2020 by Mr. Murthy & Gupta Associates, our panel valuer. FSV is at Rs.18 lakh. (Common security to 061PSTL/617 of Rs.20 lakh under GECL , 061PSOD/126 of Rs.70 lakh of M/s Tranway Technologies Pvt Ltd and Proposed Mortgage OD Loan of Rs. 29.00 lakh)	24.00	01-06-2020

The facility is further secured by personal guarantee of both the Directors Mr. Bharat and Mr. Kalavathy Bylappa.

Factoring Facilities

Factoring facility of Rs 125 Lakhs from Canara Bank. The rate of interest on Factoring facility is 12.75% p.a. compounded monthly.

Security:-

Primary Security: -

Assignment of client's receivables identified for factoring.

Collateral Security: -

1. Assignment of LIC Policies (8 numbers) standing in the name of Mr. Bharat one of the Director of the Company with sum assured Rs 15 Lakhs with surrender value of Rs 9.54 Lakhs as on 17.02.2019.
2. 5% Retention margin on each realization of factored debts will be kept as KDR till it reaches 50% of the sanctioned limit including the LIC Policy surrender value (Total Rs 50.00 Lakhs) with Canara Bank duly noting lien in our favour.

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in Lakhs)

NOTE 6 - TRADE PAYABLES	As At 31st March, 2023	As At 31st March, 2022
Total Outstanding Dues of Micro, Small & Medium Enterprises	-	-
Total Outstanding Dues of Creditor other than Micro, Small & Medium Enterprises	5.97	5.46
	5.97	5.46

There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days As at 31st March, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined based on the information/documents available with the Company.

Ageing for trade payables outstanding as at March 31, 2023 is as follows:					
Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
MSME	-	-	-	-	-
Others	5.97	-	-	-	5.97
Disputed due-MSME	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-
Total	5.97	-	-	-	5.97

Ageing for trade payables outstanding as at March 31, 2022 is as follows:					
Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
MSME	-	-	-	-	-
Others	5.46	-	-	-	5.46
Disputed due-MSME	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-
Total	5.46	-	-	-	5.46

NOTE 7 - OTHER CURRENT LIABILITIES	As At 31st March, 2023	As At 31st March, 2022
Other Payables		
Statutory Liabilities	44.68	44.33
Liabilities for expenses	99.13	111.01
	143.80	155.34

NOTE 8 - SHORT TERM PROVISIONS	As At 31st March, 2023	As At 31st March, 2022
Others		
Provision for Taxation	8.48	27.39
	8.48	27.39

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

NOTE 9 :

Property, Plant and Equipments

(Rs in lakhs)

	FURNITURES & FIXTURES	VEHICLES	COMPUTERS	PLANT & EQUIPMENTS	OFFICE EQUIPMENTS	TOTAL
Gross Block						
As at March 31, 2021	8.57	49.26	9.06	1.96	1.39	70.23
Additions	6.42	-	0.69	0.78	1.46	9.36
Disposal	-	-	-	-	-	-
As at March 31,2022	14.99	49.26	9.75	2.74	2.85	79.59
Additions	-	-	0.89	-	0.09	0.98
Disposal	-	-	-	-	-	-
As at March 31,2023	14.99	49.26	10.64	2.74	2.95	80.57
Depreciation						
As at March 31, 2021	6.65	33.80	8.86	0.87	1.01	51.20
Charge for the year	0.93	4.81	0.27	0.28	0.31	6.60
Adjustments	-	-	-	-	-	-
As at March 31,2022	7.58	38.61	9.13	1.15	1.32	57.80
Charge for the year	1.92	3.31	0.60	0.29	0.73	6.84
Adjustments	-	-	-	-	-	-
As at March 31,2023	9.50	41.93	9.73	1.44	2.05	64.64
Net Block						
As at 31st March,2022	7.40	10.64	0.63	1.58	1.53	21.79
As at 31st March,2023	5.49	7.33	0.92	1.30	0.90	15.93

Note-9 INTANGIBLE ASSETS

	GOODWILL ON CONSOLIDATION	TOTAL
Gross Block		
As at 31st March, 2021	1,124.15	1,124.15
Additions	-	-
As at 31st March,2022	1,124.15	1,124.15
Additions	-	-
As at 31st March,2023	1,124.15	1,124.15

Note-9 INTANGIBLE ASSETS UNDER DEVELOPMENT

	Software (Refer Note-9A)	TOTAL
Gross Block		
As at 31st March, 2022	60.00	60.00
Additions	-	-
Disposal	-	-
As at 31st March,2023	60.00	60.00

NOTE 9A :

F.Y 2022-23					
Intangible Assets Under Development	Amount in Intangible Assets under Development for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in progress	-	-	3.00	57.00	60.00
Projects temporarily suspended	-	-	-	-	-

F.Y 2021-22					
Intangible Assets Under Development	Amount in Intangible Assets under Development for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in progress	-	3.00	57.00	-	60.00
Projects temporarily suspended	-	-	-	-	-

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Rs in lakhs)

NOTE 10 - OTHER NON CURRENT ASSETS	As At 31st March, 2023	As At 31st March, 2022
Security deposit	2.75	6.99
	2.75	6.99

NOTE 11 - TRADE RECEIVABLES	As At 31st March, 2023	As At 31st March, 2022
Current		
Trade receivables considered good-secured	36.56	37.47
	36.56	37.47

Ageing for trade receivables current outstanding as at March 31, 2023 is as follows:

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 month	6 month-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivable -considered good	31.38	0.05	5.12	-	-	36.56
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	31.38	0.05	5.12	-	-	36.56

Ageing for trade receivables current outstanding as at March 31, 2022 is as follows:

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 month	6 month-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivable -considered good	32.34	5.12	-	-	-	37.47
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	32.34	5.12	-	-	-	37.47

NOTE 12 - CASH & CASH EQUIVALENTS	As At 31st March, 2023	As At 31st March, 2022
Balances with Bank :		
- In Current Account	6.83	44.75
Cash on Hand	29.73	38.08
Other Bank Balance		
Bank deposit with more than 12 month maturities*	8.34	55.07
- In Fixed Deposit Account		
	44.91	137.90

Fixed deposits of Rs 8.34 Lakh as at March 31, 2023 which are under lien with Canara bank for the Factoring facilities (Refer Note-5)

NOTE 13 - SHORT TERM LOANS & ADVANCES	As At 31st March, 2023	As At 31st March, 2022
Unsecured, considered good :		
Loan and Advances to Related Parties	3.00	3.00
Others		
Advance recoverable in cash or in kind or for value to be received	825.21	839.13
Advance to Staff	17.45	17.45
Prepaid Expenses	1.12	-
Tax deducted at Source	69.18	101.13
Income Tax Refund	73.89	51.91
GST Input	14.04	-
	1,003.90	1,012.62

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs in Lakhs)

NOTE 14 - REVENUE FROM OPERATIONS	For the year ended, March, 2023	For the year ended, March, 2022
Sale of service		
-Domestic service (Including SEZ Supply)	793.93	983.35
-Export service	16.77	10.00
	810.70	993.35

NOTE 15 - OTHER INCOME	For the year ended, March, 2023	For the year ended, March, 2022
Interest Income on Income Tax Refund	3.08	4.61
Interest Income on Fixed deposit	2.78	2.18
Travelling Reimbursement	0.55	0.68
Miscellaneous Income	1.44	1.08
	7.85	8.55

NOTE 16 - EMPLOYEE BENEFITS EXPENSE	For the year ended, March, 2023	For the year ended, March, 2022
Salary, Bonus & Allowances	349.20	566.03
Contribution to Provident and other funds	7.60	10.32
Staff welfare Expenses	1.38	2.13
	358.19	578.47

NOTE 17 - FINANCE COSTS	For the year ended, March, 2023	For the year ended, March, 2022
Interest to bank		
Interest on bank borrowings	14.64	17.67
Interest to Financial Institution		
Interest on unsecured loan	1.38	2.40
Other Borrowing		
Other borrowing cost	0.79	3.19
	16.81	23.26

NOTE 18 - DEPRECIATION AND AMORTIZATION EXPENSES	For the year ended, March, 2023	For the year ended, March, 2022
Depreciation on Tangible Assets (Refer Note 9)	6.84	6.60
	6.84	6.60

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs in Lakhs)

NOTE 19- OTHER EXPENSES	For the year ended, March, 2023	For the year ended, March, 2022
Administration, Selling & Other Expenses		
Business Promotion Expenses	0.63	1.24
Bank Charges	1.39	0.87
Telephone Expenses	1.58	2.20
Electricity Charges	0.13	0.56
Office & Maintenance Charges	11.11	16.19
Office Rent	-	2.09
Rates & Taxes	0.98	1.28
Travelling & Conveyance	6.17	5.99
Motor Car Expenses	0.62	1.32
Outsourcing Service Charges	280.57	172.62
Professional & Consultancy Charges	57.78	36.94
Membership and Subscription charges	4.97	4.08
Auditors Remuneration(Refer note below)	4.17	3.94
Sitting Fees	0.30	0.92
Interest/late fee on delayed payment of statutory liabilities	3.67	3.04
Foreign exchange (Gain)/Loss (Net)	-	0.09
Bad-debt written off	13.93	8.96
General Expenses	1.25	1.19
	389.25	263.52

Auditors' Remuneration:	For the year ended, March, 2023	For the year ended, March, 2022
(i) Statutory Audit	3.20	3.20
(iii) Other matter	0.97	0.74
	4.17	3.94

NOTE 20 - DEFERRED TAX ASSET (NET)	For the year ended, March, 2023	For the year ended, March, 2022
Components of Deferred tax liability/ Assets		
WDV as per Companies Act	15.93	21.79
Less: WDV as per Income Tax Act	35.04	40.02
	(19.11)	(18.23)
Deferred Tax Liability/ (Asset)	(4.81)	(4.59)
CLOSING DEFERRED TAX LIABILITY/ (ASSET)	(4.81)	(4.59)
OPENING DEFERRED TAX LIABILITY/ (ASSET)	(4.59)	(4.61)
DEFERRED TAX LIABILITY/ (ASSET) FOR THE YEAR 31st March, 2023	(0.22)	0.02

NOTE 21 - EARNINGS PER SHARE	For the year ended, March, 2023	For the year ended, March, 2022
Net Profit for the year attributable to equity shareholders (Rs in Lakhs)	34.06	101.86
Weighted Average Number of Equity Shares for Calculation of Basic/Diluted EPS	1,05,98,800	1,05,98,800
Face value per equity share (Rs)	10	10
Basic and diluted earning per share (Rs)	0.32	0.96

TRANWAY TECHNOLOGIES LIMITED

CIN. L74900KA2015PLC079480

NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

NOTE: 22

Contingent liability not provided for in the books of account in respect of:

NIL

NOTE: 23

The balance as shown in the accounts with respect to Trade Receivables, Long term borrowings, Short term loans and advances and Other Current Liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable.

However, in the opinion of the Management, the realizable value of the current assets in the ordinary course of business will not be less than the value at which they are stated in the Balance sheet.

NOTE: 24

Business Segment

The Company is engaged in the business of providing manpower services and there is no separate reportable segment. As such there is no requirement for separate reportable segments reporting as specified in the Accounting Standards (AS-17) on Segment Reporting.

Geographical Segment

The Company does not have any overseas branch and operations are entirely domestic. Therefore, no separate reporting is done based on geographical segments.

NOTE: 25

Provisions for liabilities in respect of gratuity benefits are not made. However, it will be recognized as an expense in the statement of profit and loss account on actual basis during the period in which the eligible employee leaves the service of the company and settlements of his dues are made based on actual calculation.

The company is in process of making compliance under "Accounting standard -15 Employee benefit" under the companies (Accounting Standards) Rules 2006.

NOTE: 26

Earnings/Expenditure in Foreign Currency

(a) Earning in Foreign currency

The Exports for the 2 reporting periods are as under:-

(Rs in Lakh)

Particulars	31st March 2023	31st March 2022
Sale of Services	16.77	10.00

(b) Expenditure in Foreign currency

	31st March 2023	31st March 2022
	Nil	Nil

NOTE 27 - Related party disclosures

a) Name of the related parties where control exists irrespective of whether transactions have occurred or not :

i) Key Managerial Personnel(KMP)

Bharat
Kalavathy Bylappa
Venkataraja Chekodu
Susurla Ramasubba Rao Nagaraj
Anand Ganapatrao Patil
Bagmane Ranganath Anand
Preeti Sandeep Byse
Anitha

ii) Enterprises owned or significantly influenced by the KMP or their relatives

Tranway Technologies PTY Ltd
Bharat Head Hunters SDN BHD
Bharat Head Hunters (Proprietary Concern)

iii) Subsidiary Company

BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)

b) List of the related parties with whom transactions have taken place during the year:

i) Key Managerial Personnel(KMP)

Bharat
Kalavathy Bylappa

ii) Subsidiary Company

BHH Technologies Ltd (Formerly named as Bharat Head Hunters Private Limited)

c) Details of transactions with Related Parties during the period:

(Rs in Lakhs)

Transaction	Relation	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<u>Salary & Perquisites to Managerial Personnel</u>			
Kalavathy Bylappa	Key Managerial Personnel	54.00	54.00
Bharat	Key Managerial Personnel	30.00	30.00
		84.00	84.00
<u>Unsecured Loan Taken</u>			
Kalavathy Bylappa	Key Managerial Personnel	4.84	10.00
		4.84	10.00
<u>Unsecured Loan Refund</u>			
Kalavathy Bylappa	Key Managerial Personnel	31.24	60.46
		31.24	60.46
<u>Outstanding Balances (credit Balance)</u>			
		As at	As at
		31st March, 2023	31st March, 2022
Bharat	Key Managerial Personnel	239.97	239.97
Kalavathy Bylappa	Key Managerial Personnel	117.50	143.90
Tranway Technologies PTY Ltd	Enterprises owned or significantly influenced by the KMP or their relatives	(3.00)	(3.00)
		354.47	380.87

* Figures in bracket represent debit balance.

Related parties are identified by the management.**NOTE: 28**

Previous year's figures have been reclassified, wherever necessary, to conform to the current year's classification.

As per our report of even date attached

For Luharuka & Co.
Chartered Accountants
FRN: 328700E

CA Monoranjan Chowdhury
Partner
Membership No. 054225
UDIN:-
Place: Kolkata

KALAVATHY BYLAPPA
Managing Director
DIN 03550060

ANITHA R
Company Secretary
CSN:60826
Place : Bangalore
Date :

For and on behalf of the Board of Directors
Tranway Technologies Limited

BHARAT
Director
DIN 03542954

PREETI SANDEEP BYSE
Chief Financial Officer