

Ref: SK/CHN/2023-24/E23

September 04, 2023

National Stock Exchange of India Limited Capital Market – Listing, Exchange Plaza, 5th Floor, Plot No. C/1 G Block, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051	BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001
EQ-SECURKLOUD – ISIN – INE650K01021	Scrip code: 512161 – ISIN – INE650K01021

Dear Sir/ Madam,

**Subject: Notice of the 38<sup>th</sup> Annual General Meeting (AGM) and Annual Report 2022-23**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the provisions of Companies Act, 2013, we hereby enclose copy of the Annual Report of the Company along with the AGM Notice which is sent today to all the shareholders through electronic mode, whose email IDs are registered with the Company/Depositories. The same is hosted on the website of the Company as below:

Annual Report – <https://www.securekloud.com/investor/annual-report/2022-2023/ANNUAL-REPORT-2023.pdf>

AGM Notice – <https://www.securekloud.com/investor/annual-report/2022-2023/AGM-NOTICE.pdf>

The 38<sup>th</sup> AGM will be held on Tuesday, September 26, 2023, 11:00 am IST through video conference and other audio-visual means (VC/OAVM). The Company has engaged CDSL for providing E-voting services and VC/OAVM facility for this AGM.

Particulars	Details
Cut-off date for e-voting	Tuesday, September 19, 2023
E-voting start time and date	9:00 AM (IST), Saturday, September 23, 2023
E-voting end time and date	5:00 PM (IST), Monday, September 25, 2023

The above information is for your records.

Thanking You,  
Yours Truly,  
For SecureKloud Technologies Limited



Roshini Selvakumar  
Company Secretary  
Encl: a/a

# SECUREKLOUD

Annual Report 2023



Empowering Resilience  
for Today and Tomorrow



# Leading the Way in NexGen Cloud Security & Compliance

In an era marked by increasing regulatory compliance, complex cybersecurity and data privacy threats, we position ourselves as the trusted go-to technology transformation and security partner for organizations aiming to achieve successful cloud transformation.

SecureCloud is dedicated to forging strategic partnerships with prominent industry players to enhance our portfolio in identity management, security, compliance, and governance. Further, we continue to invest in cloud security, data analytics, AI/ML, and LLM reinforcing our prowess in this pivotal domain.



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## Dear Stakeholders,

Financial year 2023 was a strong year for our business with revenue growth of over 20%; the year scripted many milestones, along these two broad themes of continuing investment and revenue growth.

We are pleased to inform you that significant improvements have been made to our corporate governance framework; the Board and the Management at SecureKloud Technologies Limited, remain committed to upholding the highest standards of transparency, accountability, and ethical business conduct.

Over the past year, we have taken deliberate actions to strengthen and diversify the composition of the Board and the Audit Committee by appointing majority independent directors with a wider range of finance, cyber security and fin-tech skills. We acknowledge and recognize the importance of a robust corporate governance structure that safeguards your interests; the improvements made to our corporate governance framework is a testimony of our strong commitment to maintain highest levels of ethical practices and promotes long-term value creation.

We continued to build on our growth strategy; our healthcare and life sciences business grew at a rate of 29% YoY, driven on the back of client adoption of digital transformation services and managed services.

While we continue to focus steadily on our growth strategy, we are also undertaking several initiatives to strengthen our delivery capabilities by improving utilisation, eliminating cost inefficiencies and rationalising on site delivery cost which will not only aid in significantly narrowing down the losses but also position us towards profitable growth in the coming years.

Over the last three years, the share of our healthcare and life sciences portfolio has gone up from 71% to 75%, which is a strong validation to winning in our digital, cloud first approach.

Our industry credentials in Cloud and Data security have further strengthened this positioning; we believe that by 2025, more than 50% of tech spend in the IT Services market is going to be on Cloud; we have been amongst the first to recognize this potential, we have partnered with all the leading Cloud, Electronic Health Record (EHR) vendors to leverage the emerging opportunities in the coming years.

We have been well served with our strategy of product and service diversification to better serve client needs. Today, our Services & Platforms business is not just a core portfolio, but a door-opener in new client acquisitions.

Digital transformation continues to remain paramount for enterprises and we are optimally positioned to partner with them through their digital journey. We are going through a product portfolio transformation, evolving our services mix to align with client spend patterns, and ride the rapid growth of our digital business.

And with the changing economic environment, our Company is well positioned to work with clients in their digital transformation as well as their cost efficiency and automation programs; enabling us to support them in these areas of transformational initiatives.

In the past few years, we have developed a strong set of capabilities in digital transformation. Our platforms, including CloudEz, DataEz and readabl.ai are creating strong impact with clients. Our strength in digital, cloud, and automation, along with cost efficiency capabilities have held us in good stead.

We have witnessed the global economy dealing with inflation, interest rate increases, and changes in demand environment for companies in various industries. These will be critical in the evolving economic environment as we continue to deepen our engagements with clients.

As we look ahead to the future, we look back at two key pillars of our strategy – Cloud First and Customer Centricity. Our organization structure, investments in platforms, people, delivery models etc have all been shaped by our client's requirements.

We are committed to make every client feel deeply valued by our relationship and leverage our capabilities to transform, grow and build better futures. With scale and by steadily expanding our capabilities, we are elevating from pursuing opportunities, to creating those opportunities in the years ahead.

We look forward to the next phase of growth with optimism and confidence, ready to seize the many opportunities that are ahead of us. With the trust of our clients, the dedication of our employees and the strength of our capabilities, I remain confident of our ability to serve our clients and continue to create positive impact for them.



Yours Sincerely,

**Balasubramanian V**

Chairman

# Cloud Security and Compliance Transformation for a Connected Future

Organizations today are confronted with ever-evolving complex cybersecurity challenges that demand a shift in focus from questioning the use of cloud, to understanding how to leverage the cloud securely with considerations for security, compliance, and governance.

With the surge in regulatory requirements, organizations face pressure to adhere to stringent guidelines while protecting their valuable data, applications, and infrastructure. This is where SecureCloud steps in by providing an approach to 360-degree view of security, meticulously establishing the necessary measures to safeguard sensitive data, applications, and infrastructure with identity first approach to zero trust security on the cloud and provide a resilient framework capable of withstanding the challenges of today's dynamic threat scape.

As a steadfast partner, SecureCloud ensures a secured digital frontier, enabling businesses to thrive securely within today's interconnected ecosystem. Collaboratively, we can drive technological transformation, shaping the future and transforming tomorrow's possibilities into today's reality.

We are pioneers in cloud, security and governance upholding the highest standards of HITrust, HIPAA, PCI, GxP, and SOX during the cloud transformation journey, seamlessly integrating agile methodologies and cloud DevOps practices.

# Securing the Digital Frontier: Innovative Approaches for Robust Security and Compliance

SecureKloud specializes in leveraging our expertise to navigate the complex landscape of cyber threats and ensure the security and compliance of the digital frontier by harnessing the power of NexGen technologies, driving industry growth, and forging strategic partnerships.



## NexGen Technologies

By utilizing cutting-edge solutions such as cloud, artificial intelligence, GenAI, machine learning, and behavioral analytics, we can proactively detect and mitigate cyber threats in real-time.



## Industry / Market Transformations

We foster industry growth and innovation by venturing into emerging sectors and markets, tailoring services to diverse industry needs, ensuring robust security and compliance.



## Strategic Partnerships

We actively forge strategic partnerships with leading cloud providers, cybersecurity firms, and industry experts to stay ahead of evolving threats and access the latest insights and best practices.

We specialize in navigating the intricacies of cyber threats by utilizing next-gen technologies, establishing strategic partnerships, and exploring new industries or markets. Our approach allows us to effectively combat the cybersecurity challenges of today while also envisioning and preparing for future threats.



# Empowering NexGen Technologies with Robust Security & Compliance Measures

By ensuring the safety and integrity of their systems and data, we empower our clients with resilient cloud security and compliance measures for NexGen technologies, both today and tomorrow.



# Identity First Strategy for Zero Trust Cloud Provisioning

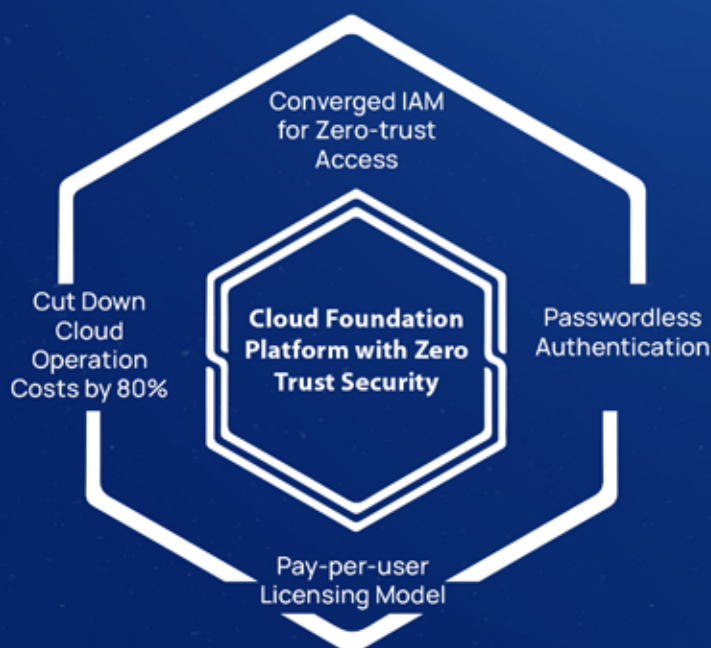
The evolution towards a cloud-centric, data-driven, and remote work ecosystem has introduced novel security intricacies. The surge in vulnerabilities tied to access points has expanded the terrain vulnerable to cyber attacks. Alarming statistics reveal that 47%<sup>1</sup> of critical misconfigurations in cloud environments stem from inadequate identity and entitlement practices. This underscores the need for an identity-first strategy, underlining its pivotal role in establishing a strong zero-trust security framework within the realm of cloud transformation.

By embracing Identity First strategy within CloudEdge, businesses can confidently embrace Zero Trust Cloud Provisioning and elevate their security posture to protect critical assets and maintain compliance with industry regulations.

With our continual focal towards the security 'in' the cloud, SecureKloud partnered with Cross Identity, a rapidly growing SMB and mid-market Converged IAM Platform for powering the "Zero Trust Provisioning in the Public Cloud" that's collaborated with the SecureKloud's CloudEdge, a robust and compliant cloud Infrastructure Platform, firmly established on the Zero Trust Security framework, leveraging the power of automation.

Converged Identity Access Management (IAM) is a crucial aspect of CloudEdge, ensuring the integrity and protection of user identities within the cloud environment. CloudEdge's security by design, zero trust, and automation-enabled approaches helps protect workloads across multi & hybrid cloud environments by increasing visibility, reducing attack surfaces, and preserving compliance.

With CloudEdge, businesses can leverage advanced and secure identity management capabilities to establish and maintain granular control over user access to resources and data in the cloud. This includes features such as multi-factor authentication, role-based access, user access certification, and privileged access management, which collectively contribute to a strong security posture.



# Securing Your Infrastructure and Data in the Cloud: Introducing CloudEdge for Enhanced Security

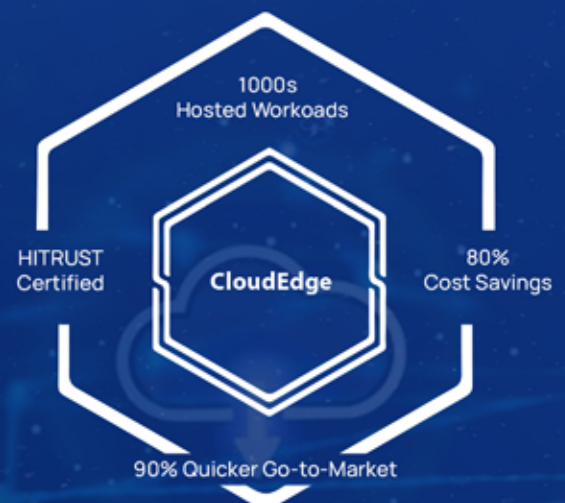
As more companies rush to the cloud, many are scrambling to manage the growing operational complexities of their hybrid and multi-cloud environments, which is also resulting into expanded attack surfaces. The widening cloud, security, and cybersecurity skills gaps only compounds to the problem, which is leaving data, digital infrastructure, and applications increasingly vulnerable. A crucial component of our offerings is to ensure security, compliance, and governance for DevOps and improved DevSecOps for navigating the cloud by strengthening the data protection and securing global cloud application workloads across any platform or cloud environment including AWS, Microsoft Azure, and Google Cloud, additionally, to optimize cost and enhance performance.

We are working with customers in highly regulated industries enabling IT to offer cloud as a service internally with security, compliance, and governance and complete visibility into cloud security, compliance posture and cost optimization

With CloudEdge, our versatile self-service fully managed cloud foundation platform, organizations can shift their focus to core business operations while we address the complexities of cloud infrastructure and DevOps. Equipped with robust built-in security, compliance, and governance features, CloudEdge ensures that organizations can confidently navigate the cloud landscape.

Configured to meet industry-leading compliance standards such as PCI-DSS, HIPAA, SOC 2, NIST, and GDPR, the CloudEdge platform optimizes security measures and regulatory protocols, mitigating the risks associated with data breaches. By leveraging our platform's DevOps-as-a-Service capabilities, organizations can experience accelerated application deployment up to ten times faster, achieve cost savings of up to 80%, and foster a culture of rapid innovation.

CloudEdge, the HITRUST certified cloud platform empowers organizations to optimize their cloud operations, elevate security and compliance measures, and fully harness the cloud's capabilities. Through CloudEdge, our clients expedite their journey of cloud transformation, leading to swifter time-to-market outcomes.



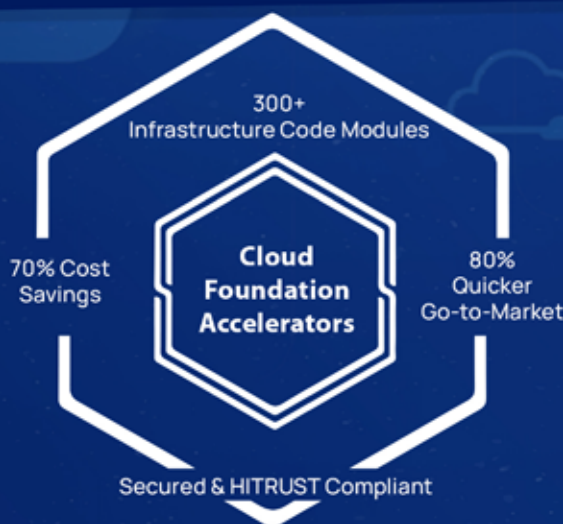
# Redefine Your Cloud Transformation with Infrastructure as a Code (IaaS)

Security, compliance, high availability, and flexibility are critical requirements for every industry, which can be challenging to achieve using traditional IT infrastructure management methods. Traditional infrastructure management can be slow and cumbersome, requiring multiple steps and manual intervention. This can result in inconsistencies and errors in infrastructure configurations, leading to security vulnerabilities and increased risk of data breaches. Infrastructure as a Code (IaaS) provides a valuable tool for ensuring security and compliance while improving IT infrastructure.

SecureCloud has a vast repository of Infrastructure as a Code (IaaS) accelerators which can be used instantly off-the-shelf to build consistent infrastructure foundations across any of the leading cloud providers enabling DevOps-as-a-Service to accelerate cloud transformation.

The shared responsibility model significantly influences organizational security. Revamping cloud security necessitates a partnership between organizations and CIOs. SecureCloud plays an active role in shouldering customer responsibilities, managing crucial security tasks like configuration, monitoring, and management. This covers vital elements such as security patches, updates, IAM, encryption, network security, firewalls, security groups, and DDoS protection.

Taking an integrated approach to infrastructure, data, and application modernization as part of their IT transformation strategy, organizations can increasingly benefit with increased cybersecurity posture, compliance, governance, and resiliency. Infrastructure as a Code and Hyper automation for transformation from SysOps to DevOps is the need of the hour.



# DataEdge: Data Modernization with Security and Compliance in the Digital Era

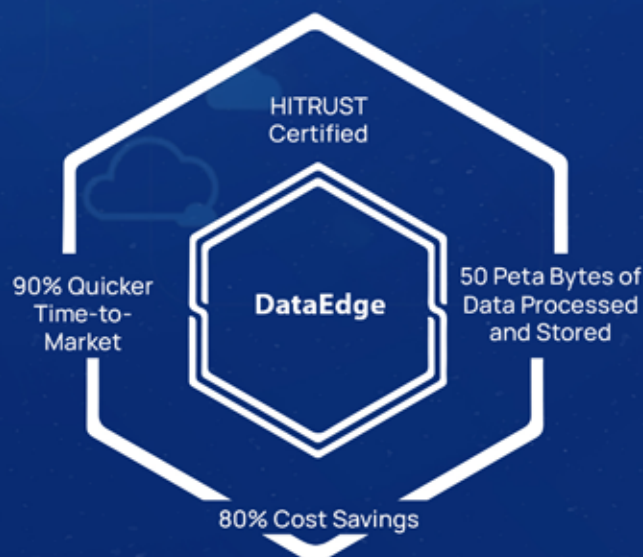
There is a pressing need to take an integrated approach to infrastructure, application, and data modernization with security and compliance due to various factors in today's digital landscape. Foremost, the ever-evolving threat landscape is witnessing a rise in sophisticated cyber attacks, rendering traditional security measures insufficient in safeguarding sensitive data. Moreover, increasingly stringent regulatory requirements demand organizations to adopt robust security measures, ensuring compliance and avoiding severe penalties.

The expansion of cloud computing has also broadened the attack surface, necessitating organizations to adapt their security practices accordingly. By modernizing data security, organizations can proactively address emerging threats, fulfil compliance obligations, and safeguard valuable data assets from unauthorized access, breaches, and potential harm to their reputation.

DataEdge, a highly secure and compliant data analytics platform is developed to meet HITRUST standards. Optimum data security is maintained through data encryption and security for ingested data, Edge and Perimeter security controls, and secure access to the platform following least privilege principles.

SecureKloud's DataEdge platform offers highly modular, scalable, and API-driven solutions to enable AI engineering and data analytics for deriving meaningful insights out of your datasets. Automate the entire process from ingestion to analysis in a single click by leveraging the microservices architecture that builds automated end-to-end data pipelines. Easily deploy and operate the fully managed data analytics and AI engineering platform in hours without any loss of scale or functionality.

**DataEdge, the HITRUST-certified cloud-based data analytics & AI engineering platform empowers organizations to modernize and strengthen data security.**



# Securing the Web3 Era: Exploring the Power of BlockEdge

Web3 is the next groundbreaking evolution in blockchain technology, revolutionizing the way we interact and transact online. With its decentralized and immutable nature, blockchain provides enhanced security measures by eliminating single points of failure and reducing the risk of data tampering or unauthorized access.

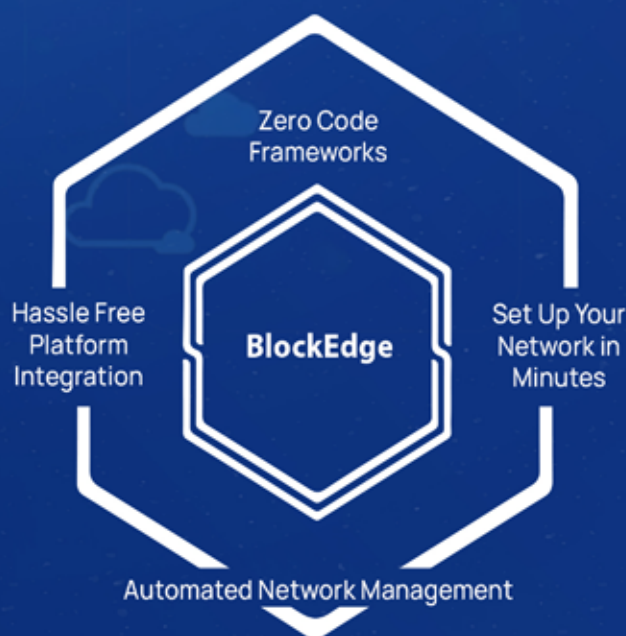
By leveraging cryptography and smart contracts, Web3 enables secure and transparent transactions, identity verification, and data storage. Additionally, blockchain-based authentication mechanisms enhance security by eliminating the need for traditional passwords and central authorities, mitigating the risk of data breaches.

In this dynamic landscape, Securecloud's BlockEdge, an infrastructure automation platform emerges as a vital solution. By providing robust security and streamlined management for Web3 applications and blockchain networks, we empower businesses to harness the full potential of Web3 while ensuring data integrity, confidentiality, and compliance.

BlockEdge combines essential components to drive the adoption of secure Web3 technologies on a large scale. With its infrastructure automation platform and deep expertise in developing decentralized applications and interoperable blockchain solutions, BlockEdge provides the necessary ingredients to facilitate this transition.

By leveraging BlockEdge's comprehensive toolkit and extensive knowledge, organizations can confidently embrace the potential of Web3, ensuring security, scalability, and seamless interoperability. With BlockEdge, organizations can navigate the complexities of Web3 adoption, harness its transformative power, and pave the way for a secure and decentralized future.

With BlockEdge, organizations can confidently embrace the benefits of Web3 while safeguarding their digital assets from cyber threats and maintaining compliance with industry regulations.



# Navigating the Future with Emerging Technologies

Generative AI, the Metaverse, and Large Language Models (LLMs) are revolutionizing our digital interactions. Generative AI uses artificial intelligence to craft unique content and solutions from vast data. Gartner places generative AI on the peak of inflated expectations on the 2023 hype cycle for emerging technologies.

The Metaverse merges virtual and real worlds, enabling immersive experiences and global collaboration. LLMs enhance language processing, enabling machines to understand and communicate human-like text. These concepts drive innovation across industries, providing fresh creativity, connectivity, and efficiency in our evolving tech landscape.

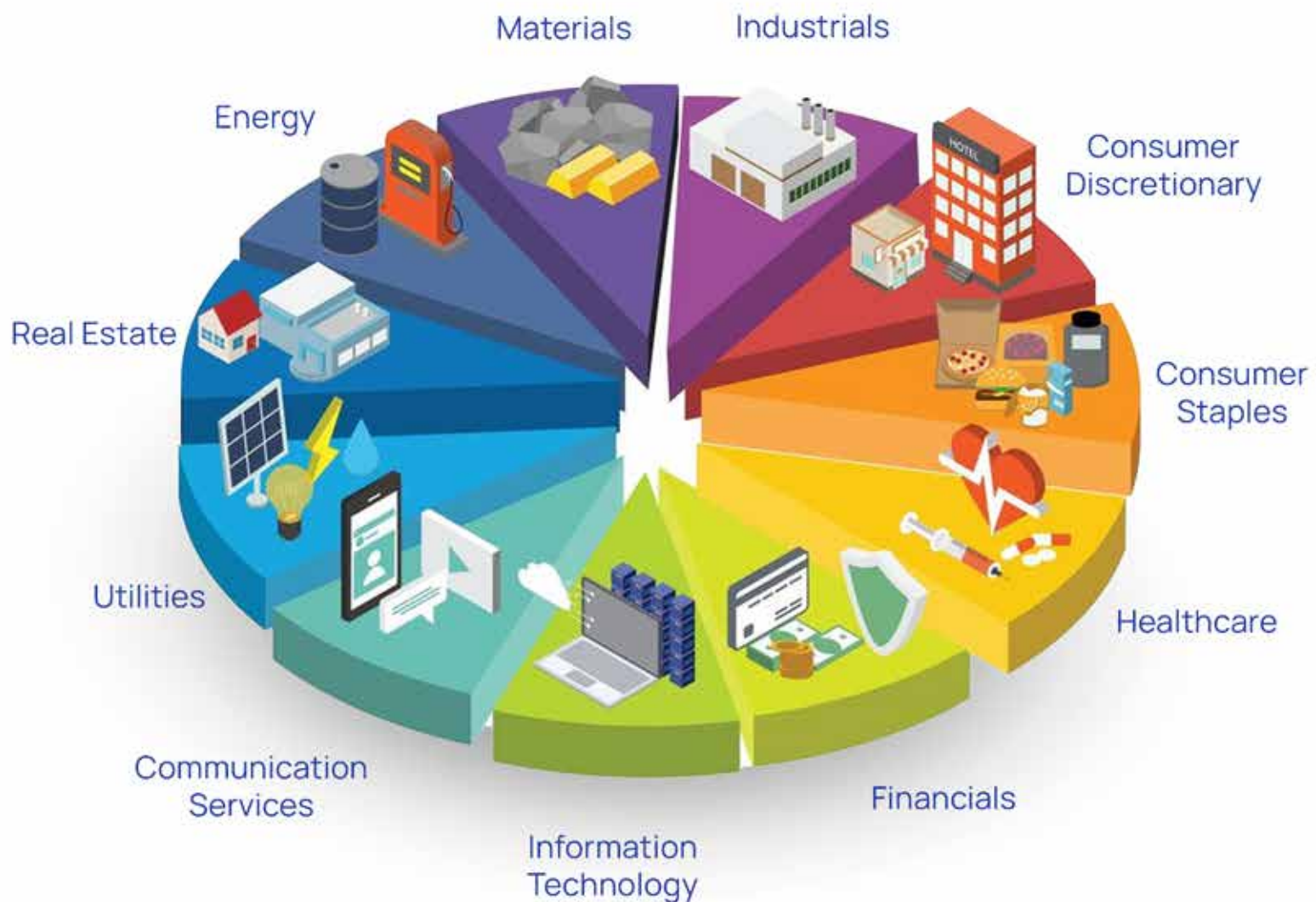
SecureKloud's proactive approach to emerging technologies positions it as a trailblazer for the future. By harnessing the potential of Generative AI, LLMs, and the Metaverse, SecureKloud empowers businesses to stay ahead of the curve, drive innovation, and navigate the evolving technological landscape with confidence. SecureKloud's vision is not just about embracing the technologies of today, but about shaping the technologies that will define tomorrow.

**Standing at the forefront of innovation, we skillfully utilize emerging technologies such as GenAI, Large Language Models (LLMs) and the Metaverse to revolutionize the way we perceive and interact with technology.**

## Empowering Industries

# Empowering Industries for Market Transformation through Security Compliance

We stand as the trusted cloud security transformation partner, dedicated to empowering industries for market growth through robust security and compliance measures. Our unwavering focus on security extends beyond today, preparing businesses for the challenges of tomorrow.





# Envisioning Security Compliance in the Healthcare Industry

Healthcare Triangle Inc., USA step-down subsidiary of SecureKloud empowers its customers to adopt cloud first, security, and compliance first strategy to improve outcomes, quality, access, and cost of healthcare. Healthcare Triangle combines experience & knowledge of EHR systems (Epic and MEDITECH) and healthcare industry with expertise and platform capabilities in cloud, data-AI/ML, and cybersecurity to deliver scalable solutions to health systems and life sciences.

According to Allied Market Research, the US healthcare IT services market is projected to reach \$149 billion by 2025, experiencing a CAGR of 11.7%. At Healthcare Triangle, we understand that technology should never hinder your facility's ability to deliver the best possible care. With decades of experience, we have assisted numerous hospitals and health systems in optimizing their healthcare IT investments.

## Healthcare Triangle Traditional Core Business

### EHR/HIT Professional Services for Epic and MEDITECH Platforms

- **Advisory/Selection Consultancy:**

Healthcare Triangle provides strategic and advisory services to prepare clients for the unique challenges of today's health information technology environment. As a trusted advisor, we provide outside, independent perspectives, executive education, and unbiased advice to help facilitate decision making. Our Advisory Services include a broad range of assessment, planning, and management offerings to help your IT, clinical, and executive leadership establish and align around a common roadmap – one that is achievable, cost-effective, and tuned to the specific needs of your organization.

- **Implementation & Optimization Consultancy:**

With a deep understanding of the unique challenges and complexities in the healthcare industry, our Implementation & Optimization Consultancy in healthcare aims to empower organizations to leverage technology effectively, achieve operational excellence, and ultimately deliver exceptional care to their patients. Our team of experienced consultants works closely with healthcare providers to ensure smooth and efficient implementation of EHR systems.

- **Legacy EHR Support & EHR Transition Support:**

With Healthcare Triangle's Legacy EHR Support and EHR Transition Support, healthcare organizations can confidently navigate the challenges associated with legacy systems and smoothly transition to modern EHR solutions. We prioritize data integrity throughout the transition empowering healthcare providers to enhance patient care, streamline operations, and embrace the benefits of advanced EHR technology.

• **Managed Services:**

As a top healthcare IT managed services provider, Healthcare Triangle streamlines digital operations, accelerating healthcare technology deployment while saving costs. Our expert team offers flexible remote support, freeing your in-house IT from daily tasks. We provide comprehensive healthcare application managed IT services to enhance user experience, boost efficiency, and drive results from strategic IT endeavors.

## Foundational Cloud Solutions in Healthcare

### Infrastructure Modernization

• **Achieve EHR Resilience in Just 4 Weeks – Go Beyond Backup & Disaster Recovery:**

With the increasing number of cyberattacks, healthcare organizations are under growing pressure to protect their data and be prepared to recover quickly in the event of a ransomware attack or natural disaster. Traditional disaster recovery solutions can be expensive and time consuming. HCTI's HITRUST certified AWS powered EHR Resiliency Solution provides a secure, highly reliable "Luke-Warm Site" environment to switch to use while recovering from a catastrophic event or ransomware attack, proven more reliable and / or cost effective than on-premise data centers, private cloud, and even other "Hot-Site" options.

Healthcare Triangle's AWS Elastic DRS – Secure, scalable and HITRUST certified public cloud solution for achieving EHR resilience while cost cutting by 30-40%.

• **CloudEz™: HITRUST Certified, Secure & Compliant Cloud Platform:**

Cloud transformation, a recognized value driver across sectors, holds particular significance in regulated fields like healthcare. As per Absolution Market Insights, the US healthcare cloud transformation market is set to hit \$30 billion by 2027, at a 17.4% CAGR. Yet, enterprises often grapple with sustaining robust security and compliance, jeopardizing corporate benchmarks, notably in security, compliance, and governance.

To address these challenges and meet the increasing demands of enterprise business units, Healthcare Triangle offers CloudEz, a pre-built, HITRUST-certified, highly automated, fully-managed, secure, and compliant multi-cloud foundation platform. Trusted by the world's top healthcare organizations, CloudEz supports public, private, and hybrid cloud deployments.



By leveraging CloudEz, businesses can innovate faster, reduce costs, and drive new business models while ensuring security and compliance standards are met. It provides a robust and reliable infrastructure that empowers healthcare organizations to embrace the cloud, optimize operations, and achieve their strategic goals.

CloudEz™ - Pre-built, HITRUST certified, highly automated, fully-managed, secure & compliant multi-cloud foundation platform that supports public/private/hybrid deployments to power your cloud for business to innovate faster, lower costs and drive new business models.

## Data Modernization

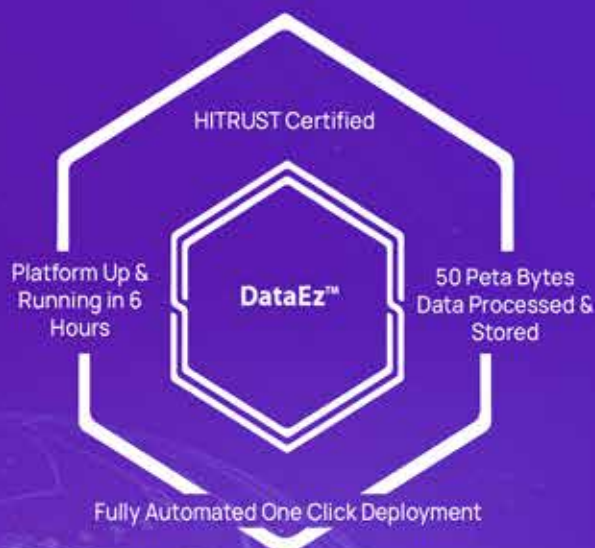
- **Data Archiving into the Cloud:**

In an era where data plays a pivotal role in healthcare decision-making and patient care, Healthcare Triangle's data archiving solutions provide the foundation for secure, compliant, and efficient data management in the cloud. By leveraging secure cloud infrastructure, we enable healthcare providers to securely store, access, and retrieve patient records, medical images, and other critical healthcare data. Our data archiving solutions are designed to ensure data integrity, regulatory compliance, and long-term accessibility.

- **DataEz™: HITRUST Certified Data Analytics AI Platform:**

According to Bloomberg's business report, the global market for healthcare data science and analytics is projected to reach \$40 billion by 2025, exhibiting a remarkable CAGR of 23.5%. As the volume of data continues to grow exponentially, extracting actionable insights necessitates a robust data analytics solution capable of managing the full spectrum of data management and analytics tasks in real-time.

DataEz, our cloud-based Data Analytics and AI Engineering platform, addresses these needs. It offers highly modular, scalable, and API-driven solutions that unlock the power of data-driven insights. The platform ensures data quality by subjecting ingested data to customized rules, classifying it for personally identifiable information (PII) and protected health information (PHI), and tokenizing or anonymizing it as needed.



In addition, DataEz catalogs the ingested data and captures its provenance for easy search and discovery. With HITRUST configuration, DataEz adheres to rigorous security and compliance standards. One of its notable features is being a zero-code platform, enabling quick deployment in a matter of hours without the need for extensive development efforts. This empowers healthcare organizations to harness the potential of their data promptly and efficiently, driving innovation and informed decision-making.

**DataEz™ - A HITRUST certified data analytics & AI engineering platform which allows you to focus on your data and its insights.**

● **Neutral Zone™: Secure & Compliant Data Collaboration Platform:**

Secure data sharing and collaboration via third-party data platforms among stakeholders optimize care delivery and accelerate clinical research. However, data sharing and collaboration present many real-world challenges for healthcare organizations. Healthcare organizations often find it difficult to gain insights from diverse data sources without compromising the intellectual property of each entity and ensure data security and safeguard protected health information (PHI) when sharing data across organizations.

Neutral Zone (managed by DataEz) is a secure and compliant AI-based data collaboration platform that enables healthcare organizations to harness the power of identified patient data at scale through creating a "secure sandbox." In this secure sandbox, artificial intelligence (AI), machine learning and other advanced tools can be applied to the data. In this way, data – an organization's own data as well as that of collaborators – are essentially "shared but sealed." The raw data is never disclosed, and owners can control which portions of a data set can be used and how they are used.



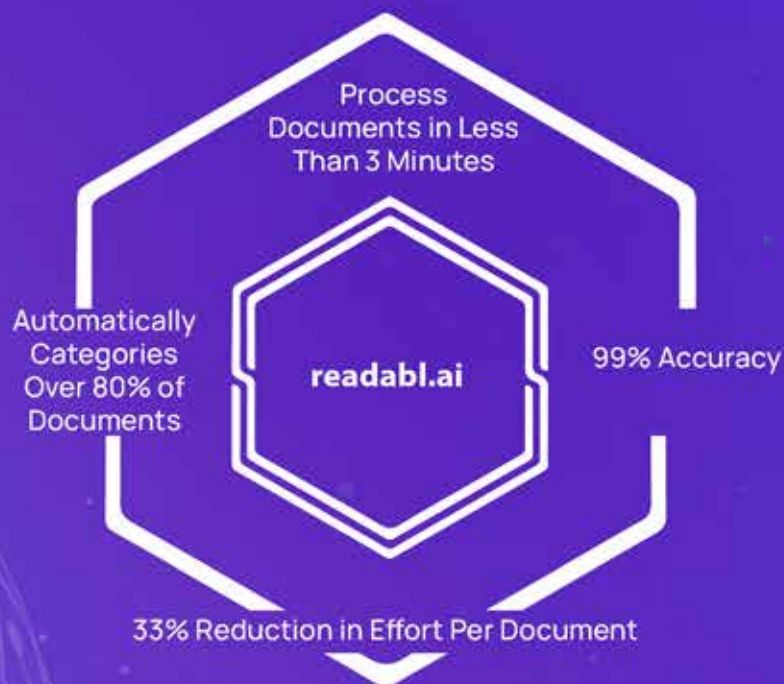
**Neutral Zone™, the secure and compliant data sharing platform powers seamless third-party data sharing and collaboration for personalized healthcare and clinical studies while maintaining full control of IP.**

## Healthcare AI Solution

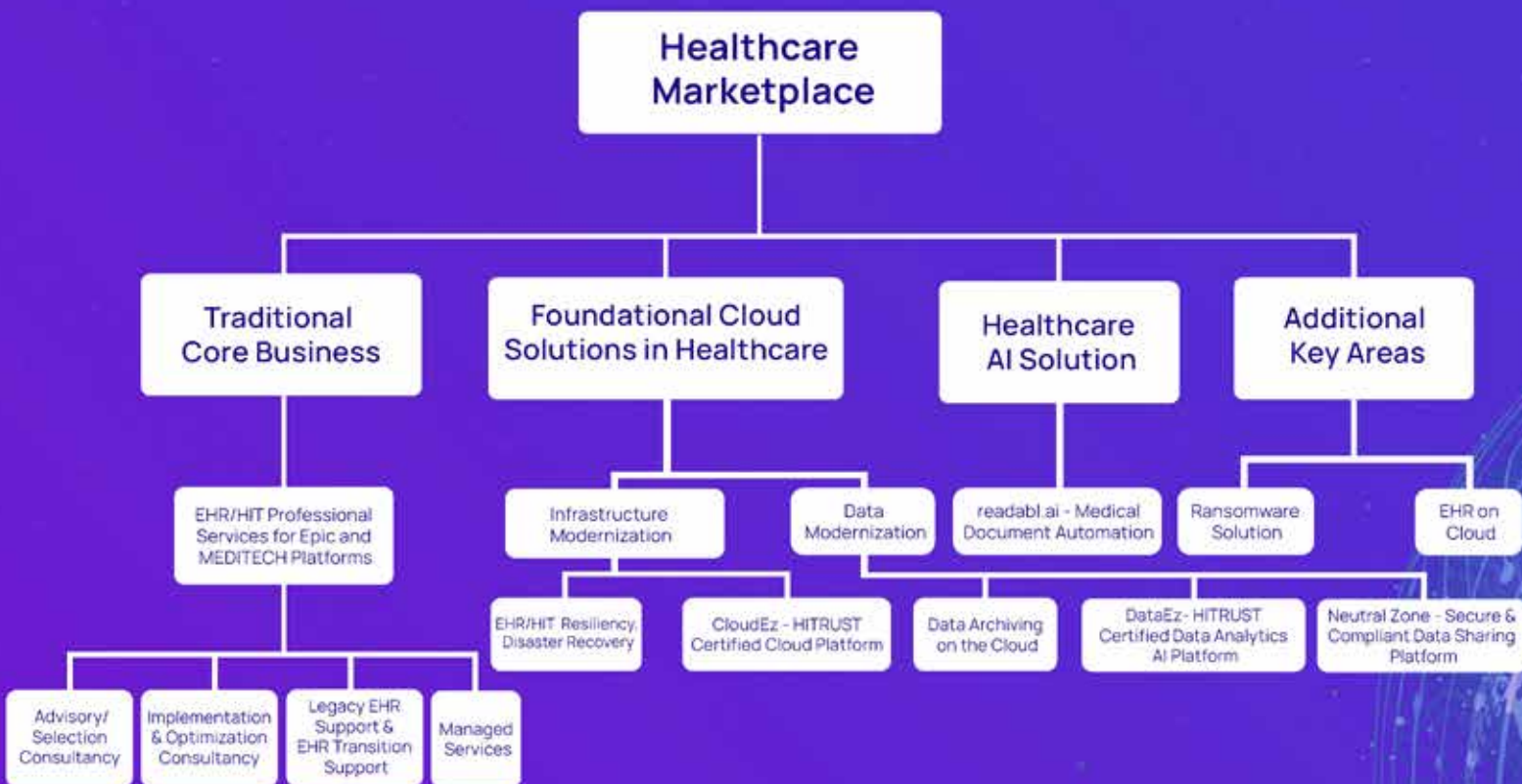
- **readabl.ai: AI-based Automated Medical Document Processing Solution:**

Medical error is reportedly a serious public health issue and a leading cause of death in the US and many parts of the world. Manual and paper-based processing is the primary reason for this. By automating the processing of healthcare related documents, healthcare providers can prevent unintended human errors, increase efficiency, streamline workflow, and speed up the process to improve patient care. The medical document management market is estimated to be \$555M by 2025 as per Market Data Forecast.

readabl.ai, the AI powered solution is purpose-built to prevent medical errors. readabl.ai turns faxes, scanned documents & blocks of text into patient/clinical information, intelligently routes documents and integrates with your EHR systems. With state-of-the-art AI/ML technology, readabl.ai can recognize and extract healthcare information from diversified sources like faxes, narrative reports, documents like medical claims, outside records, prescription refills, medical forms, referrals and orders, legacy system archives, vaccination records, etc., and automates data routing and action.



readabl.ai, an AI powered solution turns faxes, scanned documents & blocks of text into patient or clinical information, intelligently routes documents and integrates with your systems.



### Taking to Market and Actively Pushing into the Additional Areas of

- **Ransomware Solution:**

Ransomware attacks on the U.S. healthcare sector have doubled from 2016 to 2021 and have exposed confidential and protected medical information of nearly 42 million patients. We offers a comprehensive ransomware prevention and protection solution that stands as a robust shield, empowering industries to conquer ransomware threats. By implementing our solution, clients can fortify their defences, thwart attacks, and achieve the resilience needed to safeguard patient data and critical operations.

Healthcare providers participating in Ransomware Initiative will gain valuable insights from three primary educational themes: artificial intelligence, machine learning, and the complexities surrounding ransomware.

**Key Learning #1** – The crucial role of incident response planning, testing, and the role each person plays in minimizing the impact of ransomware attacks to improve basic cybersecurity hygiene in healthcare.

**Key Learning #2** – Effective strategies for preparing and preventing ransomware.

**Key Learning #3** – The criticality of early detection and rapid response phase of ransomware attacks.

**Healthcare Triangle approaches Ransomware Prevention and Protection with 7 strategies:**

EDUCATE & ASSESS	PREPARE	IDENTIFY	PREVENT & PROTECT	DETECT	RESPOND	RECOVER & HEAL
Empower healthcare organizations by providing them with the knowledge and tools necessary to protect against ransomware. Assess the infrastructure, security posture and compliance needs, and report.	Prepare healthcare organizations through education & awareness training to identify potential threats. Recommend backup DR, data archival and continuous or periodical security penetration testing.	Assist & coach healthcare organizations in identifying the components, stakeholders, and methods and setting thresholds and tolerances as the basis of protocol, policy, and documentation. Help to identify vulnerabilities and threats in systems, databases, applications, and files.	Support the health systems with prevention and protection planning and implementation (to protect identity/data/ devices/ networks). Ensure only authorized persons can access sensitive systems and data with MFA implementation and complete IAM Governance.	Identify patterns and anomalies indicative of ransomware activity with our advanced ransomware detection systems that employ machine learning algorithms and behavioral analytics.	Facilitate the seamless switch to BU/DR solutions on the cloud, ensuring that critical data and systems can be quickly restored to minimize downtime.	Swiftly restore encrypted or compromised data from secure backups through data recovery protocols, ensuring minimal data loss and maintaining the integrity of critical information.

With our ransomware solution, healthcare organizations can be prepared, protected, and equipped to respond effectively to ransomware threats. By adopting a holistic approach that covers the entire attack lifecycle, we empower healthcare providers to safeguard their critical assets, protect patient data and maintain continuity of operations, even in the face of evolving ransomware threats.

Ransomware prevention and protection solution aims to educate and guide best practices for maintaining resilience in the face of increasing ransomware attacks in healthcare.

• **EHR on Cloud:**

Hospitals are dedicated to fulfilling their core competencies and achieving their primary mission of enhancing healthcare quality, experience, and outcomes while managing costs. However, maintaining and optimizing a modern technical infrastructure for their EHRs can be a peripheral concern, potentially costly, complex, and often overlooked as a significant market differentiator for healthcare organizations. By leveraging the expertise of AWS and our CloudEz platform, hospitals can effectively and affordably address EHR optimization and infrastructure management.

# Shaping the Future of BFSI, TechFin, and FinTech

Cloud security is paramount in shaping the future of BFSI, TechFin, and FinTech sectors. With their growing dependence on cloud infrastructure and digital technologies, these industries face heightened vulnerability to advanced cyber threats. Protecting sensitive financial data, securing customer information, and maintaining seamless business operations are significant challenges. In this context, addressing cybersecurity, data protection and risk management emerges as a crucial solution.

BFSI leaders are increasingly focused on decoding the framework for cloud security to ensure compliance with regulatory guidelines. The framework provides a structured and comprehensive approach for BFSI institutions to address cloud security challenges effectively. By adopting this framework-based approach, BFSI leaders can assess their existing cloud infrastructure, identify potential vulnerabilities, and implement necessary security controls. Our cloud platform, CloudEdge, is designed and developed with strict adherence to these guidelines, ensuring full compliance with the framework.



CloudEdge has  
Holistic Approach  
to Protect Data in  
Transit at Rest  
and in Use



E2E  
Encryption



Extensive and  
Exclusive Control  
of Client Data



Cloud Data  
Encryption



Cloud Hardware  
Security Module (HSM)



Keep Your Own Key (KYOK)  
Single Tenant Key  
Management Service



BYOK and  
BYOE  
Approach



## Smart Hospitals: Revolutionizing Healthcare for a Connected Future

In the rapidly evolving landscape of healthcare, the concept of smart hospitals has gained significant traction. Smart hospitals leverage technology, data analytics, and connectivity to enhance patient care, streamline operations, and improve overall efficiency. Healthcare Triangle stands at the forefront of this transformation, enabling healthcare organizations to embark on their journey towards becoming smart hospitals. By collaborating with Healthcare Triangle, healthcare organizations can transform into smart hospitals that provide enhanced patient care, improve operational efficiency, and adapt to the evolving healthcare landscape. We are at the forefront of the smart healthcare revolution, implementing smart hospital network architecture.

## Strengthening the Future Security of SMEs and Incubation Centers in India

SecureKloud is dedicated to providing startups and SMEs with a strong foundation for their applications, ensuring a robust, secure, and compliant cloud infrastructure. With a primary focus on security, compliance, and governance, SecureKloud enables businesses to leverage the CloudEdge and DataEdge platforms to run applications and handle large-scale data ingestion while maintaining stringent data protection measures. This empowers startups and SMEs in India to effectively and efficiently drive their business growth. In addition to these services, SecureKloud fosters collaborations with esteemed incubation centers like IITs and ISBs, further strengthening their support for the startup ecosystem. Through these strategic partnerships, startups and SMEs gain access to cutting-edge infrastructure and expert guidance, empowering them to thrive in a competitive landscape while upholding the highest standards of security, compliance, and governance.



# Exploring the Growth Trajectories of Digital Commerce and Sustainable Energy Industries

The digital commerce and sustainable energy industries both share a common need for a robust, secure, and compliant infrastructure to run their applications on the cloud and handle large-scale data ingestion with the highest standards of security, compliance, and governance. This is precisely where our platforms, CloudEdge and DataEdge, play a vital role in empowering and facilitating these two industry verticals.

Our comprehensive solutions cater to the specific requirements of both industries, ensuring a solid cloud foundation for their operations, and a secure data management to extract valuable insights through data analytics and advanced technologies. By providing vital infrastructure and expertise, we support the growth and success of digital commerce and sustainable energy sectors, enabling them to thrive in a rapidly evolving business landscape.



# Empowering Strategic Partnerships: Unlocking Market Opportunities for Today and Beyond

Through collaborative synergy and tailored strategies, SecureKloud empowers strategic partnerships to navigate the ever-evolving business landscape and capitalize on market potential today and beyond.



# SecureKloud Retains AWS MSP Status for Seventh Year Running

SecureKloud is proud to receive the AWS MSP designation. This incredible feat highlights our steadfast commitment to providing top-notch managed services and our in-depth skills in utilizing the potential of the AWS platform. It further reaffirms our commitment to providing exceptional cloud solutions for our valued customers. Our team is dedicated to helping companies achieve their technology goals by leveraging the agility, breadth of services, and pace of innovation that AWS provides.



The AWS MSP Partner Program recognizes and validates leading APN Consulting Partners highly skilled at providing full lifecycle solutions to customers. NexGen AWS MSPs can help enterprises invent tomorrow, solve business problems, and support initiatives by driving key outcomes. The AWS MSP Program validation process consists of a rigorous multi-day onsite audit performed by an independent, third-party auditor and aims to confirm the partner's ability to provide NexGen managed services and capabilities in cloud architecture, automation, optimization, and management to their client's AWS environments. Successfully completing the audit ensures AWS MSP Partners are experts on all AWS products and features, and that their business processes are best of breed, ensuring they are capable of delivering the high-level of customer focus Amazon is known for.

# SecureCloud Powers Zero Trust Provisioning on Public Cloud

SecureCloud has entered into a partnership with Cross Identity, a rapidly growing SMB and mid-market Converged Identity & Access Management Platform. With the vision of powering zero trust provisioning on public cloud services, this partnership provides SMBs and mid-market companies with Identity-First Zero Trust Security. For over 14 years, SecureCloud has been a leading Infrastructure as a Code (IaaS) MSSP that has helped our customers stay ahead of the cloud growth curve with our battle-proven cloud platforms.

With over a decade of experience in delivering top-notch Infrastructure as a Code (IaaS) modules, SecureCloud is committed to providing even more value to its customers. Through extensive research, we have identified the need for ready and proven Security-as-a-Service platforms that empower organizations to enhance their security posture, streamline IT and cybersecurity operations, and elevate the user experience. That's why our partnership is a strategic choice, especially for SMBs and mid-market companies seeking to adopt Identity-First Zero Trust Security.

Through this partnership, SecureCloud's CloudEdge platform has been seamlessly integrated with Cross Identity, enabling customers to leverage the customer's cloud experience with more ease and security. With new gateways opening, we are eagerly anticipating the exciting advancements in the ever-changing landscape of Managed Service Providers (MSPs), Managed Security Service Providers (MSSPs), and Software-as-a-Service (SaaS) vendors catering to small and mid-market organizations. These developments hold the potential to provide top-tier security solutions to businesses of all sizes, empowering them to safeguard their valuable assets effectively.



# Powering the Future of Web3: Blockedge Technologies Inc and Suvik Technologies FZE Form Strategic Joint Venture

Blockedge Technologies Inc., a prominent provider of enterprise blockchain technology solutions, and Suvik Technologies FZE, a reputable public blockchain technology company based in the UAE, have officially signed a memorandum of understanding to establish a joint venture in Dubai. This strategic collaboration is focused on developing cutting-edge tools and solutions that empower organizations worldwide to seamlessly transition to Web3 technologies. By combining their expertise, Blockedge Technologies Inc., and Suvik Technologies FZE aim to drive the adoption of Web3 technologies and enable businesses to harness their transformative potential on a global scale.

With the right complementary ingredients to facilitate the movement towards a large-scale secure Web3 adoption, Blockedge brings its infrastructure automation platform, expertise to develop decentralized applications and interoperable blockchain solutions. At the same time, Suvik group brings its proprietary trading system for crypto assets and Plugin - a Decentralized Oracle Platform built on XDC Network. To accelerate the adoption of Web3 technologies globally, we have come together to leverage each other's strengths to create the required infrastructure layer to encourage and empower over 1000 organizations in the next three years.

## Forging Partnerships for Success in Healthcare

We are recognized as one of the leading partners of Google Cloud Healthcare Interoperability Readiness Program and one of the top ten healthcare IT partners of Amazon Web Services. This along with our long-standing statuses as Premier Partner with AWS, Azure Gold Partner and AWS audited NexGen MSP Partner, uniquely position us to offer end-to-end cloud transformation and managed services across multi-cloud platforms.



Premier  
Consulting  
Partner

MSP Partner



Gold Cloud Platform  
Silver Application Development



Google Cloud  
Partner



MEDITECH

## Board of Directors



**Balasubramanian V**  
Chairman (Independent Director)



**Biju Chandran**  
Independent Director



**V V Sampath Kumar**  
Independent Director



**Vijayakumar M**  
Non-executive Director



**Panchi Samuthirakani**  
Independent Director



**Srinivas Mahankali**  
Whole-time Director and  
Chief Business Officer



**Thyagarajan R**  
Whole-time Director and  
Group Chief Financial Officer

# Leadership Team



**Lena Kannappan**  
Member of the Board &  
Business Head



**Shibu Kizhakevilayil**  
Member of the Board &  
Head Mergers and Acquisitions



**Anand Kumar**  
Chief Revenue Officer



**Sivakumar Natarajan**  
Chief Delivery Officer &  
HR Head



**Abhay Borwankar**  
VP - Cloud & Technology



**Ronald Beteta**  
VP, Customer Success



**Mike Preston**  
Director, Client Partner



**Chris Paalman**  
Director, Engineering  
and Operations



**Jason Mudrick**  
Director, Epic Practice



**Laurie Isaacson**  
Practice Director



**Jayakumar Karuppasamy**  
Director- Delivery (Big Data  
Analytics)



**Sriram Seshadri**  
Director - Delivery  
(Cloud Managed Services)



**Venkat Krishnan**  
VP, Business Development



**Michael Campana**  
VP, Marketing



**Damian David**  
Senior Director of Sales  
and Business Development



## Financial Highlights – 5 years at a glance

(₹ In lakhs)

Particulars	FY 2023	FY 2022	FY 2021	FY 2020	FY 2019
<b>Statement of profit and loss</b>					
Revenue from operations	45,844	37,940	35,055	38,208	84,219
Other income	207	103	(94)	435	819
<b>Total Income</b>	<b>46,051</b>	<b>38,043</b>	<b>34,961</b>	<b>38,643</b>	<b>85,038</b>
Exceptional items	-	-	-	61,294	-
Earnings before Interest, Depreciation and Tax (EBITDA)	(7,097)	(8,189)	3,203	(2,697)	17,765
Depreciation and amortization	1,798	1,141	1,850	2,157	6,960
Profit before Interest and Tax (PBIT)	(8,895)	(9,330)	1,353	(4,854)	10,805
Finance cost	1,031	1,195	1,200	1,303	1,162
Profit before Tax (PBT)	(9,926)	(10,525)	153	(6,157)	9,643
Tax expense	(51)	(732)	35	279	1,660
<b>Profit after Tax (PAT)</b>	<b>(9,875)</b>	<b>(9,793)</b>	<b>118</b>	<b>(6,436)</b>	<b>7,983</b>
Other comprehensive income / (loss)	(0)	(25)	(6)	(2,545)	7
<b>Total comprehensive income for the period</b>	<b>(9,875)</b>	<b>(9,818)</b>	<b>112</b>	<b>(8,981)</b>	<b>7,990</b>
<b>Balance sheet</b>					
Equity share capital	1,670	1,609	1,526	1,526	1,526
Other equity	497	3,530	2,163	794	57,707
Non Controlling Interest	4,578	5,591	408	449	17,301
<b>Total equity</b>	<b>6,745</b>	<b>10,730</b>	<b>4,097</b>	<b>2,769</b>	<b>76,534</b>
Borrowings (current and non-current)	10,619	10,711	13,998	11,687	10,776
<b>Capital employed</b>	<b>11,118</b>	<b>16,141</b>	<b>10,626</b>	<b>8,810</b>	<b>82,751</b>
Deferred Tax Asset/ (Liability)	84	89	(831)	(891)	(671)
Net block of tangible and intangible assets (including goodwill)	20,195	21,285	15,946	17,800	63,699
Current assets	8,356	9,749	10,637	5,992	31,511
Current liability and provision	17,644	15,110	16,141	15,472	17,049
<b>Net current assets</b>	<b>(9,288)</b>	<b>(5,361)</b>	<b>(5,504)</b>	<b>(9,480)</b>	<b>14,462</b>
EPS - Weighted Average number of shares	(14.62)	(21.36)	0.52	(164.42)	22.52
EPS - Shares at the end of the year	(14.54)	(18.92)	0.52	(164.42)	22.52
Face value per Equity Share (in INR)	5	5	5	5	5

# Statutory Reports

## DIRECTOR'S REPORT

The Board of Directors of SecureKloud Technologies Limited have pleasure in presenting the thirty eighth (38<sup>th</sup>) Annual Report on the business and operations for the year ended March 31, 2023 along with the audited financial statements (standalone and consolidated).

### Financial Performance

The financial performance of the Company for the year ended March 31, 2023 and March 31, 2022 is summarized below:

(₹ In lakhs)

Particulars	Consolidated		Standalone	
	FY 23	FY 22	FY 23	FY 22
Revenue from operations	45,844	37,940	5,931	4,423
Earnings Before Interest, Depreciation and Amortization	(7,097)	(8,189)	531	421
Interest	1,032	1,196	527	806
Depreciation and Amortization	1,798	1,141	276	117
Profit Before Tax (PBT) before Exceptional Item	(9,927)	(10,526)	(272)	(503)
Exceptional Item	-	-	-	-
Profit Before Tax (PBT) After Exceptional Item	(9,927)	(10,526)	(272)	(503)
Profit After Tax (PAT) before Non Controlling Interest	(9,876)	(9,818)	(268)	(585)
Profit After Tax (PAT) after Non Controlling Interest	(4,859)	(6,653)	(268)	(585)

### Results of our operations

The Company has reported consolidated revenue from operations of INR 45,844 lakhs for the financial year 2023, an increase of 20.8% compared to financial year 2022. This was primarily due to the growth in healthcare and life sciences business by 28.8% compared to the previous year, due to acquisition of Devcool Inc in November 2021 as well as new business from our existing customers' reflecting continued adoption and acceleration in the demand for cloud technology. The loss before taxes had marginally come down during the financial year 2023 to INR 9,926 lakhs as compared to INR 10,525 lakhs during the financial year 2022. The loss was primarily due to our continued investment in maintaining our existing platforms, investment towards development of blockage web3 and neutral zone as well increase in operational expenses related to delivery of software services.

### Management Discussion and Analysis

Management discussion and analysis as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided separately as Annexure VI to this report.

### Share Capital

The Company has only one class of equity shares of par value INR 5 each. The authorised share capital as on March 31, 2023 was INR 3,000 lakhs divided into 600 lakhs equity shares of INR 5 each. The paid-up share capital as on March 31, 2023 was INR 16,70,53,025 divided into 3,34,10,605 equity shares of INR 5 each.

### Issue of Convertible Warrants and Allotment of Shares

The Company had previously allotted 45,00,000 convertible share warrants of INR 100 each to Mr. Suresh Venkatachari, promoter of the Company on March 17, 2021 on receipt of an upfront payment of INR 11,25,00,000 (rupees eleven crores and twenty five lakhs only), equal to 25% of the total consideration as per the terms of preferential issue in compliance with chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, section 42 and 62 of the Companies Act, 2013 and rules made thereunder as amended from time to time.

During the financial year 2022-23, 12,25,000 convertible share warrants were exercised by Mr. Suresh Venkatachari and the Company had duly obtained the approval from the stock exchanges for the listing and trading pursuant to the allotment of 12,25,000 equity shares and these shares are subject to the lock-in provisions as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, 16,07,000 convertible share warrants were forfeited due to non-exercise on account of lapse of time.

### Transfer to Reserve

16,07,000 convertible share warrants were forfeited due to non-exercise on account of lapse of time and consequently, INR 4,01,75,000 amounting to 25% of the value which was paid upfront was transferred to capital reserve.

### Material Changes affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company since the date of the financial statements i.e., March 31, 2023 till the date of this report.

### Dividend

Due to inadequacy of profits, the Board has not recommended any dividend for the financial year 2022-23.

### Public Deposits

The Company has not accepted any deposits within the meaning of provisions of chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended March 31, 2023.

Pursuant to the Ministry of Corporate Affairs (MCA) notification amending the Companies (Acceptance of Deposits) Rules, 2014, the Company has filed with the Registrar of Companies (ROC) the requisite forms for outstanding receipt of money/loan by the Company, which is not considered as deposits.

### Transfer of Unclaimed Dividend to Investor Education and Protection Fund

There was no amount required to be transferred to Investor Education and Protection Fund during the year.

### Particulars of Loans, Guarantees or Investments

The Company has given corporate guarantee on behalf of its subsidiary, SecureKloud Technologies Inc and step-down subsidiary, Healthcare Triangle Inc for facilitating business needs. The outstanding amount as on March 31, 2023 is as below:

(₹ in lakhs)

Name of the subsidiary	Outstanding value as on March 31, 2023	Value of Guarantee
SecureKloud Technologies Inc	2,679	4,250
Healthcare Triangle Inc	2,420	4,250

Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 and regulation 34(3) and schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of the notes to the financial statements provided in this annual report.

### Compliance Culture

The Company is essentially compliance centric and has a huge focus in this direction. The compliance function is manned by a dedicated and experienced team of professionals. The compliance team regularly conducts various educative training programs for various segments within the organization. The Company thrives towards a culture of 'Total Compliance' and it has a 'Zero Tolerance' policy for non compliances. There exists a comprehensive compliance manual, which is reviewed by the Board of Directors from time to time and it facilitates Company's compliance team to monitor various compliance requirements effectively and comprehensively.

### Board and Committee Meetings

The Board met thirteen(13) times during the financial year 2022-23. The details regarding the Board meetings and committee meetings are given separately in the report on corporate governance as Annexure III to this report. The gap intervening between two meetings of the Board is within the stipulated time frame prescribed in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Declaration by Independent Directors

The Company has received declaration of independence from the independent directors under section 149(7) of the Companies Act, 2013 and regulation 16 (1) (b) and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet the criteria of independence which has been duly evaluated by the Board. Further, all the independent directors have confirmed that they have registered themselves on the independent directors data bank maintained by the Indian Institute of Corporate Affairs as mandated by Companies (Appointment and Qualification of Directors) Rules, 2014. The independent directors have complied with the code for independent directors prescribed in Schedule IV to the Companies Act, 2013 and in the opinion of the Board, the independent director(s) appointed during the year are persons of integrity, expertise and experience (including the proficiency).

### Separate Meeting of Independent Directors

During the year, a separate meeting of independent directors was held on February 13, 2023. The independent directors actively participated and provided guidance to the Company in all its spheres.

### Nomination and Remuneration Policy

The nomination and remuneration committee of the company reviews the composition of Board to ensure that there is an appropriate mix of talent, qualification, experience and diversity to serve the interests of the shareholders of the Company. Pursuant to section 178 of the Companies Act, 2013, the remuneration policy has been formulated to govern the terms of appointment and remuneration of Directors of the Company. The policy ensures that the remuneration paid is sufficient to retain and motivate the directors of the company. The remuneration policy is available on the website of the Company at [https://www.securecloud.com/investor/policies/8\\_Nomination-and-Remuneration-Policy.pdf](https://www.securecloud.com/investor/policies/8_Nomination-and-Remuneration-Policy.pdf).

### Subsidiary Companies

S. No	Name of the Company	Relationship	% of shares held
1	SecureKloud Technologies Inc (USA)	Subsidiary	60.70%
(a)	Healthcare Triangle Inc	Step-down subsidiary	SecureKloud Technologies Inc holds 59.82%
(i)	Devcool Inc	Step-down subsidiary	Healthcare Triangle Inc holds 100%
(b)	SecureKloud Technologies Inc (Canada)	Step-down subsidiary	SecureKloud Technologies Inc holds 100%
(c)	Nexage Technologies Inc	Step-down subsidiary	SecureKloud Technologies Inc holds 100%
2	Blockedge Technologies Inc	Subsidiary	100%
3	Mentor Minds Solutions and Services Inc	Subsidiary	100%
4	Healthcare Triangle Private Limited	Subsidiary	99.99%

A statement under section 129 (3) of the Companies Act, 2013 in form AOC 1 is attached as Annexure IV to this report.

### Consolidated Accounts

The consolidated financial statements of the Company is prepared in accordance with the provisions of section 129 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements together with auditor's report forms part of the annual report.

### Conservation of Energy

The Company continuously explores new technology to optimize energy consumption in its office premises to achieve maximum saving of energy. The work from home policy adopted by the Company has resulted in reduced attendance in the office, thereby, energy consumption has been significantly scaled down. Further, conservation measures undertaken include, quarterly maintenance of AHU ducts, fitting of motion sensors to turn off lights in places where there are no employees, installation of water-cooled chillers which consume power from wind energy.

### Technology Absorption

The Company has always adopted the latest trends and best practices to build capability in new and emerging technologies. To encourage a culture of innovation in solving industry challenges, we have strived to strengthen our collaboration with healthcare and life sciences enterprises. We have institutionalized programs that encourage employees to contribute ideas. We have invested in some of these ideas with the objective of building product/service offerings for our customers, as well as for use in executing internal/customer projects.

### Foreign Exchange

(₹ in lakhs)

Particulars	2022-23
Earnings in foreign exchange	5,090.01
Foreign exchange outflow	0.48

### Internal Financial Controls

The Company has formulated a framework on internal financial controls and laid down policies and procedures commensurate with the size and nature of its operations pertaining to financial reporting. In accordance with rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively. The systems are periodically reviewed by the audit committee of the Board, for identification of deficiencies and necessary time bound actions are taken to improve efficiency at all the levels. The committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

### Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been dealt with in detail under the corporate governance report.

## Directors, Key Managerial Personnel and Promoters

As on date of this report, the Board comprises of seven directors, out of which four are independent directors and the chairman of the Board is a non-executive director. The details of each member of the Board as on the date of this report forms part of corporate governance report. During the year under review, multiple changes in the Board of Directors took place; which are captured separately in the corporate governance report.

Further, during the financial year 2022-23; Mr. Suresh Venkatachari was the chief executive officer and the chairman of the Company. SEBI interim order cum show cause notice dated August 04, 2022 passed an order that Mr. Suresh Venkatachari should step down from the position of chief executive officer and chairman of the Company. Later, he appealed to the Hon'ble Securities Appellate Tribunal and an interim order dated September 07, 2022 was passed allowing him to continue as the chief executive officer of the Company. Subsequently, the Board re-appointed him as the chief executive officer of the Company with effect from September 16, 2022. The SEBI's interim order culminated into a final order dated December 16, 2022; wherein the orders was passed stating that he cannot be associated with the Company as a key managerial personnel; thereby, he ceased to hold the position of the chief executive officer (KMP) of the Company with effect from January 19, 2023.

The following are the Key Managerial Personnel (KMP's) of the Company as on March 31, 2023

- Thyagarajan R, Whole-time Director and Chief Financial Officer
- Srinivas Mahankali, Whole-time Director and Chief Business Officer
- Roshini Selvakumar, Company Secretary and Compliance Officer

Changes after March 31, 2023, until the date of this Report

- Mr. Balasubramanian V, independent director was designated as the chairman of the Company with effect from May 29, 2023.
- Ms. Babita Singaram, independent director resigned from her position with effect from May 29, 2023.

The Enforcement Directorate (ED) had arrested Mr. Suresh Venkatachari and Mr. R S Ramani (Promoters) along with the stock brokers on an investigation under the Prevention of Money Laundering Act (PMLA); this investigation was initiated by the Enforcement Directorate based on the FIR filed by Mr. Suresh alleging that Quantum Global Securities Ltd (QGSL), its directors, Mr. Atul Malik, Mr. Bhavesh Singh and loan broker Mr. Rohit Arora, cheated him to the tune of INR 144 crores by selling shares of the Company, which were pledged with QSBL to secure a loan of INR 37 crores.

The Hon'ble High Court of Judicature at Madras granted conditional bail to Mr. Suresh Venkatachari and Mr. R S Ramani. In the bail order, the Honorable Judge, mentioned that "in view of the above discussion and the peculiar circumstances of the case, this court is of the firm view that on mere suspicion of serious offences and surmises alone, the personal liberty, guaranteed by the statute as time and again reiterated by the Apex Court and other High Courts, cannot be denied to the petitioners and thereby this court feels that the continuation of incarceration of the petitioners does not only amount to putting the cart in front of the horse, but, also, keeping a cart ready for an unborn, rather, stillborn foal".

The predicate offence based on which the present Enforcement Case Information Report (ECIR) came on record, viz., FIR in crime no 39 of 2019, has been quashed by the Hon'ble High Court of Judicature at Madras based on order dated May 10, 2023.

Further, in parallel proceedings, the ECIR has been stayed by the Division Bench of the Hon'ble High Court of Judicature at Madras; and the proceedings have come to a standstill.

Subsequently, Mr. Suresh Venkatachari and Mr. R S Ramani have filed a writ petition before the Hon'ble High Court of Judicature at Madras seeking to quash the ECIR and the same is pending to be heard.

## Particulars of Employees

The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel to the median of employees' remuneration, and the list of top 10 employees at a consolidated level in terms of remuneration drawn, as required under section 197(12) of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of Annexure II to this report. The statement containing particulars of employees at a consolidated level employed throughout the year and in receipt of remuneration of INR 1.02 crore or more per annum and employees employed for part of the year and in receipt of remuneration of INR 8.5 lakhs or more per month, as required under section 197(12) of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, shall be provided upon request.

## Report on Corporate Governance

Pursuant to regulation 34 (3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the corporate governance report forms an integral part and has been enclosed as Annexure III to this report.

**Statutory Auditors**

M/s. K. Gopal Rao & Co., Chartered Accountants (Firm Registration No.000956S) were appointed as the statutory auditors of the Company at the 35<sup>th</sup> annual general meeting for a period of five years. In accordance with sections 139 and 141 of the Companies Act, 2013 and relevant rules prescribed thereunder, the Company has received certificate from the statutory auditors to the effect that have confirmed they are eligible to continue as auditor. The auditors have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the peer review Board of the ICAI.

**Secretarial Audit**

Pursuant to provisions of section 204 of Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company engaged the services of M/s. SPNP & Associates, practicing company secretaries to undertake the secretarial audit of the Company for the year ended March 31, 2023.

The secretarial audit report is enclosed as Annexure I to this report.

Observation	Management's Response
The Company has not obtained the prior approval of the audit committee and its shareholders, in connection with the material related party transaction entered between its subsidiaries Securecloud Technologies Inc and Healthcare Triangle Inc, as per regulation 23 (2) and (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same has been subsequently ratified by obtaining approval from shareholders via postal ballot.	The prior approval of the audit committee was inadvertently missed out. However, it was later obtained during the year and subsequently ratified by the shareholders through postal ballot notice dated November 21, 2022.

**Secretarial Standards**

The Company has complied with the applicable secretarial standards (SS 1) on meetings of Board of Directors and (SS 2) on general meeting issued by the Institute of Company Secretaries of India as per section 118(10) of the Companies Act, 2013.

**Extract of Annual Return**

In accordance with Sections 134(3)(a) and 92(3) of the Companies Act, 2013 the draft annual return in form MGT 7 is placed on the website at <https://www.securecloud.com/investor/annual-report/2022-2023/Draft-MGT7.pdf>.

**Related Party Transactions**

The Board of Directors has adopted a policy on related party transactions. The objective is to ensure proper approval, disclosure and reporting of transactions as applicable, between the Company and any of its related parties. All contracts or arrangements with related parties, entered into or modified during the financial year were at arm's length basis and in the ordinary course of the Company's business. Transactions with related parties, as per requirements of Indian Accounting Standard 24 are disclosed in the note no. 36 and 34 of the notes forming part of the standalone and consolidated financial statements respectively in the annual report. The Company's policy on related party transactions, as adopted by your Board, can be accessed on the Company's website at [https://www.securecloud.com/investor/policies/7\\_Policy-on-Related-Party-Transactions.pdf](https://www.securecloud.com/investor/policies/7_Policy-on-Related-Party-Transactions.pdf).

Particulars of contracts or arrangements with related parties referred to in section 188(1) along with the justification for entering into such contracts or arrangements in Form AOC 2 is enclosed herewith as Annexure V, forming part of this report.

**Code of Business Conduct and Ethics**

The Board of Directors has approved a code of conduct and ethics in terms of Schedule V of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. All the Board members and the senior management personnel have confirmed compliance with the code for the year ended March 31, 2023. The annual report contains a declaration to this effect signed by the whole-time director.

**Details of Significant and Material orders passed by the Regulators or Courts or Tribunals**

The list of orders passed by the regulatory authorities have been captured under a separate section in the corporate governance report.

**Cost Records and Cost Audit**

Maintenance of cost records and requirements 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.

**Risk Management**

The Company implemented a risk management framework and has in place a mechanism to inform the Board members about risk management and minimization procedures and periodical review to ensure that risks are controlled by the framework.

### Evaluation of Board's Performance

The performance of the Board was evaluated after seeking inputs from all the directors. The Board has carried out an evaluation of its own performance, committees as a whole, independent and non independent directors and that of its directors individually. The manner in which the evaluation has been carried out is explained in the corporate governance report. Detailed note on the composition of the Board and its committees are provided in the corporate governance report.

### Insolvency and Bankruptcy Code

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 hence the requirement to disclose the details of application made or proceeding pending at the end of financial year is not applicable.

### Corporate Social Responsibility

Since the Company does not have adequate profits, corporate social responsibility is not applicable for the year under review.

### Software Technology Park

During the year under review, our company has been registered under the Software Technology Parks of India (STPI) Scheme. The STP Scheme is a 100% export-oriented scheme for the development and export of computer software, including export of professional services using communication links or physical media. As a unique scheme, it focuses on one sector, i.e. computer software.

### Reporting of Fraud

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

### Director's Responsibility Statement

In terms of section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm:

- i) That in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 March 31, 2023, and of the profit or loss of the Company for the year under review.
- iii) 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.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

### Acknowledgement and Appreciation

The Directors also wish to thank all the employees for their contribution, support and continued commitment throughout the year.

The Directors take this opportunity to thank the shareholders, financial institutions, vendors, banks, customers, suppliers and regulatory and governmental authorities for their continued support to the Company.

**For and on behalf of the Board,  
SecureKloud Technologies Limited**

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
DIN: 00942326  
Whole-time Director

**Biju Chandran**  
DIN: 06540000  
Independent Director



## Annexure - I

### Secretarial Audit Report - MR-3

#### Financial Year ended March 31, 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  
SecureKloud Technologies Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SecureKloud Technologies Limited (hereinafter called the company). We had verified the required records, information and other details through virtual data sharing, i.e., via emails and other access tools in adherence with non-disclosure/confidentiality norms. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of Company's books, papers, minute books, forms, statutory registers 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, We hereby report that in my opinion, the company has during the audit period covering the financial year ended on March 31, 2023 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
4. The Depositories and Participants Regulations, 2018 and bye-laws framed thereunder;
5. 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments from time to time;

We 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 BSE and NSE Limited.

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

- I. *The Company has not obtained the prior approval of the audit committee and its shareholders, in connection with the material related party transaction entered between its subsidiaries, Securekloud Technologies Inc and Healthcare Triangle Inc, as per regulation 23 (2) and (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same has been subsequently ratified by obtaining approval from shareholders via postal ballot.*

During the period under review the following show cause notices and respective orders were received by the Company:

S. No	Regulatory Authority	Show Cause Notice	Order
1	SEBI	Common show cause notice bearing no. SEBI/HO/EAD/EAD4/P/OW/2022/24746/1, dated June 15, 2022 was issued to the Company and Mr. Suresh Venkatachari, the promoter, chairman and managing director of the Company, alleging violations under various provisions of SEBI (SAST) Regulations 2011 and SEBI (PIT) Regulations 2015.	SEBI Adjudication order bearing no; Order/GR/RK/2022-23/18189-18190 dated July 29, 2022 levying penalty of INR 2,00,000 on Mr. Suresh Venkatachari and INR 1,00,000 on the Company for violations under SEBI (SAST) Regulations, 2011 and SEBI (PIT) Regulations, 2015.
2	SEBI	Common show cause notice bearing no. SEBI/EAD-6/GG/BS/25328/1/2022 dated June 21, 2022 was issued to the Company, Mr. Gurumurthi Jayaraman and Ms. Padmini Ravichandran, the erstwhile independent directors and Mr. G. Sri Vignesh the erstwhile company secretary, alleging violations under various provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and violation of section 149 (6) and schedule IV of the Companies Act 2013.	SEBI Adjudication order bearing no; ORDER/GG/BS/2022-23/19373-19376 dated September 14, 2022 levying penalty on the Company, Mr. Gurumurthi Jayaraman, Ms. Padmini Ravichandran, and Mr. G. Sri Vignesh, of INR 25,00,000, INR 10,00,000, INR 10,00,000 and INR 4,00,000 respectively for violations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and clause 7 and clause 8 of Para I of Schedule IV of the Companies Act 2013.
3	SEBI	Interim order cum show cause notice bearing no. WTM/AB/CFID/CFID_3/18276/2022-23 dated August 4, 2022 was issued to the Company (Noticee no.1), Mr. Suresh Venkatachari (Noticee no.2), the CEO of the Company, Mr. R S. Ramani (Noticee no.3), the promoter and Mr. Gurumurthi Jayaraman (Noticee no.4), the erstwhile independent director of the Company alleging violations of various provisions of PFUTP Regulations 2003, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and SEBI Act 1992, with following directions to the noticees therein: a) The Noticee nos. 1 to 4 are restrained from buying, selling or dealing in securities, either directly or indirectly, in any manner whatsoever until further orders. If the said Noticees have any open position in any exchange traded derivative contracts, as on the date of the order, they can close out /square off such open positions within 3 months from the date of order or at the expiry of such contracts, whichever is earlier. The said Noticees are permitted to settle the pay-in and pay-out obligations in respect of transactions, if any, which have taken place before the close of trading on the date of this order.	Securities Appellate Tribunal has passed an Order dated September 7, 2022, on the appeal preferred against the interim order cum show cause notice of SEBI dated August 4, 2022 modifying the directions issued under the said order. The SEBI has passed the final order bearing no. WTM/AB/CFID/CFID_3/22165/2022-23, dated December 16, 2022 levying penalty, on the Company (Noticee no. 1), Mr. Suresh Venkatachari (Noticee no. 2), Mr. R S. Ramani (Noticee no. 3) and Mr. Gurumurthi Jayaraman (Noticee no. 4), of INR 4,00,00,000 INR 3,00,00,000 INR 2,00,00,000 and INR 1,00,00,000 respectively for the violations under PFUTP Regulations 2003, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and SEBI Act 1992 and further, directed the following: a) Noticee nos. 1, 2 and 3 are restrained from accessing the securities market in any manner whatsoever, and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, in any manner, whatsoever, for a period of three (3) years, from the date of coming into force of this order; b) Noticee no. 4 is restrained from accessing the securities market in any manner whatsoever, and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, in any manner, whatsoever, for a period of one (1) year, from the date of coming into force of this order; c) The Noticee nos. 1, 2 and 3 are prohibited from being associated with the securities market in any manner whatsoever, including as a director or Key Managerial Personnel in a listed company or an intermediary registered with SEBI, for a period of one (1) year, from the date of coming into force of this direction;

S. No	Regulatory Authority	Show Cause Notice	Order
		<p>b) Noticee nos. 2 to 4 are hereby restrained from associating themselves with any intermediary registered with SEBI, acting as Directors / Key Managerial Personnel of any listed public company (including Noticee No. 1) and acting as Directors/ Key Managerial Personnel / promoters of any public company which intends to raise money from the public, till further orders. (This interim order culminated into a final order dated December 16, 2022 levying penalty and other directions)</p>	<p>d) The Noticee no. 4 is prohibited from being associated with the securities market in any manner whatsoever, including as a director or Key Managerial Personnel in a listed company or an intermediary registered with SEBI, for a period of six (6) months, from the date of coming into force of this direction;</p> <p>e) Noticee no. 1 is hereby directed, to undertake the measures to bring back or recover INR 3.83 crore from Noticee no. 2 within a period of one year.</p> <p>The present directors of Noticee no. 1, shall take appropriate steps for the compliance of this direction by Noticee no. 1 and the Audit Committee of Noticee no. 1 shall report the progress of the same to the Board of Directors of Noticee no. 1.</p> <p>Further, an appeal was filed before the Securities Appellate Tribunal (Miscellaneous Application No.70 of 2023 and appeal no.88 of 2023) dated January 19, 2023, against the final order passed by SEBI dated December 16, 2022 wherein no interim reliefs were granted, pursuant to which Mr. Suresh Venkatachari ceased to hold the position of Chief Executive Officer (KMP) of the Company with effect from January 19, 2023.</p>
4	ROC	Show cause notice bearing no. F.No.79Roc/Chn/01852-8K miles/S.149/P.12/Inspn fol. up/2022, dated August 22, 2022 has been served on the Company and others, by the Registrar of Companies Chennai, alleging violations of the provisions of section 149 of the Companies Act 2013.	Adjudication order bearing no. F.NO.ROC/CHN/Securecloud/ADJ Order/S.149/2023, issued by Registrar of Companies, Tamil Nadu, levying penalty of INR 50,000 each on the Company, Mr. Suresh Venkatachari, Mr. R S. Ramani, Mr. Gurumurthi Jayaraman and Ms. Padmini Ravichandran for violations under section 149 of the Companies Act, 2013.
5	ROC	Show cause notice bearing no. F.No.79Roc/Chn/01852(8K miles)/S.117/P.21/Inspn follow up/2022, dated August 22, 2022 has been served on the Company and others, by the Registrar of Companies Chennai, alleging violations of the provisions of section 117 of the Companies Act 2013.	Adjudication order bearing no. F.NO.ROC/CHN/Securecloud/ADJ Order/S.117/2023, issued by Registrar of Companies, Tamil Nadu, levying penalty of INR 3,28,300 on the Company and INR 1,20,000 each on Mr. Suresh Venkatachari, Mr. R S. Ramani and INR 60,000 each on Ms. Jayashree and Mr. Ashwin for violations under section 117 of the Companies Act 2013.
6	ROC	Show cause notice bearing no. F.No.79Roc/Chn/01852-8K miles/S.196/P.20/Inspn follow up/2022, dated August 22, 2022 has been served on the Company and others, by the Registrar of Companies Chennai, alleging violations of the provisions of section 196 of the Companies Act 2013.	Adjudication order bearing no. F.NO.ROC/CHN/Securecloud/ADJ Order/S.196/2023, issued by Registrar of Companies, Tamil Nadu, levying penalty of INR 2,10,000 on the Company and INR 60,000 each on Mr. Suresh Venkatachari, Mr. R S. Ramani and Ms. Diya Venkatesan, for violations under section 196 of the Companies Act, 2013.
7	RD	Show cause notice bearing no. F.No.79Roc/Chn/01852(8K miles)/S.134/P.14/Inspn. followup/2022, dated August 22, 2022 has been served on the Company and others, by the Registrar of Companies Chennai, alleging violations of the provisions of section 134 (1) of the Companies Act 2013.	Compounding Order passed by the Regional Director Southern Region, against the application, CA No. 165/ Sec.441/RD(SR)/2022-23, levying the compounding fee of INR 1,10,000 each on the company, Mr. Suresh Venkatachari, Mr. R S Ramani, Ms. Jayashree Jagannathan and Mr. Ashwin Jayagopal for violating the provision of section 134 (1) of the Companies Act, 2013.

S. No	Regulatory Authority	Show Cause Notice	Order
8	RD	Show cause notice bearing no. F.No.79Roc/Chn/01852(8 K miles)/S.134/P.15/Inspn. followup/2022, dated August 22, 2022 has been served on the Company and others, by the Registrar of Companies Chennai, alleging violations of the provisions of section 134 (3) of the Companies Act 2013.	Compounding order passed by the Regional Director Southern Region, against the application, CA No. 166/Sec.441/RD(SR)/2022-23, levying the compounding fee of INR 55,000 each on the company, Mr. Suresh Venkatachari, Mr. R S Ramani and Ms. Jayashree Jagannathan, for violating the provision of section 134 (3) of the Companies Act, 2013.

Further, it was observed that during the period under review, the penalty of INR 47,200 each were levied by the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) on the company for delay in filing trading approval.

**We further report that**

During the period under review the Regional Director Southern Region has passed orders dated January 19, 2023, compounding the offences committed by the erstwhile managing director and chief financial officers, to which a company is not a party.

Further, it was observed that, during the period under review, the SEBI has issued the show cause notice No. SEBI/EAD-9/VKV/PSS/50108/5/2022 dated September 27, 2022 against which it has passed adjudication order no. ORDER/VV/PSS/2022-23/22968-22973 dated January 20, 2023 levying the penalty on independent director and chief financial officer including the erstwhile key managerial personnels and independent director, for violating the regulations of SEBI Act, 1992 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to which company is not a party.

Further, it was observed that, during the period under review, Mr. Suresh Venkatachari and Mr. R. S. Ramani, the promoters of SecureKloud Technologies Limited, were arrested by the Directorate of Enforcement on March 24, 2023 alleging the offence committed under the provisions of the Prevention of Money Laundering Act, 2002. Later, on May 5, 2023 the High Court of Judicature at Madras has granted bail to the said persons subject to conditions as stipulated in the bail order.

**We 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 woman director. The change in the composition of the Board of Directors and the committees of the Board that took place during the period under review was fully in compliance with the provision of the law.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent in accordance with the provisions of Companies Act 2013 and applicable secretarial standards. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions were carried out with unanimous approval of the Board and there was no instance of dissent voting by any member during the period under review.

We have examined the systems and processes of the Company in place to ensure the compliance with general laws like labour laws, Employees Provident Funds Act, Employees State Insurance Act, considering and relying upon representations made by the Company and its officers for systems and mechanisms formed by the Company for compliance under these laws and other applicable sector specific acts, laws, rules and regulations applicable to the Company and its observance by them.

**We 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 other applicable laws on the operation of the Company and the rules made thereunder.

**We further report that**

During the audit period apart from the instances mentioned hereunder, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.,

- (i) Equity shares allotment of 4,50,000 Equity shares of INR 5 each at an issue price of INR 100 per share upon conversion of warrants dated May 24, 2022.
- (ii) Allotment of 3,75,000 equity shares of INR 5 each at an issue price of INR 100 per share upon conversion of warrants dated May 25, 2022.
- (iii) Allotment of 4,00,000 equity shares of INR 5 each at an issue price of INR 100 per share upon conversion of warrants dated May 26, 2022.

(iv) The 16,07,000 partly paid shares warrants issued to Mr. Suresh Venkatachari on which INR 4,01,75,000 was paid-up got forfeited on September 16, 2022 for not exercising the option.

**For SPNP & Associates**  
Practising Company Secretaries

**Nithya Pasupathy**  
Partner  
FCS No. 10601/ CP No. 22562  
Peer Review No:1919/2022  
UDIN: F010601E00031075

Place: Chennai  
Date: May 15, 2023

## Annexure-A

To,  
The Members  
SecureKloud Technologies Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our 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, the company had followed provide are reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedures on test basis for the period from April 01, 2022 to March 31, 2023.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For SPNP & Associates**  
Practising Company Secretaries

**Nithya Pasupathy**  
Partner

FCS No. 10601/ CP No. 22562  
Peer Review No:1919/2022  
UDIN: F010601E00031075

Place: Chennai  
Date: May 15, 2023

## Annexure II

A Disclosure relating to remuneration under section 197(12) of the Companies Act, 2013 read with rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Directors & Key Managerial Personnel	Designation	Ratio of remuneration to median remuneration of employees	Increase in Remuneration over previous year (%)#
Mr. Thyagarajan R	Whole-time Director and Chief Financial Officer	11.93:1	13.39%
Mr. Srinivas Mahankali <sup>[1]</sup>	Whole-time Director and Chief Business Officer	3.28:1	_*
Mr. Balasubramanian V <sup>[2]</sup>	Independent Director	0.04:1	_*
Mr. V. V. Sampath Kumar <sup>[3]</sup>	Independent Director	0.05:1	_*
Mr. Biju Chandran	Independent Director	0.13:1	_*
Mr. M. Vijaykumar <sup>[4]</sup>	Non-executive Director	0.04:1	_*
Ms. Babita Singaram	Independent Director	0.04:1	_*
Ms. Roshini Selvakumar <sup>[5]</sup>	Company Secretary	0.72:1	_*
Mr. Suresh Venkatachari <sup>[6]</sup>	Chairperson and Chief Executive Officer	40.32:1	10.47%
Mr. S. Ravichandran <sup>[7]</sup>	Whole-time Director	2.83:1	_*
Mr. Dinesh Raja Punniamurthy <sup>[8]</sup>	Independent Director	0.03:1	_*
Mr. G. Sri Vignesh <sup>[9]</sup>	Company Secretary	0.2:1	_*
Mr. Lakshmanan Kanappan <sup>[10]</sup>	Non-executive Director	15.9:1	12.13%

<sup>1</sup> Appointed w.e.f September 16, 2022

<sup>2</sup> Appointed w.e.f September 16, 2022

<sup>3</sup> Appointed w.e.f September 16, 2022

<sup>4</sup> Appointed w.e.f August 08, 2022

<sup>5</sup> Appointed w.e.f July 01, 2022

<sup>6</sup> Resigned w.e.f August 04, 2022 as chairman and January 20, 2023 as the chief executive officer

<sup>7</sup> Resigned w.e.f September 16, 2022

<sup>8</sup> Resigned w.e.f September 16, 2022

<sup>9</sup> Resigned w.e.f June 30, 2022

<sup>10</sup> Resigned w.e.f. April 29, 2022

# For computation of "Increase in Remuneration over previous year", the figures of remuneration for the previous year have been re-casted to include contribution to approved pension funds. The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full fiscal 2023 and full fiscal 2022. The ratio of remuneration to median remuneration of employees provided only for those directors and KMP who have drawn remuneration from the Company for the full fiscal 2023.

\* Remuneration paid during the financial year 2022-23 is not comparable since the directors or KMP concerned were there only for part of the financial year 2021-22 and/or appointed during the current fiscal year.

- Percentage decrease in median remuneration of employees in the financial year: (2.53)
- Number of permanent employees on the rolls of the Company at a consolidated level (as of March 31, 2023): 491
- The median remuneration of employees of the Company during the financial year 2023 (other than the managerial personnel) : INR 11,50,100
- Average increase in remuneration of the employees other than key managerial personnel : 13.90%
- Percentage increase in the managerial remuneration: 11.36%
- The remuneration is in line with the remuneration policy of the company

**For and on behalf of the Board,  
SecureKloud Technologies Limited**

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
DIN: 00942326  
Whole-time Director

**Biju Chandran**  
DIN: 06540000  
Independent Director

**B. Information as per rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014  
Top 10 employees in terms of salary drawn during the financial year 2022-2023.**

S. No	Name of the Employee	Date of Joining	Gross Remuneration (₹ in lakhs)	Qualification	Age	Experience (Years)	Last Employment	Designation
1	Mr. Suresh Venkatachari	January 2008	463.75	BEE	56	35	Deutsche Bank AG	President
2	Mr. Manish Hindpur	October 2021	250.19	BS Engineering	43	21	Wolters Kluwer N.V	Vice President (Cloud and Technology)
3	Mr. Anand Kumar	October 2013	218.87	MBA	56	30	Mycroft Technologies Inc	Vice President (Sales)
4	Mr. Venkat Krishnan	July 2015	210.51	MSE	57	35	GE Healthcare Technologies Inc	Vice President (Business Development)
5	Mr. Lakshmanan Kannappan	November 2012	182.84	BEE	56	33	Fugen Solutions Inc	Head of Strategy
6	Ms. Kristin Lane	February 2013	173.31	Masters in Education	51	30	Beacon Partners LLC	Vice President Talent Management
7	Ms. Laurie Isaacson	May 2013	167.59	Masters (Healthcare Leadership and Informatics)	63	35	Bristol Hospital and Health Care Group, Inc	Director - MEDITECH Practice
8	Mr. Sasi Kanth Tamma	July 2017	167.52	MS (Data Science)	35	15	Yahoo Inc	Senior Data Scientist
9	Mr. Kumara Guru**	May 2017	164.17	MCA	49	29	Amdocs Software Systems Limited	Chief Growth Office
10	Mr. Jason Mudrick	August 2019	159.20	MBA	40	15	Oregon Health and Science University	Director - Epic Practice

**Notes:**

- The details in the above table are on accrual basis. The aforementioned employees have / had permanent employment contracts with the Group.
- The above disclosure is prepared considering all employees of the Company including its subsidiaries.
- Employees mentioned above are neither relatives of any directors of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per Clause (iii) of sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 except for Mr. Suresh Venkatachari, who holds 42.13%
- For employees based overseas, average exchange rates have been used for conversion to INR.

\*\*resigned on May 6, 2023

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
DIN: 00942326  
Whole-time Director

**For and on behalf of the Board,  
SecureKloud Technologies Limited**

**Biju Chandran**  
DIN: 06540000  
Independent Director



## Annexure III

### Report on Corporate Governance

Pursuant to Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### I. Company's Philosophy on Code of Corporate Governance

SecureKloud Technologies Limited [“the Company”] believes that good corporate governance is in directing and controlling the affairs of the Company in an efficient manner. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company is committed to achieving the highest standards of corporate governance. It believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period. The measures implemented by the Company, including the code of conduct for the Board members and senior management, code of conduct for prevention of insider trading in Company's securities, vigil mechanism, internal control systems, integrity management are regularly assessed for its effectiveness. The Company has information security policy that ensures proper utilization of information technology resources. The Board of Directors conducts business in due compliance of the applicable laws and periodically undertakes review of business plans, performance and compliance to regulatory requirements.

The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### A. Values and commitments

We believe that any business conduct can be ethical only when it rests on the nine core values viz. honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring.

##### B. Code of Conduct

Our policy document on ‘Code of Conduct’ requires our employees to conduct the business with impeccable integrity and by excluding any consideration of personal profit or advantage.

##### C. Business policies

We have various ‘Business Policies’ specifically covering a comprehensive range of aspects such as fair market practices, inside information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, whistle blower policy, to name a few.

##### D. Separation of the board's supervisory role from executive management

In line with the best global practices, we have adopted the policy of separating the board's supervisory role from the executive management.

##### E. Risk management

We have strong and robust risk management systems and procedures, which facilitate the management to adequately and suitably mitigate and control various business-related risks.

##### F. Compliance management

Our compliance management systems are robust and tight enough to ensure that all kinds of compliance requirements are effectively managed without any exceptions and deviations. Culture of compliance is considered a way of life and the organization has a zero-tolerance policy for non-compliances.

#### II. Board of Directors

##### a) Composition of the Board as on March 31, 2023

As on date of this report, the Board comprises of seven directors – two executive directors, one non-executive director and four independent directors including a woman director. The chairman of the board is a non-executive and independent director. All the directors on the Board are highly experienced in their respective fields. The Board has an appropriate mix of executive, non-executive and independent directors to maintain its independence. The Board periodically evaluates the need for change in its size and composition. The number of directorship and committee positions held by the directors are within the permissible limits under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

The composition and designation of the directors during the financial year 2022-23 including their directorships in other public companies are stated hereunder:

S. No	Name of Director and DIN	Category	Number of other directorships held in other public companies	Number of committee membership held in other public companies (limited to only audit and stakeholder relationship committees)		Number and % of equity shares held in the Company
				As Chairperson	As Member	
1	Mr. Balasubramanian V <sup>1</sup> (06616155)	Chairman, Independent Director	Nil	Nil	Nil	350 (0.001%)
2	Mr. Thyagarajan R <sup>2</sup> (00942326)	Whole-time Director and Chief Financial Officer	Nil	Nil	Nil	20,000 (0.59%)
3	Mr. Srinivas Mahankali <sup>3</sup> (01884823)	Whole-time Director and Chief Business Officer	Nil	Nil	Nil	500 (0.001%)
4	Mr. Biju Chandran (06540000)	Independent Director	Nil	Nil	Nil	0
5	Mr. V. V. Sampath Kumar <sup>4</sup> (00879266)	Independent Director	Nil	Nil	Nil	0
6	Mrs. Babita Singaram (07482106)	Independent Director	Nil	Nil	Nil	0
7	Mr. M. Vijaykumar <sup>5</sup> (01896931)	Non-executive Director	Nil	Nil	Nil	0
8	Mr. Dinesh Raja Punnamurthy <sup>6</sup> (03622140)	Independent Director	Nil	Nil	Nil	0
9	Mr. S Ravichandran <sup>7</sup> (02831039)	Whole-time Director	Nil	Nil	Nil	360 (0.001%)
10	Mr. Suresh Venkatachari <sup>8</sup> (00365522)	Promoter & Executive Chairman	Nil	Nil	Nil	1,40,74,703 (42.13%)
11	Mr. Lakshmanan Kannappan <sup>9</sup> (07141427)	Non-executive Director	Nil	Nil	Nil	0

<sup>1</sup> Appointed as an independent director on the Board with effect from September 16, 2022 and was designated as the chairman of the Company with effect from May 29, 2023.

<sup>2</sup> Appointed as a whole-time director with effect from April 29, 2022.

<sup>3</sup> Appointed as a whole-time director with effect from September 16, 2022.

<sup>4</sup> Appointed as an independent director with effect from September 16, 2022.

<sup>5</sup> Appointed as a non-executive director with effect from August 08, 2022.

<sup>6</sup> Resigned as an independent director with effect from September 16, 2022.

<sup>7</sup> Resigned as a whole-time director with effect from September 16, 2022.

<sup>8</sup> Resigned as the chairman of the Company with effect from August 04, 2022 pursuant to SEBI interim order cum show cause notice dated August 04, 2022.

<sup>9</sup> Resigned as a non-executive director with effect from April 29, 2022.

#### b) Appointment/ Cessation of Directors during the financial year 2022-23

- Mr. Thyagarajan R (DIN: 00942326), chief financial officer was appointed as a whole-time director with effect from April 29, 2022
- Mr. Suresh Venkatachari (DIN:00365522) was restrained from holding directorship of the listed entity pursuant to SEBI's interim order cum show cause notice dated August 04, 2022. Hence, he stepped down from the position of chairman of the board with effect from August 04, 2022.
- Mr. M. Vijaykumar (DIN: 01896931) was appointed as a non-executive director with effect from August 08, 2022.
- Mr. Srinivas Mahankali (DIN: 01884823), chief business officer was appointed as a whole-time director with effect from September 16, 2022.
- Mr. Balasubramanian V (DIN: 06616155), was appointed as an independent director with effect from September 16, 2022.
- Mr. V. V. Sampath Kumar (DIN: 00879266), was appointed as an independent director with effect from September 16, 2022.
- Mr. Lakshmanan Kannappan (DIN: 07141427) resigned from the office of non-executive director with effect from April 29, 2022.

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- Mr. Dinesh Raja Punniamurthy (DIN: 03622140) resigned from the office of independent director with effect from September 16, 2022. He has confirmed that he resigned due to increasing professional commitments and time constraints and that there is no other material reason other than that.
- Mr. S. Ravichandran (DIN: 02831039) resigned from the office of whole-time director with effect from September 16, 2022.

### c) Appointment/ Cessation of Directors after March 31, 2023 until the date of the Report

- Mr. Balasubramanian V (DIN: 06616155), independent director was appointed as the Chairman of the company with effect from May 29, 2023.
- Mrs. Babita Singaram (DIN: 07482106) resigned from the office of independent director with effect from May 29, 2023. She has confirmed that she resigned due to personal reasons and preoccupations and that there is no other material reason other than that.

### d) Directorship in other listed entities as on March 31, 2023

None of the directors hold directorships in other listed entities.

### e) Disclosure of relationship between directors inter-se

Mr. V. V. Sampath Kumar and Mr. Biju Chandran, independent directors are common directors in International Chamber of GST Professionals. (A Section 8 company incorporated under the Companies Act, 2013)

### f) Core skills/expertise/competencies of the Board of Directors, identified as required in the context of its business and sectors for it to function effectively and those actually available with the Board

Name of the Director	Interpersonal skills and personal qualities and values	Information Technology business and industry knowledge	Legal, Regulatory and Financial Knowledge	Strategic and analytical mindset	Leadership, Management and Governance
Mr. Balasubramanian V	✓	✓	✓	✓	✓
Mr. Thyagarajan R	✓	✓	✓	✓	✓
Mr. Srinivas Mahankali	✓	✓	✓	✓	✓
Mr. Biju Chandran	✓	✓	✓	✓	✓
Mr. V V Sampath Kumar	✓		✓	✓	✓
Mrs. Babita Singaram	✓		✓		✓
Mr. M. Vijaykumar	✓	✓		✓	✓

### a) Attendance of Directors at the Board Meeting and Annual General Meeting held during the FY 2022-23

During the financial year 2022-23, thirteen Board meetings were held i.e., April 29, 2022, June 30, 2022, August 08, 2022 (two meetings on the same day), September 16, 2022, November 10, 2022, November 21, 2022, January 12, 2023, January 20, 2023, January 31, 2023, March 13, 2023, March 25, 2023 and March 28, 2023.

Name of the Director	Board Meetings entitled to attend	Board Meetings attended	Whether present at AGM held on July 27, 2022
Mr. Balasubramanian V	9	7	NA
Mr. Thyagarajan R	13	13	Yes
Mr. Srinivas Mahankali	9	8	NA
Mr. Biju Chandran	13	12	Yes
Mr. V V Sampath Kumar	9	8	NA
Mrs. Babita Singaram	13	5	Yes
Mr. M. Vijaykumar	10	9	NA
Mr. Suresh Venkatachari	4	2	Yes
Mr. Ravichandran S	5	4	Yes
Mr. Dinesh Raja Punniamurthy	5	3	Yes

### b) Independent Directors

The Board is of the opinion that the independent directors fulfil the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and that they are independent of the management. During the financial year 2022-23, the independent directors met on February 13, 2023 without the presence of the non-independent directors and management team; in accordance with section 149(8) and Schedule IV of the Companies Act, 2013. The meeting was attended by all the independent directors.

The familiarization program and other disclosures as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the Company's website at <https://www.securekloud.com/investor/policies/3-Familiarisation-Program-for-Independent-Directors.pdf>.

**c) CEO/CFO Certification**

As required under regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CEO/CFO have to certify to the board that the financial statements for the financial year ended March 31, 2023, do not contain any untrue statements and that these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder. However, since the Company does not have a chief executive officer as on March 31, 2023; the report has been furnished by the whole-time director and chief financial officer. A copy of the certificate is attached as Annexure A to this report.

**d) Code of Conduct for Directors and Senior Management**

The Company has adopted a code of conduct for the board of directors and senior management personnel to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules and is critical to the success of the Company. The code is available on the Company's website at <https://www.securekloud.com/investor/policies/code-of-conduct-for-board-of-directors-and-senior-management.pdf>.

All the board members and senior management personnel have affirmed compliance with the code. A declaration signed by the whole-time director and chief financial officer to this effect is enclosed as part of Annexure B to this report.

**III. Audit Committee**

**a) Terms of Reference**

- The committee acts as a link between the board, the statutory auditors and the internal auditors.
- The role of the audit committee includes overseeing the financial reporting process and disclosure of financial information, review of financial statements, adequacy of internal financial controls and risk management systems, review and approval of transactions with related parties, whistle blower policy, monitoring the usage of funds from issue proceeds, review the financial statements.
- The committee also verifies the adequacy in the systems for internal controls, to grant approvals for related party transactions which are in the ordinary course of business and on an arm's length basis, scrutiny of inter-corporate loans and investments, besides recommending the appointment / removal of the statutory auditors, the internal auditors and fixing their remuneration and review of the effectiveness of audit process.
- Reviewing the findings of any internal examinations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To discuss with the management, the senior internal audit executives and the auditor(s) the Company's major risk exposures, guidelines and policies.
- Approval of appointment of chief financial officer of the Company.
- Review and monitor the auditor's independence, performance and effectiveness of audit process.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- To review the financial statements the investments made by the unlisted subsidiary Company. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee met and reported key issues to the board of directors and duly complied with the necessary guidelines.

All the members including the chairman have adequate financial and accounting knowledge.

The committee's constitution and terms of reference are in compliance of the Companies Act, 2013, read with regulation 18 and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The chairman of the audit committee was present at the last annual general meeting held on Wednesday, July 27, 2022.

**b) Number of Meetings**

During the financial year 2022-23 eight meetings were held i.e., on April 29, 2022, June 30, 2022, August 08, 2022, September 16, 2022, November 10, 2022, November 21, 2022, January 31, 2023 and March 28, 2023

**c) Composition of the Committee and Meetings attended by each member**

Name of the Member	Category	Position	Meetings	
			Held during tenure	Attended
Mr. Biju Chandran	Independent Director	Chairman	8	8
Mr. Balasubramanian V	Independent Director	Member	4	3
Mr. V. V. Sampath Kumar	Independent Director	Member	4	4
Mr. Dinesh Raja Punniamurthy <sup>10</sup>	Independent Director	Member	4	3
Mrs. Babita Singaram <sup>11</sup>	Independent Director	Member	4	3

<sup>10</sup> Ceased to be a member of the committee with effect from September 16, 2022 due to resignation

<sup>11</sup> Ceased to be a member of the committee with effect from September 16, 2022 due to reconstitution

**IV. Nomination and Remuneration Committee**
**a) Terms of Reference**

The nomination and remuneration committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The role of nomination and remuneration committee, inter-alia, includes:

- Determine/recommend the criteria for appointment of executive, non-executive and independent directors to the board.
- Determine/recommend the criteria for qualifications, positive attributes and independence of director.
- Review and determine all elements of remuneration package of all the executive directors and key managerial personnel, i.e., salary, benefits, bonuses, stock options, pension etc.
- Formulate criteria and carry out evaluation of each director's performance and performance of the Board as a whole.
- Recommend to the board, all remunerations, in whatever form, payable to senior management.
- Oversee the Company's nomination process for the KMP and senior management and identify through a comprehensive selection process, individuals qualified to serve as directors, KMP and senior management consistent with the criteria approved by the Board.
- Recommend the appointment and removal of directors, for approval at the AGM.
- Leadership development and succession planning of the organization.
- Develop and maintain corporate governance policies applicable to the Company.
- Devise a policy on board diversity and sustainability.

**b) Number of Meetings**

During the financial year 2022-23, five meetings were held i.e., on April 28, 2022, June 30, 2022, August 08, 2022, September 16, 2022 and January 20, 2023.

**c) Composition of the Committee and Meetings attended by each member**

Name of the Member	Category	Position	Meetings	
			Held during tenure	Attended
Mrs. Babita Singaram <sup>12</sup>	Independent Director	Chairman	5	4
Mr. Biju Chandran	Independent Director	Member	5	4
Mr. V. V. Sampath Kumar	Independent Director	Member	1	1
Mr. Dinesh Raja Punniamurthy <sup>13</sup>	Independent Director	Member	4	3

<sup>12</sup> Appointed as chairman of the committee with effect from September 16, 2022 due to restructuring of the committees

<sup>13</sup> Ceased to be a member of the committee with effect from September 16, 2022 due to resignation

**d) Performance Evaluation Criteria for the Independent Directors**

The Company has laid down a process for evaluation of the Board and committees of Board as also evaluation of the performance of each of the Directors. The evaluation criteria include inter-alia, structure of the Board, qualifications, experience and competency of Directors, diversity in board, effectiveness of the Board process, information and functioning, board culture and dynamics, quality of relationship between the board and management, meetings of the Board, including regularity and frequency, discussion and dissent, corporate culture and values, governance and compliance, evaluation of risk amongst others. The criteria is based on the guidance note on Board evaluation issued by the Securities and Exchange Board of India on January 5, 2017. The evaluation process is conducted and monitored by the chairman, nomination and remuneration committee in consultation with the members of the committee. The chairman, on the basis of the feedback received from each of the directors has one to one meeting with them. Thereafter, briefs the chairman of the board on the outcome, which in turn discussed in the Board meeting. The performance of the independent directors was also reviewed at the Board meeting.

**V. Stakeholder Relationship Committee**
**a) Terms of Reference**

The role of stakeholders' relationship committee includes resolving the grievances of shareholders, ensuring expeditious share transfer process in line with the proceedings of the share transfer committee, evaluating performance and service standards of the registrar and share transfer agent of the Company.

The committee has periodic interactions with the representatives of the registrar and transfer agent of the Company. SEBI, the capital market regulator had issued guidelines and undertaken several measures for raising Industry standards for registrar and transfer agent to facilitate effective shareholder service. In order to ensure this compliance, the Company had invited the registrar and transfer agent to join the committee meeting to share the actions taken on the same.

**b) Number of meetings**

During the financial year 2022-23, the meeting was held on February 13, 2023.

**c) Composition of the Committee and Meetings attended by each member**

Name of the Member	Category	Position	Meetings	
			Held during tenure	Attended
Mrs. Babita Singaram <sup>14</sup>	Independent Director	Chairman	1	1
Mr. Biju Chandran	Independent Director	Member	1	1
Mr. Balasubramanian V	Independent Director	Member	1	1
Mr. Thyagarajan R	Executive Director	Member	1	1
Mr. Dinesh Raja Punniamurthy <sup>15</sup>	Independent Director	Chairman	NA	NA

<sup>14</sup> Appointed as chairman of the committee with effect from September 16, 2022 due to reconstitution of the committees

<sup>15</sup> Ceased to be a member of the committee with effect from September 16, 2022 due to resignation

**d) Details of shareholder complaints**

- i. Number of shareholders complaints received upto March 31, 2023: Nil
- ii. Number of shareholders complaints resolved upto March 31, 2023: Nil
- iii. Number of pending complaints as on March 31, 2023: Nil

**e) Name and designation of compliance officer – Roshini Selvakumar, Company Secretary**
**VI. Remuneration to Directors**
**a) Criteria of making payment to Non-executive Directors**

Non-executive directors and independent directors are paid sitting fees for attending the meetings of the Board and of the committees of which they are members. The Directors are paid at a rate of INR 5,000 per Board meeting. For the audit committee meetings, the members are paid INR 5,000 per meeting and the chairman of the audit committee is paid INR 10,000 per meeting. With respect to the nomination and remuneration committee meeting and stakeholder relationship committee meeting, the members of the committee are paid INR 2,500 per meeting.

**b) Sitting fees paid to Independent Directors during the financial year 2022-23**

Details of sitting fees paid to non-executive directors and independent directors during the financial year 2022-23 is as follows:

(Amount in ₹)

Mr. Biju Chandran	1,47,500
Mr. M. Vijaykumar	45,000
Mr. Balasubramanian V	50,000
Mr. V. V. Sampath Kumar	60,000
Mrs. Babita Singaram	50,000
Mr. Dinesh Raja Punniamurthy	37,500

**c) Remuneration paid to Executive Directors**

Details of the remuneration of the executive director for the year ended March 31, 2023 is as follows:

(Amount in ₹)

Name of the Director	Salary	Perquisites and Contributions	Total
Mr. S. Ravichandran <sup>16</sup>	43,34,615	1,80,000	45,14,615
Mr. Thyagarajan R	76,55,334	32,44,166	1,08,99,500
Mr. Srinivas Mahankali <sup>17</sup>	33,33,331	1,92,500	35,25,831

<sup>16</sup> Resigned with effect from September 16, 2022

<sup>17</sup> Appointed as a director with effect from September 16, 2022

**VII. Senior Management**
**A. The following are the list of employees forming part of the senior management as on March 31, 2023:**

Name of employee	Designation
Mr. Thyagarajan R	Chief Financial Officer
Mr. Srinivas Mahankali	Chief Business Officer
Mrs. Geetha Saravanan <sup>18</sup>	Director – Marketing
Mr. Raj Srinivas <sup>19</sup>	Chief Technology Officer
Mr. Sivakumar Natarajan	Chief Delivery Officer and HR Head
Mr. Vijayan Nagamani <sup>20</sup>	Senior Vice President (Cloud)
Mr. Jayakumar Karuppasamy	Director – Delivery (Big Data Analytics)
Mr. Sriram Seshadri	Director – Delivery (Cloud Managed Services)
Ms. Roshini Selvakumar	Company Secretary

<sup>18</sup> Resigned with effect from May 10, 2023

<sup>19</sup> Resigned with effect from June 01, 2023

<sup>20</sup> Resigned with effect from June 07, 2023

**B. Changes in senior management since the close of the previous financial year:**

- i. Mr. Ravichandran, Executive Vice President, resigned with effect from September 16, 2023
- ii. Mr. Anand K N, Vice President – HR, resigned with effect from September 20, 2022
- iii. Mr. G. Sri Vignesh, Company Secretary, resigned with effect from June 30, 2022

**VIII. General Body Meetings**
**a) Annual General Meetings**

The annual general meetings of the Company were held at the registered office of the Company either through video conference or through physical presence. Details of the last three AGMs held are as below:

Financial Year	Date	Time (IST)	Mode of Meeting
2019-2020	September 30, 2020	9.30 am	VC/OAVM
2020-2021	September 30, 2021	9.30 am	VC/OAVM
2021-2022	July 27, 2022	9.30 am	VC/OAVM

**b) Details of Special Resolutions passed in the previous 3 AGM's**

Date of AGM	Details
July 27, 2022 (Wednesday)	<ul style="list-style-type: none"> <li>Appointment of Mr. Thyagarajan. R (DIN: 00942326), chief financial officer (CFO) as whole-time director of the Company.</li> </ul>
September 30, 2021 (Thursday)	<ul style="list-style-type: none"> <li>Re-appointment of Mrs. Babita Singaram (DIN: 07482106) as an independent director.</li> <li>Re-appointment of Mr. Dinesh Raja Punniamurthy (DIN: 03622140) as an independent director.</li> <li>Approval for raising Capital and / or listing of Blockedge Technologies Inc., USA (formerly 8K Health Cloud Inc., USA) an overseas wholly owned subsidiary and consequential possible cessation of control in the subsidiary.</li> <li>Approval for additional fund raise in Healthcare Triangle Inc. (step-down subsidiary).</li> <li>Approval for raising Capital and / or listing of SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA) an overseas material subsidiary and consequential possible cessation of control in the subsidiary.</li> </ul>
September 30, 2020 (Wednesday)	<ul style="list-style-type: none"> <li>Appointment of Mr. Ravichandran S (DIN: 02831039) as whole-time director of the Company</li> </ul>

**c) Details of Special Resolutions passed last year through postal ballot**

Date of Postal Ballot	Details
September 16, 2022	Appointment of Mr. Srinivas Mahankali (DIN: 01884823), chief business officer as a whole-time director of the Company.

**d) Postal Ballot**

During the year, the Company had sought the approval of shareholders two times through postal ballot notice through remote e-voting in compliance with section 110 of the Act read with rule 22 of the Companies (Management and Administration) Rules, 2014. Mrs. Nithya Pasupathy from M/s. SPNP & Associates was appointed as the scrutinizer to conduct the e-voting process for the postal ballots in a fair and transparent manner. The Company engaged the services of M/s. Central Depository Services (India) Limited for the purpose of providing remote e-voting facility to all its members. The resolutions were approved with requisite majority; the details are given below:

Date of postal ballot notice	Resolution passed	Approval date	Scrutinizer	Link for postal ballot notice and results
September 16, 2022	i. Appointment of Mr. M. Vijaykumar (DIN: 01896931) as a non-executive director (non-independent) of the Company.  ii. Appointment of Mr. Srinivas Mahankali (DIN: 01884823), Chief Business Officer as a whole-time director of the Company.  iii. Appointment of Mr. Balasubramanian V (DIN: 06616155) as an independent director.  iv. Appointment of Mr. V. V. Sampath Kumar (DIN: 00879266) as an independent director.	October 26, 2022	Mrs. Nithya Pasupathy from M/s. SPNP & Associates (Membership no. – FCS 10601, CP No. 22562)	<ul style="list-style-type: none"> <li><a href="https://www.securekloud.com/investor/annual-report/2022-2023/Postal-Ballot-Notice.pdf">https://www.securekloud.com/investor/annual-report/2022-2023/Postal-Ballot-Notice.pdf</a></li> <li><a href="https://www.securekloud.com/investor/press-release/2022-2023/exchange_upload_evoting.pdf">https://www.securekloud.com/investor/press-release/2022-2023/exchange_upload_evoting.pdf</a></li> </ul>



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Date of postal ballot notice	Resolution passed	Approval date	Scrutinizer	Link for postal ballot notice and results
November 21, 2022	<ul style="list-style-type: none"> <li>i. Approval for material related party transaction with SecureKloud Technologies Inc for the financial year 2022-23.</li> <li>ii. Approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for financial year 2022-23.</li> <li>iii. Ratification of material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2022-23.</li> <li>iv. Prior approval for material related party transaction with SecureKloud Technologies Inc for the financial year 2023-24.</li> <li>v. Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2023-24.</li> <li>vi. Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for the financial year 2023-24.</li> </ul>	January 01, 2023	Mrs. Nithya Pasupathy from M/s. SPNP & Associates (Membership no. – FCS 10601, CP No. 22562)	<ul style="list-style-type: none"> <li>• <a href="https://www.securekloud.com/investor/announcements/Announcements-2022-2023/Postal-Ballot-Notice-RPT.pdf">https://www.securekloud.com/investor/announcements/Announcements-2022-2023/Postal-Ballot-Notice-RPT.pdf</a></li> <li>• <a href="https://www.securekloud.com/investor/announcements/Announcements-2022-2023/Outcome-of-Postal-Ballot-RPT.pdf">https://www.securekloud.com/investor/announcements/Announcements-2022-2023/Outcome-of-Postal-Ballot-RPT.pdf</a></li> </ul>

### IX. Means of Communication

The Company makes prompt communication to all its stakeholders through multiple channels of communication:

- a) Quarterly results: The financial results of the Company (standalone and consolidated) are submitted to the BSE Limited and National Stock Exchange of India Limited through the respective portals. The above results are also hosted on the Company website at <https://www.securekloud.com/financial-results>.
- b) Newspapers wherein results normally published: As stipulated under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the quarterly results are published in english national (Business Standard) newspaper and in one tamil newspaper (Makkal Kural) within 48 hours of the conclusion of the board meeting at which the results are approved. The same can be accessed at <https://www.securekloud.com/press-release>.
- c) Website: The website contains a separate section “INVESTORS” where investor related details as stipulated under regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disclosed and the same can be accessed at <https://www.securekloud.com/disclosure-under-regulation-46-and-62-of-sebi-listing-obligations-and-disclosure-requirements-regulations-2015>.
- d) Press Releases: The press releases are disclosed on our website at <https://www.securekloud.com/press-release>.
- e) Investor Presentations: The presentations made to analysts and investors from time to time are also displayed on the website at <https://www.securekloud.com/investor-presentation>.

### X. General Shareholder Information

General shareholder information is provided under Annexure E to this report.

**XI. Other Disclosures**
**a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of listed entity at large**

All the material related party transactions have been listed out under AOC 2 which forms part of this report as Annexure V.

**b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

S. No	Authority	Details of violations	Action Taken	Amount of Penalty/ Directions issued (in ₹)
1	ROC	During the financial year 2017-18 and 2018-19, the Company had granted loans and made investments to its subsidiary after taking approval of the board of directors as required under section 179 of the Companies Act, 2013 but the filing of the resolution pursuant to section 117 of the Companies Act, 2013 has not been complied with.	ROC issued a show cause notice to the Company and levied a penalty on the Company for the violation.	3,28,300
2	ROC	The Company reappointed the managing director who is a non-resident Indian on September 30, 2017, which require the approval of the Central Government and during the year under review, the Company had filed the requisite form seeking the approval of the Central Government but which was not resubmitted with clarification within the time, which is in violation of section 196(4) read with part I of schedule V of the Companies Act, 2013.	ROC issued a show cause notice to the Company and levied a penalty on the Company for the violation.	2,10,000
3	ROC	The relatives of the independent directors of the Company were appointed in the company during the same period in 2015 and were designated as non-independent directors of the company only in the year 2019; which is in contravention of the provisions of the section 149(6)(e).	ROC issued a show cause notice to the Company and levied a penalty on the Company for the violation.	50,000
4	ROC	The board of directors in the meeting held on 10.05.2017 recommended dividend payout of INR 7 per equity share. However, the same was later revised to INR 1 per share in the board meeting held on 05.09.2017. In this connection it was observed that the director's report is silent about the dividend declaration which is in violation of section 134 of the Companies Act, 2013.	ROC issued a show cause notice. The Company compounded the offences before the Regional Director and paid the compounding fees.	55,000
5	ROC	The report of the board of directors for the year 2016-2017 and 2017-2018 accompanying the audited financial statement was signed only by the managing director as against the requirement of section 134 of the Companies Act, 2013 which requires it to be signed by two directors, one of whom is a managing director and other director as contemplated by the Act.	During the year, ROC issued a show cause notice. The Company compounded the offences before the Regional Director and paid the compounding fees.	1,10,000

**STATUTORY REPORTS**

S. No	Authority	Details of violations	Action Taken	Amount of Penalty/ Directions issued (in ₹)
6	SEBI	Violation of Regulation 7(2)(b) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for non-disclosure of change in shareholding of the promoter due to sale of shares during the financial year 2018-19.	SEBI issued a show cause notice to the Company on June 15, 2022. After submissions and representations, SEBI passed an order on July 29, 2022 levying a penalty against the Company for the violation.	1,00,000
7	SEBI	Violations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: <ul style="list-style-type: none"> <li>Prior approval of material related party transactions not obtained from the audit committee pertaining to financial year 2017-18 and 2018-19.</li> <li>Composition of the board and committees impaired due to non-independence of independent directors.</li> <li>Non-disclosure of initiation of forensic audit by SEBI</li> </ul>	SEBI issued a show cause notice to the Company on June 21, 2022. After representations and submissions an order was passed by SEBI on September 14, 2022 levying a penalty of INR 25,00,000 for the alleged violations. The Company has appealed before the Hon'ble Securities Appellate Tribunal.	10,00,000
8	SEBI	<ol style="list-style-type: none"> <li>Allegations in manipulation of books of accounts or financial statements: <ul style="list-style-type: none"> <li>Allegations with respect to overstatement of revenue and receivables</li> <li>Allegations with respect to overstatement of expenses and payables</li> <li>Allegations with respect to overstatement of fixed assets and overstatement of consultancy charges</li> <li>Disclosing false and manipulated accounts</li> </ul> </li> <li>Allegation of siphoning of funds of INR 3.83 crores</li> <li>Other allegations: <ul style="list-style-type: none"> <li>Non-disclosure of initiation of forensic audit</li> <li>Violations with respect to related party disclosures</li> <li>False disclosures in quarterly disclosures</li> <li>Delay in submission of information</li> <li>Non-cooperation by the Company in investigation</li> <li>False submissions to SEBI during the course of investigation</li> </ul> </li> </ol>	SEBI issued an interim order cum show cause notice on August 04, 2022. After representations and submissions, SEBI issued the final order on December 16, 2022, penalizing the Company and also issued the following directions: <ul style="list-style-type: none"> <li>Restrained from accessing the securities market in any manner whatsoever, and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, in any manner, whatsoever, for a period of three years from the date of coming into force of this order.</li> <li>Company is prohibited from being associated with the securities market in any manner whatsoever, including as a director or key managerial personnel in a listed company or an intermediary registered with SEBI, for a period of one year, from the date of coming into force of this direction.</li> <li>Company is directed, to undertake the measure to bring back or recover INR 3.83 crore from Mr. Suresh Venkatachari within a period of one year. The present directors of the Company shall take appropriate steps for the compliance of this direction by the company and the audit committee shall report the progress of the same to the board of directors of the Company.</li> </ul>	4,00,00,000
9	BSE and NSE	Delay in filing of trading approval	Stock exchanges levied a penalty in terms of the standard operating procedure vide SEBI/HO/CF/D/DIL2/CIR/P/2019/94	94,400

**c) Vigil Mechanism/ Whistle Blower Policy**

The Company has adopted a whistle blower mechanism as a channel to report concerns about unethical behaviour, actual or suspected fraud, fraudulent financial or other information to the stakeholders, reporting of instance(s) of leak or suspected leak of unpublished price sensitive information or violation of the Company's code of conduct and ethics. Accordingly, the Company has established a vigil mechanism/whistle blower policy as per section 177(10) of the Companies Act, 2013 read

with rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014, regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and regulation 9A of the SEBI (Prohibition of Insider Trading) regulations, 2015 for directors and employees to report their genuine concerns. Further your company has prohibited discrimination, retaliation, or harassment of any kind against any employee who reports under the vigil mechanism or participates in the investigation. No personnel has been denied access to the audit committee. The whistle blower policy is hosted on the website of the Company at [https://www.securecloud.com/investor/policies/10\\_Whistle-Blower-Policy.pdf](https://www.securecloud.com/investor/policies/10_Whistle-Blower-Policy.pdf).

**d) Weblink for policy to determine material subsidiary**

[https://www.securecloud.com/investor/policies/5\\_Policy-on-Material-Subsidiary.pdf](https://www.securecloud.com/investor/policies/5_Policy-on-Material-Subsidiary.pdf)

**e) Weblink for policy dealing with material related party transactions.**

[https://www.securecloud.com/investor/policies/7\\_Policy-on-Related-Party-Transactions.pdf](https://www.securecloud.com/investor/policies/7_Policy-on-Related-Party-Transactions.pdf)

**f) Disclosure of Commodity price risks and commodity hedging activities**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

**g) Details of utilization of funds raised through preferential allotment or qualified institutional placements as specified under Regulation 32(7A)**

During the financial year 2022-23, funds were raised to the extent of INR 9.1875 crores upon allotment of 12,25,000 shares on exercise of share warrants by Mr. Suresh Venkatachari, promoter in May 2022. The funds were utilized for the purposes as stated in the notice to the shareholders seeking such approval. A certain portion of funds unutilized as on end of the quarter i.e., June 30, 2022 were carried forward and utilized towards the stated objects in the subsequent quarter.

**h) Certificate from Practicing Company Secretary on Non-Disqualification of Directors**

The Company has obtained a certificate from a practicing company secretary that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of the certificate is attached as Annexure D.

**i) Auditor's Remuneration**

The details of total fees for all services paid by the Company during FY 2022-23, to the statutory auditors are as follows:

(Amount in ₹)

Particulars	Amount
Payment towards statutory audit fees including out of pocket expenses	40,00,000
Certification fees and other services	9,25,000

**Disclosure as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has constituted an internal complaints committee, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company's process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization at frequent intervals. The Company has in place a policy on prevention of sexual harassment (POSH) in line with the requirements of this Act. The policy is uploaded on the website of the company and can be viewed at <https://www.securecloud.com/investor/policies/Sexual-Harrasment-Prevention-Policy-and-Process-2.1.pdf>

Details of sexual harassment complaints received:

- (i) No. of complaints received during FY 2022-23: Nil
- (ii) No. of complaints disposed of during FY 2022-23: NA
- (iii) No. of complaints pending as on end of the FY 2022-23: NA

**XII. Non-compliance of Regulations relating to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any**

The Company is fully compliant with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the current financial year and there are no such non-compliances to report.

**XIII. Disclosures with respect to Demat Suspense Account Unclaimed Suspense Account**

The Company does not have any unclaimed shares and hence disclosures pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

**XIV. Compliance**

The Company is in compliance with all the mandatory requirements stipulated under regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable with regards to corporate governance. The Company has obtained a certificate from a practicing company secretary in compliance with the conditions of corporate governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Copy of the certificate is attached to this report as Annexure C.

**XV. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries**

Name of subsidiary	Date of Incorporation	Place of Incorporation	Name and date of appointment of statutory auditors
Securecloud Technologies Inc	August 6, 2012	USA	It is not required to appoint a statutory auditor as per the laws of the land as it is a privately held company.
Blockedge Technologies Inc	November 24, 2014	USA	

**XVI. Disclosure of certain type of agreements binding on the listed entity**

Pursuant to clause 5A of paragraph A of part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the list of agreements that are likely to cause or create a liability on the listed entity are hosted on the website of the Company at <https://www.securecloud.com/material-agreements>.

**For and on behalf of the Board,  
SecureKloud Technologies Limited**

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
DIN: 00942326  
Whole-time Director

**Biju Chandran**  
DIN: 06540000  
Independent Director

**Annexure A – CFO/ CEO Certification**
**CERTIFICATION BY CFO & CEO TO THE BOARD REPORT PURUSANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We, Mr. Thyagarajan R, whole-time director and chief financial officer, and Mr. Srinivas Mahankali, whole-time director and chief business officer of SecureKloud Technologies Limited, to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present, a true and fair view of the Company's affairs, and are in compliance with applicable accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting by the Company and evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and to the audit committee:
  - a. significant changes in internal control over financial reporting during the year.
  - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.
  - c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer

**Srinivas Mahankali**  
Whole-time Director and Chief Business Officer

## Annexure B – Declaration on Code of Conduct

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management of the company. The code of conduct has also been posted on the website of the company. It is further confirmed that all Directors and senior management personnel of the company have affirmed compliance with the code of conduct of the company for the year ended March 31, 2023, as envisaged in Schedule V under regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer

## Annexure C – Certificate on compliance with the conditions of corporate governance under regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members  
SecureKloud Technologies Limited

We have examined the compliance of conditions of corporate governance by M/s. SecureKloud Technologies Limited, for the year ended on March 31, 2023 as stipulated under the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuing for compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For SPNP & Associates**  
Practicing Company Secretaries

**Nithya Pasupathy**  
Partner  
FCS No. 10601/ CP No. 22562  
Peer Review Number: 1913/2022  
UDIN: F010601E000550668

Place: Chennai  
Date: July 5, 2023

## Annexure D – Certificate on Non-Disqualification of Directors

To,  
The Members  
SecureKloud Technologies Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **SECUREKLOUD TECHNOLOGIES LIMITED** having **CIN: L72300TN1993PLC101852** and having registered office at No.37 and 38, ASV Ramana Towers, 5<sup>th</sup> Floor, Venkat Narayana Road, T. Nagar Chennai - 600017, Tamil Nadu, India (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this certificate, in accordance with regulation 34(3) read with schedule V para - C sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including directors identification number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers.

I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 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.

S. No	Name of the Director	DIN	Date of appointment in the Company
1	Mr. Veeravalli Varadhan Sampath Kumar	00879266	September 16, 2022
2	Mr. Ramachandran Thyagarajan	00942326	April 29, 2022
3	Mr. Srinivas Mahankali	01884823	September 16, 2022
4	Mr. Mayakesavan Vijaykumar	01896931	August 8, 2022
5	Mr. Biju Chandran	06540000	May 15, 2021
6	Mr. Venkateswaran Balasubramanian	06616155	September 16, 2022
7	Mrs. Babita Singaram	07482106	March 31, 2016

Ensuring the eligibility for the appointment / continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is only to express an opinion on these based on my verification.

**For SPNP & Associates**  
Practicing Company Secretaries

**Nithya Pasupathy**  
Partner

FCS No. 10601/ CP No. 22562  
Peer Review Number: 1913/2022  
UDIN: F010601E000550261

Place: Chennai  
Date: July 5, 2023

## Annexure E – Shareholders Information

### I. Annual General Meeting of the Company

Date: Tuesday, September 26, 2023

Time: 11.00 am

Venue: VC/OAVM

### II. Financial Year

The financial year of the Company was from April 1, 2022 to March 31, 2023.

The quarterly results for the financial year were announced as follows:

For the quarter ended June 30, 2022	August 08, 2022
For the quarter ended September 30, 2022	November 10, 2022
For the quarter ended December 31, 2022	January 31, 2023
For the quarter and financial year ended March 31, 2023	May 29, 2023

### III. Stock Exchanges

The Company's equity shares are listed on following stock exchanges as on March 31, 2023:

Name of the exchange and stock code	Address and contact details
BSE Limited ("BSE") Stock Code: 512161	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India Tel: +91 22 22721233/34; Fax: +91 22 22721919
National Stock Exchange of India Limited ("NSE") Stock Code: SECURKLOUD	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India Tel: +91 22 26598100-14; Fax: +91 22 26598120

The Company hereby confirms that it has duly paid the listing fees for the financial year 2023-24 to both BSE and NSE. It further confirms that the equity shares of the Company was not suspended from trading either by the BSE or NSE during the previous financial year.

### IV. Stock Market Price Data

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April 2022	105.00	83.00	104.90	82.20
May 2022	94.35	64.00	94.50	63.50

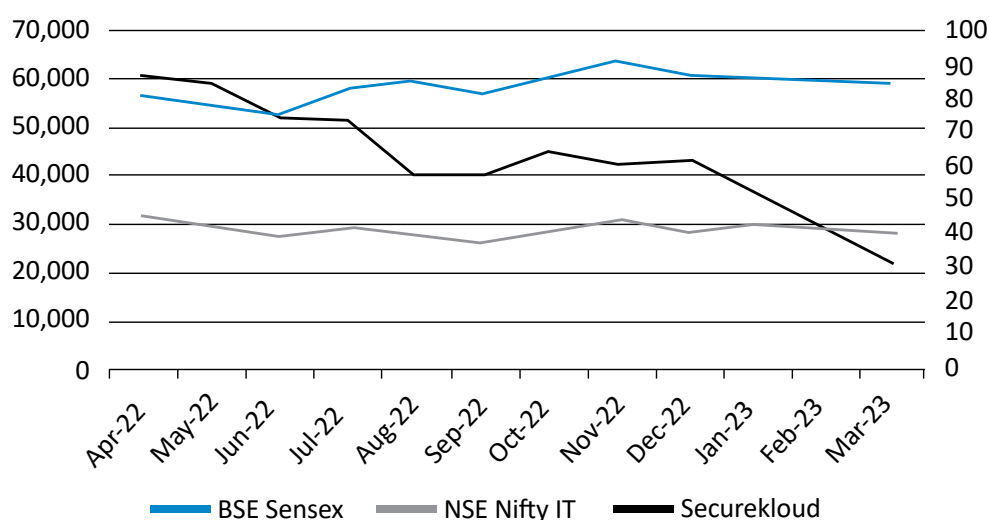
Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
June 2022	90.00	70.50	92.30	71.95
July 2022	81.50	70.35	80.90	70.60
August 2022	78.45	54.80	79.90	55.10
September 2022	77.95	54.05	76.95	54.85
October 2022	72.55	55.55	71.00	57.30
November 2022	65.50	58.00	64.95	57.35
December 2022	73.65	57.20	73.60	59.00
January 2023	65.60	51.10	63.40	51.00
February 2023	54.50	35.15	54.00	35.20
March 2023	45.30	31.56	45.70	31.50

## V. Stock Performance

Performance of the Company's equity shares (closing price on last trading day of each month) on BSE in comparison to BSE Sensex and NSE Nifty IT for the financial year ended March 31, 2023, is as follows:

Month	SecureCloud	BSE Sensex	NSE Nifty IT
April 2022	86.05	57,060.87	31,622.40
May 2022	85.40	55,566.41	29,679.05
June 2022	74.65	53,018.94	27,843.35
July 2022	73.70	57,570.25	29,152.30
August 2022	57.55	59,537.07	28,407.90
September 2022	57.35	57,426.92	26,981.15
October 2022	63.70	60,746.59	28,727.60
November 2022	60.70	63,099.65	30,391.70
December 2022	61.40	60,840.74	28,621.70
January 2023	52.05	59,549.90	29,740.35
February 2023	41.65	58,962.12	29,663.95
March 2023	31.82	58,991.52	28,698.60

### Stock Performance





**VI. Registrar and Share Transfer Agent**

Adroit Corporate Services Private Limited  
 18 – 20, Jaferbhoy Industries Estate, Makwana Road,  
 Marol Naka, Andheri (East), Mumbai 400 059  
 Tel: 022-42270440  
 Email: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)  
 Website: [www.adroitcorporate.com](http://www.adroitcorporate.com)

**VII. Share Transfer System**

The Company's shares are transferable through the depository system. Pursuant to the directives issued by SEBI, the share transfers, both physical and demat are handled by our registrar and share transfer agent, Adroit Corporate Services Private Limited. Shares in physical mode which are lodged for transfer either with the Company or with the registrar and share transfer agent are processed subject to the exercise of option under compulsory transfer cum demat procedure.

**VIII. Distribution of Shareholding**
**A. Distribution of shareholding as on March 31, 2023:**

S. No.	Share of nominal Value	Share Folios			Share Amount	
		Number	% to Total	No. of Shares	Amount ₹	% to Total
1	Upto 5,000	26,447	92.47	38,05,272	1,90,26,360	11.39
2	5,001 - 10,000	995	3.48	14,83,916	74,19,580	4.44
3	10,001 – 20,000	546	1.91	15,97,670	79,88,350	4.78
4	20,001 – 30,000	203	0.71	9,98,328	49,91,640	2.99
5	30,001 – 40,000	98	0.34	6,80,452	34,02,260	2.04
6	40,001 - 50,000	60	0.21	5,45,086	27,25,430	1.63
7	50,001 – 1,00,000	113	0.40	15,39,325	76,96,625	4.61
8	1,00,001 and above	140	0.49	2,27,60,556	11,38,02,780	68.12
	<b>Total</b>	<b>28,602</b>	<b>100.00</b>	<b>3,34,10,605</b>	<b>16,70,53,025</b>	<b>100.00</b>

**B. Shareholding Pattern**

Category of Shareholders	No. of shareholders	Total Shares	% of total shares
(A) Promoter and promoter group	2	1,45,39,703	43.52
<b>(A) Sub-total</b>	<b>2</b>	<b>1,45,39,703</b>	<b>43.52</b>
(B) Public shareholding			
Foreign portfolio investors	1	6,459	0.02
Directors and their relatives (excluding independent directors and nominee directors)	2	70,000	0.21
Resident Individuals	26,678	1,54,69,229	46.30
NRI	389	19,72,542	5.90
Bodies Corporate	113	2,91,960	0.87
HUF	515	10,51,782	3.15
Brokers and clearing members	17	8,930	0.02
<b>(B) Sub-total</b>	<b>27,715</b>	<b>1,88,70,902</b>	<b>56.48</b>
<b>Total (A + B)</b>	<b>27,717</b>	<b>3,34,10,605</b>	<b>100.00</b>

**C. Details of Shares**

99.998% of the Company's shares are in dematerialized form as on March 31, 2023, held with both the depositories, viz, the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the breakup is as follows:

Description	No. of holders	No. of shares	% to total shares
NSDL	12,309	1,55,90,220	46.66
CDSL	16,288	1,78,20,211	53.34
Physical	5	174	0.00
<b>Total</b>	<b>28,602</b>	<b>3,34,10,605</b>	<b>100</b>

**IX. Outstanding Global Depository Receipts (GDR), American Depository Receipts (ADR) or warrants or any convertible instruments, conversion date and likely impact on equity**

During the year, the Company allotted 12,25,000 shares upon exercise of convertible warrants at INR 100 to Mr. Suresh Venkatachari, promoter, in May 2022. The promoter's stake increased from 39.92% as on March 31, 2022 to 42.13% post allotment. The balance 16,07,000 share warrants were forfeited due to non-exercise on account of lapse of time.

**X. Commodity price risk or foreign exchange risk and hedging activities**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

**XI. Address for Correspondence**

SecureKloud Technologies Limited  
No.37 and 38, ASV Ramana Towers,  
5<sup>th</sup> Floor, Venkat Narayana Road,  
T Nagar, Chennai – 600 017.  
Email: [cs@securekloud.com](mailto:cs@securekloud.com)

**XII. Credit Rating**

Facilities/ Instruments	Amount (INR in crores)	Rating	Rating Action
Long-term Bank Facilities	18.78	CARE C; Stable (Single C; Outlook: Stable)	Reaffirmed
Total Bank Facilities	18.78		

## Annexure IV

## 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

S.No	Name of the Subsidiary	Reporting Period	Reporting Currency	Exchange Rate		Share Capital	Reserves & Surplus	Total Assets	Total Liabilities (excluding share capital and Reserves & Surplus)	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	% of share holding
				Closing	Average										
SecureKloud															
Technologies Inc.															
1	USA (formerly 8K Miles Software Services Inc)	March 31, 2023	US Dollar	1 USD =82.16	1 USD =80.22	27.01	5,019.99	22,746.36	17,699.36	-	44,214.53	(8,827.46)	46.66	(8,780.80)	65.23
Blockedge															
Technologies Inc.															
2	USA (formerly 8K Miles Health Cloud Inc.)	March 31, 2023	US Dollar	1 USD =82.16	1 USD =80.22	2.14	(1,022.03)	1,050.68	2,070.57	-	1,688.99	(1,045.26)	(1.59)	(1,046.85)	100.00
Mentor Minds															
3	Solutions and Services Inc. USA	March 31, 2023	US Dollar	1 USD =82.16	1 USD =80.22	0.76	(0.76)	-	-	-	-	-	-	-	100.00
4	Healthcare Triangle Private Limited	March 31, 2023	Rupees			1.00	(0.66)	0.67	0.33	-	-	(0.00)	-	-	99.99

## Annexure V

### FORM AOC 2

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

- Details of contracts or arrangements or transactions not at arm's length basis** – There were no contracts or arrangements or transactions entered during the year ended March 31, 2023, which were not at arm's length basis.
- Details of material contracts or arrangement or transactions at arm's length basis for the financial year ended March 31, 2023 are as under:**

Name of the related party and nature of relationship	Nature of contracts/ arrangement/ agreement	Duration of contract/ arrangement/ agreement	Salient terms of the contract or arrangement or transaction	Date(s) of approval by the Board, if any	Amount paid as advances
SecureKloud Technologies Inc Subsidiary	Sale of services	On going	The Company is engaged in providing cloud and digital transformation and management support services.	April 29, 2022 and November 21, 2022	Nil
Blockedge Technologies Inc – wholly owned subsidiary	Sale of services	On going	In order to reap the benefit of the synergies in businesses and to help achieve the group's business objectives, the Company has entered into an arrangement for sale of services with its subsidiaries – SecureKloud Technologies Inc and Blockedge Technologies Inc.	April 29, 2022	Nil
Healthcare Triangle Inc – step-down subsidiary	Corporate Guarantee	On going	Healthcare Triangle Inc had entered into a purchasing agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables of the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company, has extended corporate guarantee against the outstanding liabilities.	August 10, 2023	Nil
Thyagarajan R	Remuneration from subsidiary (office or place of profit)	Contract of employment as the group chief financial officer will continue as long as he remains an employee of the Company and shall include any promotion and /or change in designation(s) and corresponding change in terms and conditions of his employment.	Remuneration from subsidiary	April 29, 2022	Nil

For and on behalf of the Board,  
SecureKloud Technologies Limited

Place: Chennai  
Date: May 29, 2023

**Thyagarajan R**  
DIN: 00942326  
Whole-time Director

**Biju Chandran**  
DIN: 06540000  
Independent Director

## Annexure VI

### Management Discussion and Analysis

A detailed report on Management Discussions and Analysis is given below as required under Regulation 34 of the SEBI Listing Regulation, 2015:

#### Industry overview

Technology, over the past few years, has changed the way businesses operate, creating new business models and multi-billion opportunities for service providers. Across industries, market players are realizing that digital is the most effective way to ensure future growth and transform client experience. Digital transformation has led to increased investments in cloud transformation, cloud migration, application, data modernization and digital/data engineering. Businesses have shifted focus from cost containment to robust operating models that are designed to drive outcomes.

Global economic activity experienced slowdown in the fiscal year 2023. Central banks across the globe have been raising interest rates; the near-term outlook remains uncertain with downside risks from tighter monetary policy, inflation and recession, pressures in global energy markets reappearing, and financial market volatility. Rapid tightening of fiscal policies by central banks has exposed vulnerabilities both among banks and non-bank financial institutions. This has resulted in slowdown in demand and lead to delayed decision making.

Technology service providers are geared to support enterprises across various industries to overcome the current challenges, with a wide range of offerings in digital transformation, research and development and technology infrastructure. The technology industry is expected to accelerate and drive decisions in fiscal year 2024 based on investments made by clients in cost optimization, operational excellence, digital transformation, productivity improvement, innovation in products and services, talent management, and environmental, social, and governance initiatives. Technology contracts will include a significant digital component, led by digital transformation, cloudification and platform engineering.

According to a recent Gartner survey, Infrastructure-as-a-Service (IaaS) is forecast to experience the highest end-user spending growth in 2023 at 30.9%, followed by platform-as-a-service (PaaS) at 24.1% (refer table below). Gartner predicts that by 2026, 75% of organizations will adopt a digital transformation model predicated on cloud as the fundamental underlying platform and while cloud infrastructure and platform services are driving the highest spending growth, SaaS remains the largest segment of the cloud market by end-user spending.

(USD in millions)

	2022	2023	2024
Cloud Application Infrastructure Services (PaaS)	111,976	138,962	170,355
Cloud Application Services (SaaS)	167,342	197,288	232,296
Cloud Business Process Services (BPaaS)	59,861	65,240	71,063
Cloud Desktop-as-a-Service (DaaS)	2,525	3,122	3,535
Cloud Management and Security Services	34,487	42,401	51,871
Cloud System Infrastructure Services (IaaS)	114,786	150,310	195,446
<b>Total Market</b>	<b>490,977</b>	<b>597,323</b>	<b>724,566</b>

The total Electronic Health Records (EHR) market in the US in 2022 was \$130 billion and expected to grow at a CAGR of 5.3% from 2023 till 2030. The effectiveness of EHR software as a tool for productivity enhancement, patient engagement and analysis of insights using clinical data to improve healthcare management and health analytics is driving the demand for our services. Hospital care management can be elevated by establishing long lasting customer relationships by offering best in class solutions that satisfy client demands.

Enterprises are prioritizing investments in operational excellence and business transformation initiatives; significant opportunities exist as clients realign vendor portfolios across industry verticals. Industry verticals like Banking & Financial services is showing signs of caution in their technology spending in response to financial market instabilities, cost pressures, lingering inflation, and weak consumer spending. Healthcare is expected to be the bright spot and stay resilient.

#### Company overview

SecureKloud is an industry-recognized global leader in digital transformation solutions including managed services, cloud enablement, cyber security, and AI powered data analytics. Our experience in cloud services and consulting for highly regulated industries extends more than a decade. Empowering enterprises to embrace and evolve with cloud has always been SecureKloud's mission of changing the world through digital transformation. Our comprehensive suite of services, solutions and platforms enables some of the world's leading enterprises to accelerate digital transformation.

## Our Business Model

We provide our solutions primarily to Health Systems, Life Science Companies and Enterprises who directly purchase our Cloud offerings. We earn revenue from providing advisory and consulting services, 24x7 Managed Services and SaaS based Platform offerings to our customers.

## Our Strategy

We employ a multipronged go-to-market strategy to increase adoption of our solutions to new customers and up-sell to our existing customers. We principally sell our solutions through our direct salesforce. Our sales team possesses deep domain expertise in selling cloud transformation services and bring substantial experience selling to key decision makers within our current and prospective customer organizations (CIOs and CTOs). We believe the effectiveness of our sales organization is evidenced by growing adoption of our managed services by large strategic customers, recent traction with health systems and the demand for add-on offerings from existing customers. We have chosen to invest significantly in growing our customer base, and plan to continue adding new customers and expanding our relationships with existing customers, which we believe will allow us to increase margins over time. When a customer renews their contract or purchases additional services, the value realized from that customer increases because we generally do not incur significant incremental acquisition or implementation costs for the renewal or expansion. We believe that as our customer base grows and a higher percentage of our revenue is attributable to renewals and upsell or cross-sell to existing customers, relative to acquisition of new customers, associated sales and marketing expenses and other upfront costs decreases as a percentage of revenue. We have strategically curated our offerings to ensure we have a compelling value proposition that resonates with each identified customer segment. Based on our experience, the opportunity to cross-sell is meaningfully enhanced once a customer has been on-boarded onto our platforms. Our client success team provides strategic insights and day-to-day account support to our customers. They are focused on existing customer retention, cross-sell, and upsell. We have selectively formed strategic alliances to further drive customer acquisition and adoption of our solutions. We believe the breadth of our go-to-market enables us to reach customers of nearly every size and across markets.

## Our product offerings

### CloudEz

*Pre-built, HITRUST certified, highly automated, fully managed, secure & compliant multi-cloud platform that supports public/private/hybrid deployments to power your cloud for business to innovate faster, lower costs and drive new business models.*

CloudEz, a HITRUST certified automated and secure, cloud foundation platform enables enterprises accelerate cloud adoption. CloudEz framework enables customers manage their cloud infrastructure across public, private and hybrid cloud infrastructure. CloudEz is deployed in highly regulated industries where data security is foremost. The CloudEz delivers an automated infrastructure compliant framework that ensures continuous compliance in highly regulated industries.

According to Precedence Research, the global cloud computing market size is projected to hit around US\$ 1,614.10 billion by 2030 and witness growth at a CAGR of 17.43% from 2022 to 2030. The accelerated adoption of Cloud among global organizations and the rising focus on data security and compliance requirements provides significant opportunity for our platforms to be adopted by enterprises who seek to scale up fast. Configured to HITRUST, SOC2, HIPAA, PCI, GDPR standards, security and regulatory protocols, customers are assured of reducing the risk of data breaches while ensuring smooth transition of their cloud infrastructure across public cloud service provider.

### DataEz

*A data analytics & AI engineering platform which allows you to focus on your data and its insights.*

According to Fortune Business Insights, the global Big Data Analytics Market size is projected to reach USD 745.15 billion by 2030, at a CAGR of 13.5% during the forecasted period. Analysis of structured and unstructured databases with Big Data Analytics provides better insights on hidden patterns, correlation, converting market place trends and more. Big Data analytics enhances the capacity for data-driven decision making by enabling businesses to manage, process and simplify large datasets in real time. With the rising demand for customer retention, better lead management, and client experience management, the customer analytics segment is anticipated grow significantly.

Our DataEz tool, a cloud-based data analytics and AI engineering platform enables enterprises to power insight-driven decision making capabilities. It provides highly modular, scalable, and API-driven solutions to unlock data powered insights. Configured to HITRUST standards, DataEz is a zero-code platform, which can be easily deployed in hours with zero development time.

### Neutral Zone

*Powering seamless third-party data sharing and collaboration for personalized healthcare and clinical studies while maintaining control of the IP.*

With a neutral zone, innovation no longer depends solely on the ability of one company to capture and analyze data. Instead, organizations partner with a third-party algorithm provider to create a secure area where AI/ML and other advanced algorithms may be applied to the data. It's an approach that protects the security of the data as well as each organization's intellectual property (IP). It also positions organizations to harness the power of patient data at scale—their own and those of data research collaborators.

At a time when 70% of decision makers for data and data analytics are expanding their use of external data (according to Forrester report), a neutral zone supports access to a broad range of data—from real-world evidence to information from clinical trials—as well as data science capabilities in days rather than months.

#### **readabl.ai**

An AI powered solution that converts faxes, scanned documents & blocks of text into patient/clinical information into intelligence and integrates with your systems.

Health Information Management (HIM) and clinical staff are overwhelmed with paper; and thousands of man-hours is lost moving paper from one point to another. readabl.ai extracts clinical information from faxes and other medical reports and through an automated AI/ML framework, converts the unstructured paper data into machine readable clinical information thereby improving patient care and health outcomes.

readabl.ai is offered on a Software-as-a-Service (SaaS) subscription model.

#### **24x7 Managed Services**

End-to-end next generation managed services to streamline your IT functions & simplify cloud management to derive maximum value from your technology investments related to cloud (DevOps, SOC), data and health IT applications.

#### **EHR implementation and Optimization**

HCTI's in-depth, EHR expertise helps hospitals and health systems plan and implement inpatient and outpatient systems. Our focus is on operational alignment, process enhancement, and measurable outcomes.

#### **Ransomware**

The increasing threat of data breaches and cyber attacks exposing confidential and protected personal information is driving widespread demand for cybersecurity services. Looming ransomware threats can severely impact patient care, disrupt operations, cause financial losses, put community lives at risk, and force hospitals to shutter operations.

HCTI has launched a new initiative aimed at preparing healthcare organizations with critical tools and guidance for preventing and responding to ransomware incidents. With our new ransomware initiative, our Company's goal is to take a proactive leadership role in educating and equipping rural hospitals, community hospitals, and large health systems in need with critical resources for improving their preparedness, prevention, detection, response, and recovery from ransomware incidents.

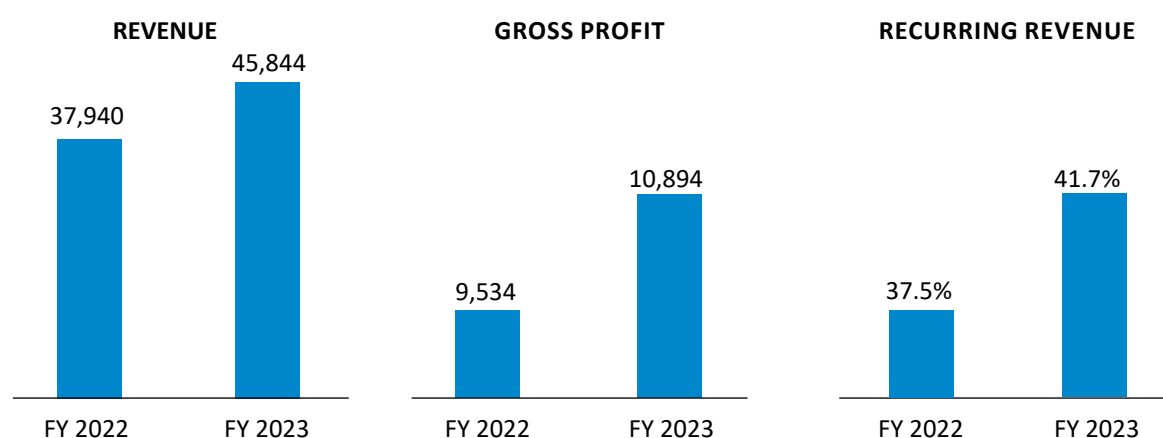
#### **Internal control system and their adequacy**

SecureKloud has aligned its current systems of internal financial control with the requirement of Companies Act, 2013 and ensured its effectiveness.

SecureKloud's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

SecureKloud's management assessed the effectiveness of the company's internal control over financial reporting (as defined in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) as of March 31, 2023. The statutory auditors of the gCompany have audited the financial statements included in this annual report and have issued an attestation report on the company's internal control over financial reporting (as defined in section 143 of Companies Act, 2013). The Company has also appointed the internal auditors to oversee and carry out the internal audit of its activities based on an internal audit plan, which is reviewed in consultation with the statutory auditors and approved by the audit committee.

Based on its evaluation (as defined in section 177 of Companies Act 2013 and Regulation 18 of SEBI LODR), Company's Audit Committee has concluded that, as of March 31, 2023, the company's internal financial controls were adequate and operating effectively.

**Financial Performance**
**Overview**


The following tables gives the consolidated results of the Company

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Revenue	45,844	100.0%	37,940	100.0%	7,904	20.8%
Cost of Revenue	34,950	76.2%	28,406	74.9%	6,544	23.0%
Gross Profit	10,894	23.8%	9,534	25.1%	1,360	14.3%
Research and Development	4,147	9.0%	5,004	13.2%	(857)	(17.1)%
Selling, General and Administration expenses	14,050	30.6%	12,821	33.8%	1,229	9.6%
Depreciation and Amortization	1,798	3.9%	1,141	3.0%	657	57.6%
Other income	207	0.5%	103	0.3%	104	101.0%
Finance expenses	1,032	2.3%	1,196	3.2%	(164)	(13.7)%
Income tax expenses	(51)	(0.1)%	(734)	(1.9)%	683	(93.1)%
Profit after tax	(9,875)	(21.5)%	(9,791)	(25.8)%	(84)	

We report our business under these line of services:

- Software services
- Managed services and support
- Platform services

**Software Services**

The Company earns revenue primarily through the sale of software services that is generated from providing strategic advisory, implementation, and development services. The Company enters into Statement of Work (SOW) which provides for service obligations that need to be fulfilled as agreed with the customer. The majority of our software services arrangements are billed on a time and materials basis and revenues are recognized over time based on time incurred and contractually agreed upon rates. Certain software services revenues are billed on a fixed fee basis and revenues are typically recognized over time as the services are delivered based on time incurred and customer acceptance.

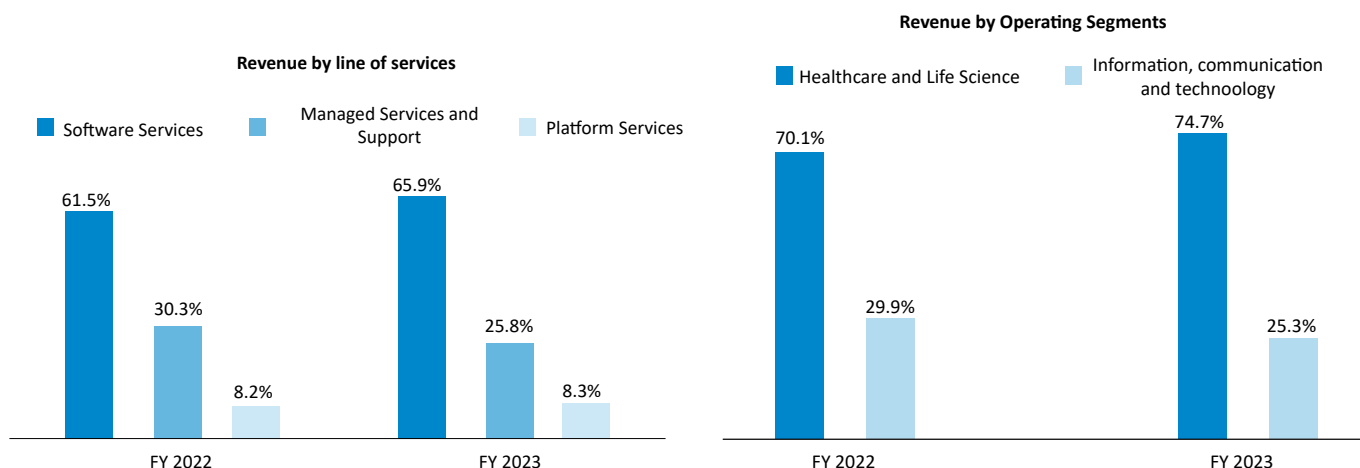
**Managed Services and Support**

Managed Services and Support include post implementation support and cloud hosting. Managed Services and Support are a distinct performance obligation. Revenue for Managed Services and Support is recognized ratably over the life of the contract.

**Platform Services**

During the previous year, the Company launched CloudEz, DataEz and readabl.ai under SaaS model. The revenue contains a series of separately identifiable and distinct services that represent performance obligations that are satisfied over time.



**Revenue from operations**


The following table provides revenue by the line of service:

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Software Services	30,230	65.9%	23,319	61.5%	6,911	29.6%
Managed Services and Support	11,831	25.8%	11,497	30.3%	334	2.9%
Platform Services	3,783	8.3%	3,124	8.2%	659	21.1%
<b>Total revenue</b>	<b>45,844</b>	<b>100.0%</b>	<b>37,940</b>	<b>100%</b>	<b>7,904</b>	<b>20.8%</b>

Revenue increased by INR 7,904 lakhs, or 20.8% amounting to INR 45,844 lakhs for the year ended March 31, 2023 as compared to INR 37,940 lakhs for the year ended March 31, 2022. Revenue from Software Services increased by INR 6,911 lakhs or 29.6% on account of acquisition of Devcool Inc. The Software Services are typically short-term engagements to provide software consulting and development services, which do not require continual third-party maintenance. Managed Services and Support such as IT cloud hosting and support call for services on a continuous basis and allow for strengthening of client relationships which can lead to additional engagements from the client. Therefore, the Company is determined to focus on increasing the Managed Services & Support and Platform Services revenue to enhance our relationship and long-term engagement with our customers.

**Factors affecting revenues of Software Services, Managed Services and Support and Platform Services**

Our strategy is to achieve long-term revenue growth through Managed Services and Support and Platform Services to existing and new clients within our target market. This also helps in retaining existing customers by leveraging our Managed Services and Support and Platform Services as a growth agent. This renewed focus on driving demand for subscription and platform-based model will help us in expanding our customer base and enhance customer retention. Software Services contracts are driven by time and material and on-site employees delivering services at customers location.

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Healthcare and Life Science	34,247	74.7%	26,583	70.1%	7,664	28.8%
Information, communication & technology (ICT)	11,597	25.3%	11,357	29.9%	240	2.1%
<b>Total revenue</b>	<b>45,844</b>	<b>100.0%</b>	<b>37,940</b>	<b>100.0%</b>	<b>7,904</b>	<b>20.8%</b>

Revenue from Healthcare and life science increased by INR 7,664 lakhs, or 28.8% to INR 34,247 lakhs for the year ended March 31, 2023, as compared to 26,583 lakhs for the year ended March 31, 2022. The growth in Healthcare and life science revenue is primarily due to acquisition of Devcool Inc in November 2021 as well as new business from our existing customers' reflecting continued adoption and acceleration in the demand for cloud technology. Revenue from ICT increased by INR 240 lakhs, or 2.1% to INR 11,597 lakhs for the year ended March 31, 2023, as compared to INR 11,357 lakhs for the year ended March 31, 2022 due to increase in revenue from existing and new customers.

**Cost of revenue and gross profit**

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Revenue	45,844	100.0%	37,940	100.0%	7,904	20.8%
Cost of Revenue (exclusive of depreciation /amortization)	34,950	76.2%	28,406	74.9%	6,544	23.0%
<b>Gross Profit</b>	<b>10,894</b>	<b>23.8%</b>	<b>9,534</b>	<b>25.1%</b>	<b>1,360</b>	<b>14.3%</b>

The gross profits have increased by INR 1,360 lakhs or 14.3% to INR 10,894 lakhs for the year ended March 31, 2023 as compared to INR 9,534 lakhs for the year ended March 31, 2022. Even though the gross profit has increased in absolute terms due to increase in revenue, the margin percentage has reduced primarily due to increase in operational expenses related to delivery of software services.

**Research and Development**

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Research & Development	4,147	9.0%	5,004	13.2%	(857)	(17)%

Research and development expense consists primarily of employee-related expenses engaged in the development and enhancement of our cloud-based platform applications. These also include certain third-party consulting fees. Research and development expenses have decreased by INR 857 lakhs or 17% to INR 4,147 lakhs for the year ended March 31, 2023, as compared to INR 5,004 lakhs for the year ended March 31, 2022. The expenses incurred during the current year was towards investment in Blockedge Web 3 development, Neutral zone related spends as well as expenses incurred towards maintaining our existing platforms.

**Selling, General and Administration expenses**

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Selling, General and Administration expenses	14,050	30.6%	12,821	33.8%	1,229	10%

Selling, general and administrative expenses consist primarily of employee-related expenses for employees who are responsible for management information systems, sales and marketing, administration, human resources, finance, legal, and executive management. The selling, general and administrative expenses also include operating expenses for marketing programs, research, trade shows, and brand messages, and other public relations costs, occupancy expenses (including rent, utilities, and facilities maintenance), professional fees, consulting fees, insurance, travel, contingent consideration, transaction costs, integration costs, and other expenses. Selling, general and administrative expenses have increased by INR 1,229 lakhs or 10% to INR 14,050 lakhs for the year ended March 31, 2023, as compared to INR 12,821 lakhs for the year ended March 31, 2022. The increase is primarily due to one time cost relating to contingent consideration provided during the year and provision made towards statutory penalties.

**Finance expenses**

Financial Particulars	For the year ended March 31, 2023	% of Revenue	For the year ended March 31, 2022	% of Revenue	Changes	
					Amount	%
Finance expenses	1,032	2.3%	1,196	3.2%	(164)	(13.7)%

Finance expenses have decreased by INR 164 lakhs or 13.7% to INR 1,032 lakhs for the year ended March 31, 2023, as compared to INR 1,196 lakhs for the year ended March 31, 2022, this is primarily due to repayment of borrowings during the current year.

**Risk Management**

At Securecloud Technologies Limited, we understand the importance of risk management to achieve our strategic objectives, protect stakeholder value and deliver quality services to clients. Our Enterprise Risk Management policy (ERM) helps identifying, mitigating and managing diverse categories of risks that may impact our strategic objectives and provides an environment to bring the best of talent and technology for the communities we serve.

**Risk Governance**

The risk governance function is led by the BOD and Audit Committee, which plays a pivotal role in framing, monitoring and reviewing our ERM policy and constantly assessing key business risks of our Organization. The senior leadership team share responsibility for managing risks through the risk committee. The risk owners are senior leaders from customer facing or support functions tasked with the responsibility of driving and monitoring the progress of mitigation strategies.

**Strategic Risks**

Securecloud Technologies Limited operates in an environment where changes occur frequently; failure to adapt with the changing technology or client needs, ability to attract talent and an ever evolving operating model can jeopardize growth. We also face a risk when clients are concentrated in a certain business segment or vertical or geography; and any adverse impact to that region or industry could pose a significant risk to the company.

**Information, Cyber Security Risks**

Securecloud Technologies Limited faces significant risks in information and cybersecurity, when it comes to protection of client and company data. The risk of data breaches due to negligence or inadvertence can have a negative impact on our existing business and growth.

**Talent Management**

Securecloud Technologies Limited faces the risk of not fulfilling resource demands, which could lead to a negative impact on revenue growth and customer dissatisfaction. There is significant risk of higher attrition which can affect project timelines, delivery capability and growth plans. Managing talent and meeting the demand for talent poses a significant risk to the company.

**Risk Mitigation**

We have invested in identifying latest industry and have been building capabilities to ensure a comprehensive portfolio, and be a partner of choice in our services and platform offerings. As part of a long-term strategy, our vertical share is well-balanced and evolving continuously. We are gradually shifting our business portfolio from software consulting to managed services.

Securecloud Technologies Limited cyber preparedness is of the highest order and we have implemented a robust and comprehensive Information Security Management System (ISMS) and invested in high-end security technology solutions across the company. We conduct periodic internal assessments, do external audits to assess our preparedness, and we have obtained third-party certifications such as HITRUST, HIPAA, GxP and ISO 27001.

We actively promote increasing hire at entry levels to ensure we have enough trained and employable talent. Our continuing work-from-home model which provides flexibility to employees and enhancing the secure digital remote workspace ecosystem remain key areas of focus to ensure workforce safety and enhance technology capabilities for handling remote business operations.

**Human Resources**

During the financial year 2022, the implementation of HRMS was kicked off and several modules were configured for use. Some of the policies were refined/refreshed based on the market changes.

Virtual induction

Interviews are conducted both in person and virtually and the entire HR process from candidate selection to induction were digitalized.

Work from home policy

With the reopening of the new office, the Company has sent an announcement to all the associates to work from the office in a hybrid model.

Training

All employees undergo a 3-month online project training program. Further, employees are encouraged to get more professional certifications in areas like AWS, Azure, IAM, Big-Data, Analytics, etc., where they specialize. We are proud to state that more than 150 of our technical staff hold professional certifications. As part of knowledge sharing, once a month brown bag sessions are conducted to discuss the latest technological developments in cloud and security space.

Medical benefits

During the year, the Company continued to extend the group medical insurance to cover parents, spouse and kids. The Company has also provided personal accident cover for all its employees. The vendor that is currently processing our claims has made the process very easy for our employees to raise and settle claims.

### Rewards and Recognition

We continued our rewards and recognition program. These are given to employees as instant and periodic awards for individuals as well as teams. The period of awards goes through vetting by a panel that ensures the standards and quality of nominations as well as objectives across the organization. In addition to the above, we also have awards to encourage innovation, brand ambassadors, and socially responsive individuals.

### Performance Management

Performance appraisal was completed for all the associates based on their performance for the financial year 2022. The new Performance Evaluation Policy further improves objectiveness with an increased frequency of feedback to employees.

### Talent Acquisition

We continued to recruit the best talents from academia and industry. We have hired more than 120 employees and 11 interns during the financial year 2022-23. With a continued focus on diversity, the women's workforce has increased to 26% of the total headcount compared to the previous year. To continue to bring in fresh talent into the organization, we actively went to five colleges and ran a recruitment drive and offered to a select few who successfully passed the stringent process.

### Innovation

We encourage innovation at Securecloud by enabling technically strong and out of the box thinkers to ideate and develop credible ideas into POC's. This helps our associates to not only understand the process of taking an idea to fruition, but also learning the process of building a business case around an idea.

### Attrition management

We are continuing the process of ensuring internal parity among existing employees, which ensures parity to a significant extent across various skill sets. We continuously monitor the market movements in terms of compensation and correct our compensation policy to reflect the market trends. This keeps us competitive in the market and helps us to attract skilled resources,

### Employee Engagement

We have organized many employee engagement activities like offsite, inhouse cultural events, indoor and outdoor sports.

# **Standalone Financial Statements**

## Independent Auditor's Report

### To The Members of SecureKloud Technologies Limited

(Formerly known as 8K Miles Software Services Limited)

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

#### Opinion

We have audited the accompanying standalone financial statements of SecureKloud Technologies Limited (Formerly known as 8K Miles Software Services Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were the most significant in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined there were no significant matters to be communicated in our report as key audit matters.

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

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors 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.

#### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

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

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

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

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

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

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements (refer note 30).
  - ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iii) The Company did not have any long-term contracts for which there were any material foreseeable losses.
  - iv)
    - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or
      - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
      - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or
      - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries
    - (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv)(a) and (iv)(b) contain any material mis-statement.
  - v) The Company has not declared/ paid dividends during the year and hence the provisions of section 123 of the Act are not applicable.
  - vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.



3. The Secretarial auditor in their audit report dated May 15, 2023 had observed that the Company had not obtained prior approval of the audit committee and its shareholders, in connection with the material related party transaction entered between its subsidiaries Securecloud Technologies Inc and Healthcare Triangle Inc, as per regulation 23 (2) and (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same had been subsequently ratified by obtaining approval from shareholders via postal ballot. Our opinion is not modified in respect of this matter.

**For K Gopal Rao & Co**  
**Chartered Accountants**  
Firm Registration No. 000956S

**CA Gopal Krishna Raju**  
**Partner**  
Membership No. 205929  
UDIN: 23205929BGVFEQ3406

Place : Chennai  
Date: May 29, 2023

## Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SecureKloud Technologies Limited (formerly known as 8K Miles Software Services Limited) of even date)

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

We have audited the internal financial controls over financial reporting of SecureKloud Technologies Limited (formerly known as 8K Miles Software Services Limited) ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 internal financial controls system over financial reporting of the Company.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For K Gopal Rao & Co**  
**Chartered Accountants**  
Firm Registration No. 000956S

**CA Gopal Krishna Raju**  
**Partner**  
Membership No. 205929  
UDIN: 23205929BGVFEQ3406

Place : Chennai  
Date: May 29, 2023

## Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SecureKloud Technologies Limited (formerly known as 8K Miles Software Services Limited) of even date)

- i. In respect of the Company's Property, Plant and Equipment and right of use assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
  - b) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the previous year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) The Company does not have any immovable properties and hence reporting under clause (i)(c) of the Order is not applicable. In respect of immovable properties of land and building that have been taken on lease and disclosed as right-of-use assets in the standalone financial statements, the lease agreements are in the name of the Company.
  - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) during the year.
  - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii)(a) of the Order is not applicable to the Company.
  - (b) According to the information and the explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of trade receivables and unbilled revenue. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of accounts of the Company.
- iii. According to the information and explanations given to us, the Company has provided the following guarantee during the year, and the details of which are given below:

Particulars	(₹ in lakhs)
Aggregate amount of guarantee provided during the year to the Company's step down subsidiary (USD 5 million)	4,250
Balance outstanding as at the balance sheet date in respect of guarantee provided	
- Subsidiary	4,250
- Step down subsidiary	4,250

Other than the guarantee mentioned above, the Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii)(b) to (e) of the Order is not applicable.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans granted, investments made and guarantees and securities provided, as applicable. There were no loans granted during the year under Section 185 of the act.
- v. The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Custom duty, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- b) There are no dues in respect of Income tax, Goods and Services Tax, Customs Duty and Cess that have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix. (a) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and 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.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (x) of the Order is not applicable to the Company.
- (b) The Company allotted 45,00,000 (forty five lakhs) convertible warrants of INR 100 each to Mr Suresh Venkatachari, promoter and chief executive officer of the Company on March 17, 2021 on receipt of an upfront payment INR 11,25,00,000 (rupees eleven crores twenty-five lakhs only) equal to 25% of the total consideration as per the terms of preferential issue in compliance with Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and section 42 and 62 of the Companies Act, 2013 and rules made thereunder as amended from time to time. During the year ended March 31, 2023, the Company has allotted 12,25,000 equity shares to Mr Suresh Venkatachari, as partial conversion of warrants and had 16,07,000 convertible warrants outstanding as at September 16, 2022. As the outstanding warrants were not exercised on or before the September 16, 2022, the Company had forfeited the money received against such warrants amounting to INR 4,01,75,000 and credited the capital reserve in accordance to the provisions of the Companies Act 2013.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company had incurred cash losses amounting to Nil during the current year and INR 467.70 lakhs during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and on the basis of the annual operating plan for financial year 2023-24 approved by your Board of Directors 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. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For K Gopal Rao & Co**  
**Chartered Accountants**  
Firm Registration No. 000956S

**CA Gopal Krishna Raju**  
**Partner**  
Membership No. 205929  
UDIN: 23205929BGVFEQ3406

Place : Chennai  
Date: May 29, 2023

## Standalone Balance Sheet

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>A ASSETS</b>			
<b>I Non-current assets</b>			
Property, plant and equipment	4	271.87	260.19
Right-of-use assets	5	401.97	556.45
Financial assets			
Investments	6	14,026.54	14,026.54
Other financial assets	7	75.62	82.56
Non-current tax assets (net)	8	2.95	4.27
Deferred tax assets (net)	9	84.28	79.67
<b>Total non-current assets</b>		<b>14,863.23</b>	<b>15,009.68</b>
<b>II Current assets</b>			
Financial assets			
Trade receivables	10	2,056.79	1,363.28
Cash and cash equivalents	11	14.21	14.16
Other financial assets	12	150.00	635.87
Other current assets	13	210.92	61.79
Current tax assets (net)	8	269.91	242.44
<b>Total current assets</b>		<b>2,701.83</b>	<b>2,317.54</b>
<b>Total assets (I+II)</b>		<b>17,565.06</b>	<b>17,327.22</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>III Equity</b>			
Equity share capital	14	1,670.53	1,609.28
Other equity	15	9,033.54	8,443.92
<b>Total equity</b>		<b>10,704.07</b>	<b>10,053.20</b>
<b>IV Non-current liabilities</b>			
Financial liabilities			
Borrowings	16	3,319.10	4,449.38
Lease liabilities	17	288.25	426.15
Provisions	18	201.52	157.22
<b>Total non-current liabilities</b>		<b>3,808.87</b>	<b>5,032.75</b>

## Standalone Balance Sheet (Cont.)

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>V Current liabilities</b>			
Financial liabilities			
Borrowings	16	1,789.73	1,285.56
Lease liabilities	17	137.89	125.85
Trade payables	19		
Total outstanding dues of micro enterprises and small enterprises		10.72	18.85
Total outstanding dues of creditors other than micro enterprises and small enterprises		124.05	134.96
Other financial liabilities	20	47.25	32.05
Other current liabilities	21	456.94	571.99
Provisions	18	485.54	72.01
<b>Total current liabilities</b>		<b>3,052.12</b>	<b>2,241.27</b>
<b>Total equity and liabilities (III+IV+V)</b>		<b>17,565.06</b>	<b>17,327.22</b>

The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.,**  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGFVED1724

Place : Chennai

Date: May 29, 2023

Place : Chennai

Date: May 29, 2023



## Standalone Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I Revenue from operations	22	5,930.71	4,423.02
II Other income	23	176.89	83.41
<b>III Total income (I+II)</b>		<b>6,107.60</b>	<b>4,506.43</b>
<b>IV Expenses</b>			
Employee benefits expense	24	4,408.20	3,543.02
Finance costs	25	526.89	806.19
Depreciation and amortisation expense	4 & 5	276.24	117.35
Other expenses	26	1,168.64	542.75
<b>Total expenses</b>		<b>6,379.97</b>	<b>5,009.31</b>
<b>V Profit/ (loss) before exceptional item and tax (III-IV)</b>		<b>(272.37)</b>	<b>(502.88)</b>
VI Exceptional item		-	-
<b>VII Profit/ (loss) before tax (V-VI)</b>		<b>(272.37)</b>	<b>(502.88)</b>
<b>VIII Tax expense</b>			
Current tax	27	-	-
Tax related to previous period		-	76.37
Deferred tax	27	0.94	(20.87)
		<b>0.94</b>	<b>55.50</b>
<b>IX Profit/ (loss) for the year (VII-VIII)</b>		<b>(273.31)</b>	<b>(558.38)</b>
<b>X Other comprehensive income/ (loss)</b>			
Items that will not be reclassified to profit or loss:			
Remeasurements of the defined benefit plans		(0.12)	(25.00)
Income tax relating to items that will not be reclassified to profit or loss		5.55	(1.67)
<b>Total other comprehensive income</b>		<b>5.43</b>	<b>(26.67)</b>
<b>XI Total comprehensive income/ (loss) for the year (IX+X)</b>		<b>(267.88)</b>	<b>(585.05)</b>
<b>XII Earnings per equity share (Face value of INR 5 each)</b>			
Basic (in INR)	28	(0.82)	(1.80)
Diluted (in INR)	28	(0.82)	(1.59)

The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.**,  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGVFED1724  
Place : Chennai  
Date: May 29, 2023

Place : Chennai  
Date: May 29, 2023

## Standalone Cash Flow Statement

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I. Cash flow from operating activities</b>			
Loss for the year		(273.31)	(558.38)
<i>Adjustments for:</i>			
Tax expenses	27	0.94	55.50
Finance costs	25	526.89	806.19
Depreciation and amortisation expense	4 & 5	276.24	117.35
Loss/ (profit) on sale of property, plant and equipment (net)	26	(0.85)	12.53
Income on deposits and loans	23	(0.52)	(2.50)
Net unrealised exchange gain	23	(0.87)	(14.49)
<b>Operating profit before working capital and other changes</b>		<b>528.52</b>	<b>416.20</b>
<i>Adjustments for (increase)/decrease in operating assets:</i>			
Trade receivables	10	(693.51)	1,317.50
Other non current financial assets	7	6.94	(9.19)
Other non current assets		1.32	(4.27)
Other current financial assets	12	485.86	(635.54)
Other current assets	13	(149.14)	(45.73)
<i>Adjustments for increase/(decrease) in operating liabilities:</i>			
Trade payables	19	(19.03)	58.98
Provisions (non-current)	18	44.29	52.30
Provisions (current)	18	413.53	29.90
Other current liabilities	21	(115.05)	373.37
<b>Cash generated from operations</b>		<b>503.73</b>	<b>1,553.52</b>
Net income tax paid (including interest paid there on)		(26.61)	(121.36)
<b>Net cash flow generated from operating activities (a)</b>		<b>477.12</b>	<b>1,432.16</b>

## Standalone Cash Flow Statement (Cont.)

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>II. Cash flow from investing activities</b>			
Capital expenditure on property, plant and equipment	4	(133.44)	(242.83)
Proceeds from sale of property, plant and equipment		0.85	-
Investment made during the year	6	-	(299.96)
Interest received on fixed deposits	23	0.52	1.28
<b>Net cash flow used in investing activities (b)</b>		<b>(132.07)</b>	<b>(541.51)</b>
<b>III. Cash flow from financing activities</b>			
Proceeds from issue of equity shares/warrants (including premium)	14 & 15	918.75	1,251.00
Borrowings taken during the year	16	510.00	148.00
Payment of lease liabilities (net)	17	(125.85)	(35.58)
Borrowings repaid during the year	16	(1,139.74)	(1,665.66)
Finance costs paid	25	(508.16)	(918.71)
<b>Net cash flow used in financing activities (c)</b>		<b>(345.00)</b>	<b>(1,220.95)</b>
<b>Net increase / (decrease) in cash and cash equivalents (a) + (b) + (c)</b>		<b>0.05</b>	<b>(330.30)</b>
Cash and cash equivalents at the beginning of the year	11	14.16	344.46
<b>Cash and cash equivalents at the end of the year</b>	<b>11</b>	<b>14.21</b>	<b>14.16</b>

The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.,**  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGVFED1724  
Place : Chennai  
Date: May 29, 2023

Place : Chennai  
Date: May 29, 2023

## Statement of Changes in Equity

### A. Equity Share Capital (refer note 14)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	No. of Shares	₹ in lakhs
<b>Equity shares of INR 5 each issued, subscribed and fully paid</b>		
<b>Balance as at April 01, 2022</b>	3,21,85,605	1,609.28
Changes in equity share capital due to prior period errors		
Restated balance as at April 01, 2022		
Issue of share capital (by conversion of warrants - note 15)	12,25,000	61.25
<b>Balance as at March 31, 2023</b>	<b>3,34,10,605</b>	<b>1,670.53</b>

For the year ended March 31, 2022

(₹ in Lakhs)

Particulars	No. of Shares	₹ in lakhs
<b>Equity shares of INR 5 each issued, subscribed and fully paid</b>		
<b>Balance as at April 01, 2021</b>	3,05,17,605	1,525.88
Changes in equity share capital due to prior period errors		
Restated balance as at April 01, 2021		
Issue of share capital	16,68,000	83.40
<b>Balance as at March 31, 2022</b>	<b>3,21,85,605</b>	<b>1,609.28</b>

### B. Other Equity (refer note 15)

For the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total other equity
	Securities premium	General Reserve	Money received against warrants	Retained earnings		
<b>Balance as at April 01, 2022</b>	<b>7,704.28</b>	<b>210.03</b>	<b>708.00</b>	<b>(160.74)</b>	<b>(17.65)</b>	<b>8,443.92</b>
Profit/ (loss) for the year	-	-	-	(273.31)	-	(273.31)
Remeasurements of the defined benefit plans	-	-	-	-	5.43	5.43
Conversion of share warrants	-	-	(306.25)	-	-	(306.25)
Premium on shares issued during the year	1,163.75	-	-	-	-	1,163.75
<b>Total Comprehensive Income for the year</b>	<b>1,163.75</b>	<b>-</b>	<b>(306.25)</b>	<b>(273.31)</b>	<b>5.43</b>	<b>589.62</b>
<b>Balance as at March 31, 2023</b>	<b>8,868.03</b>	<b>210.03</b>	<b>401.75</b>	<b>(434.05)</b>	<b>(12.22)</b>	<b>9,033.54</b>

## Statement of Changes in Equity (Cont.)

For the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total other equity
	Securities premium	General Reserve	Money received against warrants	Retained earnings		
<b>Balance as at April 01, 2021</b>	<b>6,119.68</b>	<b>210.03</b>	<b>1,125.00</b>	<b>397.64</b>	<b>9.02</b>	<b>7,861.37</b>
Profit/ (loss) for the year	-	-	-	(558.38)	-	(558.38)
Remeasurements of the defined benefit plans	-	-	-	-	-	-
Conversion of share warrants	-	-	(417.00)	-	-	(417.00)
Premium on shares issued during the year	1,584.60	-	-	-	(26.67)	1,557.93
<b>Total Comprehensive Income for the year</b>	<b>1,584.60</b>	<b>-</b>	<b>(417.00)</b>	<b>(558.38)</b>	<b>(26.67)</b>	<b>582.55</b>
<b>Balance as at March 31, 2022</b>	<b>7,704.28</b>	<b>210.03</b>	<b>708.00</b>	<b>(160.74)</b>	<b>(17.65)</b>	<b>8,443.92</b>

The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.,**  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
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**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGVFED1724  
Place : Chennai  
Date: May 29, 2023

Place : Chennai  
Date: May 29, 2023

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### 1 Corporate information

SecureKloud Technologies Limited (“SecureKloud” or “the Company”) was incorporated originally in the year 1985. The Company was formerly known as 8K Miles Software Services Limited and was subsequently renamed as SecureKloud Technologies Limited in January 2021. The Company is a public limited company having its securities listed on BSE Limited and National Stock Exchange of India Limited in India.

The Company is a Market Leader of Enterprise Cloud Transformation in the highly regulated industries with stringent Cloud Security & Compliance requirements. We help companies with a combination of products, frameworks and services, designed to solve problems around Blockchain, Cloud, Enterprise Security, Decision Engineering and Managed Services.

### 2 Significant accounting policies

#### 2.1 Basis of preparation and presentation

The standalone financial statements have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable.

These standalone financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The accounting policies adopted in the preparation of standalone financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- ii) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- iii) Level 3 inputs are unobservable inputs for the asset or liability.

#### 2.2 Use of estimates

The preparation of the standalone financial statements requires the management to make estimates, judgements and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the standalone financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/advances, provision for employee benefits, useful lives of fixed assets, provision for taxation, provision for contingencies etc. Management believes that the estimates used in the preparation of the standalone financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

#### 2.3 Cash and cash equivalents (for purposes of cash flow statement)

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

#### 2.4 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### 2.5 (i) Property, plant and equipment (“PPE”)

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss (if any). The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates and includes taxes, duties, freight, incidental expenses related to the acquisition and installation of the assets concerned and is net of Goods and Service Tax (GST), wherever the credit is availed. Borrowing costs paid during the period of construction in respect of borrowed funds pertaining to construction / acquisition of qualifying property, plant and equipment is adjusted to the carrying cost of the underlying property, plant and equipment.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalised separately, based on the technical assessment of the management.

Cost of modifications that enhance the operating performance or extend the useful life of property, plant and equipment are also capitalised, where there is a certainty of deriving future economic benefits from the use of such assets.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as “Capital Advances” under Other Non Current Assets and cost of property, plant and equipment not ready to use before such date are disclosed under “Capital Work- in- Progress”.

#### Depreciation and Amortisation

Depreciation on property, plant and equipment is provided on the basis of the straight line method, pro-rata from the month of capitalization over the period of use of the assets and Intangible assets are amortized on straight line method over their respective individual estimated useful lives as determined by the management, assessed as below:

Asset category	Useful Life
Furniture & Fixtures	10 Years
Computers & Accessories	3 Years
Office Equipment	5 Years
Motor Vehicles	8 Years
Computer Software	5 Years

Individual assets costing INR 15,000 or less are fully depreciated in the year of acquisition.

#### Derecognition of Property, Plant and Equipment

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the standalone statement of profit and loss.

### (ii) Intangible assets

#### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

#### Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### Research and development

The company continues to enhance its existing platform solutions through our continuous commitment to research and development and our ability to rapidly introduce new applications, technologies, features and functionality. We focus our efforts on developing new solutions functionality, applications and core technologies and further enhancing the usability, functionality, reliability, performance and flexibility of existing solutions and applications. Expenditure on all research and development activities is recognized as an expense in the period in which it is incurred.

### **2.6 Impairment of tangible and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets or cash generating units to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, or whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the standalone statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the standalone statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### **2.7 Revenue recognition**

Revenue from operations primarily comprises of income from Information Technology Enabled Services which is measured at the fair value of the consideration received or receivable. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. Service income exclude Goods and Service Tax (GST) and are net of trade / volume discounts, where applicable.

Arrangements with customers for information technology enabled services are either on a fixed price, fixed time frame contracts or on a time and material basis.

Revenue on time and material contracts is recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue. Revenue from fixed price, fixed-time frame contracts where performance obligations are satisfied over a period of time and where there is no uncertainty as to the measurement or collectability of consideration, is recognized as per the percentage of completion method. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts have been used to measure progress towards completion as there is a direct relationship between input and productivity.

In arrangements for Information Technology Enabled Services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering Information Technology and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price.



## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

Revenues in excess of invoicing are classified as unbilled revenue while invoicing in excess of revenues are classified as unearned revenues

Contract modifications are accounted when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price.

### Dividend income

Dividend income from investments is recognised when the shareholder's right to receive the payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

### Interest income

Interest income from a financial asset is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

## **2.8 Foreign currency transactions**

### Initial Recognition

On 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, non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

### Treatment of Exchange Differences

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate and exchange differences on restatement of all monetary items are recognized in the standalone Statement of Profit and Loss.

## **2.9 Government grants**

Government grants are not recognized until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognized as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognized in profit or loss in the period in which they become receivable.

## **2.10 Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are recognised immediately in the statement of profit and loss.

### **2.10.1 Financial instruments**

#### (a) Recognition and initial measurement

The Company initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets)

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

### (b) Classification of financial assets

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy in financial assets measured at amortised cost, refer Note 2.10.1 e.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognized at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

All other financial assets are subsequently measured at fair value.

### (c) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item.

### (d) Financial assets at fair value through profit or loss (FVTPL)

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### (e) Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

### (f) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### (g) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in standalone statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

### **2.10.2 Financial liabilities and equity instruments**

#### (a) Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### (b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

#### (c) Financial Liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

#### (d) Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

## Notes

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Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

### (e) Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### (f) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified parties fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by an entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

### (g) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

### (h) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## 2.11 Employee Benefits

### (a) Defined contribution plan

The Company makes contributions to Provident Fund, Employee State Insurance, National Pension System etc. for eligible employees, which is a defined contribution plan, and contribution paid or payable is recognized as an expense in the period in which it falls due.

### (b) Defined benefit plan

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liability for the Gratuity Plan is determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. As these liabilities are relatively long term in nature, the actuarial assumptions take in account the requirements of the relevant Ind AS coupled with a long term view of the underlying variables / trends, wherever required

Service cost and net interest cost on the defined benefit liabilities/assets are recognized in the standalone statement of profit and loss as employee benefit expense and finance costs respectively. Gains and losses on remeasurement of defined benefits liabilities/plan assets arising from changes in actuarial assumptions and experience adjustments are recognised in the other comprehensive income and are included in retained earnings in the balance sheet.

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Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

Long term employee benefits such as compensated absences and long service awards are charged to standalone statement of profit and loss on the basis of an actuarial valuation carried out by an independent actuary as at the year-end. Actuarial gains and losses are recognised in full in the standalone statement of profit and loss during the year in which they occur.

### (c) Other employee benefits

Short term employee benefits including performance incentives, are charged to standalone statement of profit and loss on an undiscounted, accrual basis during the period in which it falls due.

### **2.12 Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### Right of use assets (ROU assets)

At the lease commencement date, the ROU asset is measured at cost. ROU assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of the ROU assets comprises of:

- (i) the initial lease liability
- (ii) any prepaid lease payments less any incentives received
- (iii) initial direct costs incurred in establishing the lease and
- (iv) an estimate of costs to be incurred by the lessee in dismantling the underlying asset as required by the law

ROU assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The ROU assets are also subject to impairment.

### Lease liability

- (i) At the lease commencement date, the lease liability is measured at the present value of the minimum lease payments outstanding as at the date, plan payments under any options that the lessee is reasonably certain to exercise. Lease liability is measured at amortised cost using the effective interest method.
- (ii) Lease term used to calculate the lease liability is determined based on an economic analysis of early termination, extension or other options included in the lease arrangement.
- (iii) Lease payments are discounted using the rate implicit in the lease, if this can be clearly determined or incremental borrowing cost.
- (iv) The carrying amount of the lease liability is subsequently increased by the interest due on the lease liability and reduced by the lease payments.
- (v) Lease liability is disclosed under other financial liabilities.

### Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### **2.13 Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

### 2.14 Taxation

#### Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

#### MAT credit entitlement

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognized as an asset, in accordance with the provisions contained in the Guidance Note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

#### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

### 2.15 Provisions and contingencies

Provisions are recognized when the Company has a present obligation (legal/ constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of receivable can be measured reliably.

### Contingent Liability

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the standalone financial statements since this may result in the recognition of income that may never be realized.

### **2.16 Segment reporting**

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's senior management. The Company considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the senior management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities.

### **2.17 Goods and services tax input credit**

Goods and services tax input credit is accounted for in the books during the period when the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

### **2.18 Insurance claims**

Insurance claims are accrued for on the basis of claims admitted / expected to be admitted and to the extent there is no uncertainty in receiving the claims.

### **2.19 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### **2.20 Operating cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## **3 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.



## Notes

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The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if revision affects both current and future periods.

The following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies:

- Useful lives of Property, plant and equipment and intangible assets
- Evaluation of Impairment indicators and assessment of recoverable value
- Provision for taxation
- Provision for disputed matters
- Provision for employee benefits
- Allowance for Expected Credit Loss
- Fair Valuation of Financial assets and liabilities
- Leases

### Determination of functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the “functional currency”). The standalone financial statements are presented in Indian Rupees (INR), the national currency of India, which is the functional currency of the Company. All the financial information have been presented in Indian Rupees except for share data and as otherwise stated.

## Notes

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### 4 Property, Plant and Equipment

(₹ in Lakhs)

Particulars	Computers & accessories	Furniture and Fixtures	Office Equipment	Vehicles	Leasehold Improvements	Total
<b>I. Gross carrying value</b>						
As at April 1, 2021	158.60	59.54	8.06	15.68	-	241.88
Additions	135.28	36.05	-	-	71.50	242.83
Disposals	-	(59.32)	(3.01)	-	-	(62.33)
As at March 31, 2022	293.88	36.27	5.05	15.68	71.50	422.38
<b>As at April 1, 2022</b>						
As at April 1, 2022	293.88	36.27	5.05	15.68	71.50	422.38
Additions	130.94	-	-	-	2.50	133.44
Disposals	-	-	-	(15.68)	-	(15.68)
As at March 31, 2023	424.82	36.27	5.05	-	74.00	540.14
<b>II. Accumulated depreciation and impairment</b>						
As at April 1, 2021	88.20	45.31	5.12	15.68	-	154.31
Charge for the year	49.19	2.64	0.81	-	5.04	57.68
Disposals	-	(47.54)	(2.26)	-	-	(49.80)
As at March 31, 2022	137.39	0.41	3.67	15.68	5.04	162.19
<b>As at April 1, 2022</b>						
As at April 1, 2022	137.39	0.41	3.67	15.68	5.04	162.19
Charge for the year	99.11	3.63	0.51	-	18.52	121.76
Disposals	-	-	-	(15.68)	-	(15.68)
As at March 31, 2023	236.50	4.04	4.18	-	23.56	268.27
Net carrying value as at March 31, 2023 (I-II)	188.32	32.23	0.87	-	50.44	271.87
Net carrying value as at March 31, 2022 (I-II)	156.49	35.86	1.38	-	66.46	260.19

### 5 Right-of-use assets

(₹ in Lakhs)

Particulars	Amount
<b>I. Gross carrying value</b>	
As at April 1, 2021	49.08
Additions	568.83
Disposal	-
As at March 31, 2022	617.91
<b>As at April 1, 2022</b>	
As at April 1, 2022	617.91
Additions	-
Disposal	-
As at March 31, 2023	617.91
<b>II. Accumulated depreciation</b>	
As at April 1, 2021	1.79
Charge for the year	59.67
Disposals	-
As at March 31, 2022	61.46

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		(₹ in Lakhs)
Particulars	Amount	
<b>As at April 1, 2022</b>	<b>61.46</b>	
Charge for the year	154.48	
Disposals	-	
<b>As at March 31, 2023</b>	<b>215.94</b>	
<b>Net carrying value as at March 31, 2023 (I-II)</b>	<b>401.97</b>	
<b>Net carrying value as at March 31, 2022 (I-II)</b>	<b>556.45</b>	

### 6 Investments (₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount
<b>A. COST</b>				
<b>Unquoted Investments (all fully paid)</b>				
Investments in Equity Instruments of Subsidiaries				
(a) Blockedge Technologies Inc. USA (formerly 8K Miles Health Cloud Inc.) (Face Value per share: USD 0.001)	26,00,000	1,014.91	26,00,000	1,014.91
(b) SecureKloud Technologies Inc. USA (formerly 8K Miles Software Services Inc) (Face Value per share: USD 0.001)	2,14,31,250	11,860.51	2,14,31,250	11,860.51
(c) Mentor Minds Solutions & Services Inc. - USA (Face Value per share: USD 0.001)	10,00,000	1,150.12	10,00,000	1,150.12
(d) Healthcare Triangle Pvt Ltd (Face Value per share: INR 10.00)	9,999	1.00	9,999	1.00
<b>Total unquoted investments</b>	<b>14,026.54</b>		<b>14,026.54</b>	
<b>Total investments</b>	<b>14,026.54</b>		<b>14,026.54</b>	
Aggregate carrying value of unquoted investments	14,026.54		14,026.54	
Aggregate amount of impairment in the value of investments	-		-	

### 7 Other financial assets (₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non-Current	Current	Non-Current
<b>Other financial assets at amortised cost</b>				
<b>Security deposits</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	75.62	-	82.56
Doubtful	-	-	-	-
Less : Allowance for bad and doubtful deposits	-	-	-	-
<b>Total</b>	-	<b>75.62</b>	-	<b>82.56</b>

## Notes

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### 8 Current/non-current tax assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non-Current	Current	Non-Current
Advance tax (net of provision for income taxes)	269.91	-	242.44	-
MAT credit entitlements	-	2.95	-	4.27
<b>Total</b>	<b>269.91</b>	<b>2.95</b>	<b>242.44</b>	<b>4.27</b>

### 9 Deferred tax balances

The following is the analysis of the net deferred tax asset position as presented in the financial statements. (₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	84.28	79.67
Less: Deferred tax liabilities	-	-
<b>Deferred tax asset (net)</b>	<b>84.28</b>	<b>79.67</b>

### Movement in the deferred tax balance

(₹ in Lakhs)

Particulars	For the year 2022-2023			
	Opening balance	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance
Property, plant and equipment	11.55	1.62	-	13.17
Employee benefit expenses	63.15	8.53	-	71.68
Provision for expected credit loss on financial assets	-	-	-	-
Amortised cost adjustments - financial assets	4.97	(5.55)	-	(0.58)
Others	-	-	-	-
<b>Deferred tax asset /(liabilities)</b>	<b>79.67</b>	<b>4.60</b>	<b>-</b>	<b>84.27</b>

(₹ in Lakhs)

Particulars	For the year 2021-2022			
	Opening balance	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance
Property, plant and equipment	15.40	(3.85)	-	11.55
Employee benefit expenses	41.78	21.37	-	63.15
Provision for expected credit loss on financial assets	-	-	-	-
Amortised cost adjustments - financial assets	3.30	1.67	-	4.97
Others	-	-	-	-
<b>Deferred tax asset /(liabilities)</b>	<b>60.48</b>	<b>19.19</b>	<b>-</b>	<b>79.67</b>

### 10 Trade receivables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Receivables considered good, Secured	-	-
Receivables considered good, Unsecured	2,056.79	1,363.28
Doubtful	11.77	-
<b>Sub-total</b>	<b>2,068.56</b>	<b>1,363.28</b>
Less: Allowance for expected credit losses	(11.77)	-
<b>Total</b>	<b>2,056.79</b>	<b>1,363.28</b>

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person

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### Trade receivables ageing schedule

As at March 31, 2023

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	1,126.59	930.20	-	-	-	-	2,056.79
Undisputed trade receivables - credit impaired	-	-	11.77	-	-	-	11.77
Less: Allowance for expected credit losses	-	-	(11.77)	-	-	-	(11.77)
<b>Total</b>	<b>1,126.59</b>	<b>930.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,056.79</b>

As at March 31, 2022

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	976.68	386.60	-	-	-	-	1,363.28
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>976.68</b>	<b>386.60</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,363.28</b>

**10.1** The above includes amount receivable from related parties amounting to INR 1,955.12 lakhs as at March 31, 2023 and INR 1,290.90 lakhs as at March 31, 2022. (refer note 34)

### 10.2 Credit period and risk

All trade receivables are non-interest bearing and are generally on terms upto 90 days.

### 10.3 Expected credit loss allowance

The Company has used a practical expedient by computing the expected loss allowance for trade receivables based on provision matrix. The provision matrix takes into account the historical credit loss experience and adjustments for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

The Company has not made any provisions as per the expected credit loss model prescribed by the requirements of Ind AS 109. This is largely owing to the fact that majority of the receivables are from group companies. Accordingly, the Company does not have any history of credit losses and hence there being no credit risk, no allowance has been made.

## 11 Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash in hand	0.52	0.37
Balances with Bank		
- In current accounts	2.46	3.08
- Deposits with original maturity of less than three months	10.52	10.00
- In earmarked accounts*	0.71	0.71
<b>Total</b>	<b>14.21</b>	<b>14.16</b>

\* Earmarked balances are in respect of unpaid dividends / dividend payable

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### 12 Other financial assets

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Financial assets at amortised cost</b>		
Interest income accrued but not due	0.27	0.27
Unbilled revenue*	149.73	635.60
<b>Total</b>	<b>150.00</b>	<b>635.87</b>

\* Classified as financial assets as right to consideration is unconditional and is due only after passage of time.

### 13 Other current assets

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Staff advances	2.01	3.31
Advance recoverable in cash or in kind	21.96	-
Prepaid expenses	42.05	28.15
Balances with government authorities		
- Goods & Service tax receivables	144.90	30.33
<b>Total</b>	<b>210.92</b>	<b>61.79</b>

### 14 Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
<b>Authorised:</b>				
Fully paid equity shares of INR 5 each	6,00,00,000	3,000	6,00,00,000	3,000
<b>Issued, subscribed and fully paid:</b>				
Fully paid equity shares of INR 5 each	3,34,10,605	1,670.53	3,21,85,605	1,609.28
<b>Total</b>	<b>3,34,10,605</b>	<b>1,670.53</b>	<b>3,21,85,605</b>	<b>1,609.28</b>

#### (i) Reconciliation of the number of shares

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
<b>Equity shares</b>				
Balance as at beginning of the year	3,21,85,605	1,609.28	3,05,17,605	1,525.88
<b>Add: Issued during the year</b>				
By conversion of warrants	12,25,000	61.25	16,68,000	83.40
<b>Balance as at end of the year</b>	<b>3,34,10,605</b>	<b>1,670.53</b>	<b>3,21,85,605</b>	<b>1,609.28</b>

#### (ii) Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of INR 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### (iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Percentage	No. of Shares	Percentage
Suresh Venkatachari	1,40,74,703	42.13%	1,28,49,703	39.92%

(iv) The Company allotted 45,00,000 (forty five lakhs) convertible warrants of INR 100 each to Mr Suresh Venkatachari, promoter and Chief Executive Officer of the Company on March 17, 2021 on receipt of an upfront payment INR 11,25,00,000 (rupees eleven crores twenty-five lakhs only) equal to 25% of the total consideration as per the terms of preferential issue in compliance with Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and section 42 and 62 of the Companies Act, 2013 and rules made there under as amended from time to time. The Company has considered equivalent shares of 45,00,000 (forty five lakhs) for the purpose of diluted EPS up to the period ended June 30, 2022 and 28,93,000 shares (twenty eight lakhs and ninety three thousand) for the period ended December 31, 2022 as per IND AS 33. During the year ended March 31, 2023, the Company has allotted 12,25,000 equity shares to Mr Suresh Venkatachari, as partial conversion of warrants and had 16,07,000 convertible warrants outstanding as at September 16, 2022. As the outstanding warrants were not exercised on or before the September 16, 2022, the Company had forfeited the money received against such warrants amounting to INR 4,01,75,000 and credited the capital reserve in accordance to the provisions of the Companies Act 2013.

### (v) Issue of Bonus Shares during immediately preceding 5 years

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
No. of bonus equity shares issued	-	-	-	-	-

### (vi) Details of shares held by promoters

#### As at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Suresh Venkatachari	1,28,49,703	12,25,000	1,40,74,703	42.13%	9.53%
R S Ramani	4,65,000	-	4,65,000	1.39%	0.00%

#### As at March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Suresh Venkatachari	1,11,81,703	16,68,000	1,28,49,703	39.92%	14.92%
R S Ramani	4,65,000	-	4,65,000	1.44%	0.00%

### 15 Other equity

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Securities premium</b>		
Opening balance	7,704.28	6,119.68
Add : Premium on shares issued during the year	1,163.75	1,584.60
Less : Issue of bonus shares during the period	-	-
<b>Closing balance</b>	<b>8,868.03</b>	<b>7,704.28</b>
<b>(b) General reserve</b>		
Opening balance	210.03	210.03
Add : Transferred from surplus in the statement of profit & loss	-	-
Add: Transferred from subsidy reserve	-	-
<b>Closing balance</b>	<b>210.03</b>	<b>210.03</b>

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(c) Retained earnings</b>		
Opening balance	(160.74)	397.64
Add : Total profit/ (loss) for the year	(273.31)	(558.38)
Less : Apportionment for dividend	-	-
Less : Dividend distribution tax	-	-
<b>Closing balance</b>	<b>(434.05)</b>	<b>(160.74)</b>
<b>(d) Other comprehensive income</b>		
Opening balance	(17.65)	9.02
Add: Remeasurements of the defined benefit plans	5.43	(26.67)
<b>Closing balance</b>	<b>(12.22)</b>	<b>(17.65)</b>
<b>(e) Money received against warrant convertible to equity shares</b>		
Opening balance	708.00	1,125.00
Add: Additions during the year	-	-
Less: Conversions during the year	(306.25)	(417.00)
Less: Transfer to capital reserve	(401.75)	-
<b>Closing balance</b>	<b>-</b>	<b>708.00</b>
<b>(f) Capital reserve</b>		
Opening balance	-	-
Add: Transfer from money received against convertible share warrants due to forfeiture	401.75	-
<b>Closing balance</b>	<b>401.75</b>	<b>-</b>
<b>Total Other Equity</b>	<b>9,033.54</b>	<b>8,443.92</b>

### (a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

### (b) General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

### (c) Retained earnings

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

### (d) Money Received against warrant convertible to equity shares

Ind AS 33 – Earnings per Share defines “Warrants” as “Financial Instruments which give the holder the right to acquire equity shares”. Thus effectively, warrants are the amount which would ultimately form part of the Shareholders’ funds. Since, shares are yet to be allotted against the same, these are not reflected as part of Share Capital but as a separate line item – ‘Money received against share warrants’.



## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### (e) Capital reserve

The Company allotted 45,00,000 (Forty five Lakhs) convertible warrants of INR 100/- each to Mr Suresh Venkatachari, Promoter and Chief Executive Officer of the Company on March 17, 2021 on receipt of an upfront payment INR 11,25,00,000/- (Rupees Eleven Crores Twenty-Five Lakhs Only) equal to 25% of the total consideration as per the terms of preferential issue in compliance with Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and Section 42 & 62 of the Companies Act, 2013 and rules made thereunder as amended from time to time. The Company has considered equivalent shares of 45,00,000 (Forty five Lakhs) for the purpose of diluted EPS up to the period ended June 30, 2022 and 28,93,000 shares (Twenty eight lakhs ninety three thousand) for the period ended December 31, 2022 as per IND AS 33. During the year ended March 31, 2023, the Company has allotted 12,25,000 equity shares to Mr Suresh Venkatachari, as partial conversion of warrants and had 16,07,000 convertible warrants outstanding as at September 16, 2022. As the outstanding warrants were not exercised on or before the September 16, 2022, the Company had forfeited the money received against such warrants amounting to INR 4,01,75,000 and credited the capital reserve in accordance to the provisions of the Companies Act 2013.

### 16 Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current:</b>		
<b>Secured borrowings:</b>		
Term loans from banks	181.49	320.88
<b>Unsecured borrowings:</b>		
Loans from related parties	3,137.61	4,128.50
<b>Total</b>	<b>3,319.10</b>	<b>4,449.38</b>
<b>Current:</b>		
<b>Secured borrowings:</b>		
Loans repayable on demand - banks	1,636.35	1,126.24
Current maturities of long term borrowings	153.38	159.32
<b>Total</b>	<b>1,789.73</b>	<b>1,285.56</b>

#### 16.1 Details of term loan from banks / others

The details of tenor, interest rate, repayment terms of the same are given below:

##### I - Term loans from Indian Bank (refer note (i) below) - Secured

S.No	Original Tenor	Interest Rate	No. of Instalments outstanding as at March 31, 2023	Repayment Terms	As at March 31, 2023	As at March 31, 2022
1	84 months	11.05%	20	Principal Monthly, Interest Monthly	55.47	106.49
2	48 months	10.35%	15	Principal Monthly after 12 months, Interest Monthly	130.35	224.89
3	60 months	9.25%	43	Principal Monthly after 24 months, Interest Monthly	98.66	98.52
4	60 months	9.25%	48	Principal Monthly after 24 months, Interest Monthly	50.39	50.30
<b>Total of borrowings from banks</b>					<b>334.87</b>	<b>480.20</b>
Less : Current maturities of long-term borrowings					153.38	159.32
<b>Long-term borrowings from banks</b>					<b>181.49</b>	<b>320.88</b>

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### II - Loans Repayable on Demand - Secured

S.No	Name of the bank	Interest rate	Security terms	Repayment terms	As at March 31, 2023	As at March 31, 2022
1	Indian Bank	REPO + 6.55% = 13.05%	Refer Note 16.2 (i) below	Loans repayable on demand	1,636.35	1,126.24
<b>Total</b>					<b>1,636.35</b>	<b>1,126.24</b>

#### 16.2 Notes:

- (i) The details of Security provided against the Term Loans and loans repayable on demand are as follows:
- (a) The existing Term Loan facility of INR 758 lakhs and Open Cash Credit (OCC) of INR 1,500 lakhs. These loans are secured against Hypothecation of book debts (Accounts receivable), fixed assets and personal guarantee of the Promoter.
- (b) The loan is also further secured by pledge of 16,50,000 shares of SecureCloud Technologies Limited (formerly known as 8K Miles Software Services Limited) held by Promoter Mr. Suresh Venkatachari.
- (ii) As at March 31, 2023, the Company has unsecured loan of INR 3137.61 lakhs from R.S. Ramani, Promoter. These borrowings carry an interest rate of 10% per annum.

#### 17 Lease liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	552.00	34.61
Additions	-	552.96
Finance cost accrued during the year	48.74	18.73
Deletions	-	-
Payment of lease liabilities	(174.59)	(54.30)
<b>Closing balance</b>	<b>426.15</b>	<b>552.00</b>

The following is the break-up of current and non-current lease liabilities:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	137.89	125.85
Non - current lease liabilities	288.25	426.15

#### 18 Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
<b>Provision for employee benefits</b>				
Provision for gratuity	30.02	125.68	48.72	111.61
Provision for compensated absences	30.52	75.84	23.29	45.61
Provision for expenses	425.00	-	-	-
<b>Total</b>	<b>485.54</b>	<b>201.52</b>	<b>72.01</b>	<b>157.22</b>

#### 19 Trade payables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Dues of Micro and small enterprises (MSME) (refer note 38)	10.72	18.85
(b) Others	124.05	134.96
<b>Total</b>	<b>134.77</b>	<b>153.81</b>

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### Trade payables ageing schedule

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	5.68	5.04	-	-	10.72
Outstanding dues of creditors other than micro enterprises and small enterprises	104.53	14.89	-	4.63	124.05
<b>Total</b>	<b>110.21</b>	<b>19.93</b>	<b>-</b>	<b>4.63</b>	<b>134.77</b>

As at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	18.85	-	-	-	18.85
Outstanding dues of creditors other than micro enterprises and small enterprises	118.30	12.03	4.63	-	134.96
<b>Total</b>	<b>137.15</b>	<b>12.03</b>	<b>4.63</b>	<b>-</b>	<b>153.81</b>

### 20 Other financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Dividend payable	0.71	0.71
Interest accrued and due on loans from related parties	46.54	31.34
<b>Total</b>	<b>47.25</b>	<b>32.05</b>

### 21 Other current liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory payables	90.36	87.11
Salary payable	291.92	484.88
Others	74.66	-
<b>Total</b>	<b>456.94</b>	<b>571.99</b>

### 22 Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from information technology enabled services		
International	5,111.09	3,666.57
Domestic	819.62	756.45
<b>Total</b>	<b>5,930.71</b>	<b>4,423.02</b>

**Notes:** The nature of contract impacts the method of revenue recognition and the contracts are classified as Fixed-price contracts and Time and material contracts. The contracts with customers requiring monthly invoicing, being significantly in line with the efforts during that period, have been categorised as time and material contracts. The above revenue fall under time and material contracts.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### Revenue by contract type

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Fixed-price (International)	87.98	65.33
Fixed-price (Domestic)	6.15	-
Time and materials (Domestic)	813.47	756.45
Time and materials (International)	5,023.11	3,601.24
<b>Total</b>	<b>5,930.71</b>	<b>4,423.02</b>

### 23 Other income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on term deposits	0.59	1.28
Fair value gain on financial instruments at fair value through profit or loss	3.73	1.22
Interest income on income tax refund	3.77	-
Gains on foreign exchange fluctuations (net)	168.17	80.72
Other income	0.63	0.19
<b>Total</b>	<b>176.89</b>	<b>83.41</b>

### 24 Employee benefits expense

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages, including bonus	4,084.29	3,350.30
Gratuity expenses	44.42	37.62
Contribution to provident and other funds	124.17	106.29
Staff welfare expenses	155.32	48.81
<b>Total</b>	<b>4,408.20</b>	<b>3,543.02</b>

#### Note on Social Security Code:

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

### 25 Finance costs

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on bank overdrafts, open cash credits and loans (other than those from related parties)	215.38	199.54
Interest on loans from related parties	262.77	495.61
Interest on finance lease obligations	48.74	18.73
Interest on income tax payments	-	92.31
<b>Total</b>	<b>526.89</b>	<b>806.19</b>

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### 26 Other expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Professional and consultancy charges	279.01	217.80
Traveling and logistics expenses	114.74	39.37
Power and fuel	32.22	11.91
Rent (refer note 29)	26.40	67.32
Repair and maintenance	61.20	29.93
Insurance expenses	1.17	5.81
Fees, rates and taxes	46.75	14.31
Provision related to statutory penalty	434.48	-
Sales and marketing expenses	3.63	13.74
Cloud hosting and communication charges	75.79	54.11
Business promotion expenses	-	1.10
Payment to Auditors:		
Statutory audit	40.00	40.00
Other services	8.65	17.75
Tax audit fees	0.60	0.60
Reimbursement of out of pocket expenses	-	-
Bank charges	8.37	6.77
Directors' sitting fees (refer note 36)	3.90	1.15
Corporate social responsibility expenditure	-	1.86
Provision for doubtful debt	11.77	
Loss on sale of asset	(0.85)	12.53
Miscellaneous expenses	20.81	6.69
<b>Total</b>	<b>1,168.64</b>	<b>542.75</b>

### 27 Taxation

#### Income tax expense

Major components of the income tax expenses for the year ended March 31, 2023 and March 31, 2022 are as follows:

#### 27.1 Recognised in Statement of Profit and Loss

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current Tax:</b>		
In respect of the current year	-	-
Adjustments in respect of prior years	-	76.37
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary differences	0.94	(20.87)
Income tax relating to items that will not be reclassified to profit or loss	-	-
<b>Total income tax expense recognised in statement of profit and loss</b>	<b>0.94</b>	<b>55.50</b>

#### 27.2 Recognised in Other Comprehensive Income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Deferred Tax</b>		
Remeasurements of the defined benefit obligations	(0.12)	(25.00)
Income tax relating to items that will not be reclassified to profit or loss	5.55	(1.67)
<b>Total income tax recognised in other comprehensive income</b>	<b>5.43</b>	<b>(26.67)</b>

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### 27.3 Reconciliation of income tax

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows : (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit/ (loss) before tax	(272.37)	(502.88)
Effective income tax rate in India	26.00%	26.00%
<b>Computed expected tax expense</b>	-	-
Adjustments :		
Prior period tax	-	76.37
On account of permanent disallowance in accordance with Income Tax Act, 1961	-	-
On account of tax rate changes and others	-	-
On account of temporary differences in accordance with Income Tax	0.94	(20.87)
On others	-	-
<b>Total income tax expense recognised in the statement of profit and loss</b>	<b>0.94</b>	<b>55.50</b>

The actual tax rates under Indian Income Tax Act, for the tax years ended March 31, 2023 and March 31, 2022 are 26%.

### 28 Earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows: (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax considered as numerator for calculating basic and diluted EPS (A)	(273.31)	(558.38)
Weighted average number of equity shares for the purpose of calculating Basic EPS (B)	3,32,29,509	3,10,18,865
Weighted average number of equity shares for the purpose of calculating Diluted EPS (C)	3,34,10,605	3,50,17,605
Nominal value of equity shares (in INR)	5	5
Basic EPS (in INR) (A/B)	(0.82)	(1.80)
Diluted EPS (in INR) (A/C)	(0.82)	(1.59)

The Company allotted 45,00,000 (forty five lakhs) convertible warrants of INR 100 each to Mr Suresh Venkatachari, Promoter and Chief Executive Officer of the Company on March 17, 2021 on receipt of an upfront payment INR 11,25,00,000 (rupees eleven crores twenty-five lakhs only) equal to 25% of the total consideration as per the terms of preferential issue in compliance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and section 42 and 62 of the Companies Act, 2013 and rules made thereunder as amended from time to time. The Company has considered equivalent shares of 45,00,000 (forty five lakhs) for the purpose of diluted EPS up to the period ended June 30, 2022 and 28,93,000 shares (twenty eight lakhs and ninety three thousand) for the period ended December 31, 2022 as per IND AS 33. During the year ended March 31, 2023, the Company has allotted 12,25,000 equity shares to Mr Suresh Venkatachari, as partial conversion of warrants and had 16,07,000 convertible warrants outstanding as at September 16, 2022. As the outstanding warrants were not exercised on or before the September 16, 2022, the Company had forfeited the money received against such warrants amounting to INR 4,01,75,000.

### 29 Lease commitments

The Company has taken vehicle on lease for a period of 4 years and office building on lease for a period of 4 years. The Company also has certain buildings with lease terms of 12 months or less and applies the 'short term lease' recognition exemptions for these leases.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### Maturity analysis of lease liabilities are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Payable - Not later than one year	137.89	125.85
Payable - Later than one year but not later than five years	288.25	426.15
Payable - Later than five years	-	-
<b>Total</b>	<b>426.14</b>	<b>552.00</b>

The effective rate of interest considered for vehicle lease liability as on March 31, 2023 and March 31, 2022 is 9.5% and for office building lease liability as on March 31, 2023 and March 31, 2022 is 9.15%.

### Amounts recognized in profit and loss account are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation on ROU Asset	154.48	59.67
Finance cost on lease liabilities	48.74	18.73
Expense relating to short term leases	26.40	67.32
<b>Total</b>	<b>229.62</b>	<b>145.72</b>

The Company has total cash outflows for leases of INR 174.59 lakhs for the year ended March 31, 2023 (INR 54.31 lakhs for the year ended March 31, 2022)

### 30 (a) Commitments and contingencies

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>A. Contingent liabilities</b>		
(a) Claims against the company not acknowledged as debts	-	-
(b) Income tax - disputed	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>B. Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account & not provided for	-	-
(b) Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

(b) The Company was in receipt of a SEBI adjudication order on September 14, 2022 alleging violation under SEBI (LODR) Regulations, 2015 and was imposed a penalty of INR 25 lakhs. Consequently, the Company filed an appeal before Hon'ble Securities Appellate Tribunal and is awaiting further directives. The penalty amount of INR 25 lakhs has been provided on a prudent basis during the year ended March 31, 2023.

(c) The Company received final order from SEBI on December 16, 2022 on the alleged financial irregularities reported by the Company's statutory auditor, viz. Deloitte Haskins and Sells in their audit report for FY 2018-19. SEBI's final order gave certain directives and has imposed penalty of INR 400 lakhs on the Company. The Company has filed an appeal before Hon'ble Securities Appellate Tribunal and is awaiting further directives. The penalty amount of INR 400 lakhs has been provided on a prudent basis during the year ended March 31, 2023.

### 31 Employee benefits

#### (I) Defined contribution plan

During the year, the Company has recognised INR 124.17 lakhs (March 31, 2022 - INR 106.29 lakhs) as contribution to provident fund and other funds in the Statement of Profit and Loss (included in Contribution to Provident and other funds in Note 24).

#### (II) Defined benefit plans:

##### (a) Gratuity plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service subject to a maximum of INR 20 lakhs.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

In case of death while in service, the gratuity is payable irrespective of vesting. The Company's obligation towards its gratuity liability is unfunded. Liabilities related to the gratuity plan are determined and accrued by actuarial valuation using projected unit credit method by an independent actuary as at the balance sheet date.

### Risk exposures

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as company take on uncertain long term obligations to make future benefit payments

**Interest rate risk:** The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in standalone financial statements).

**B) Salary escalation risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**C) Demographic risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

**D) Liquidity risk:** This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash and cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

The following tables summarises the components of net benefit expense recognised in the statement of profit and loss, the obligation amount recognised in the balance sheet towards the gratuity plan.

**Amount recognised in the statement of profit and loss in respect of the defined benefit plan are as follows :** (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Net employee benefit expense</b>		
Current service cost	34.49	30.65
Net interest expense	9.92	6.97
<b>Net employee benefit expense (recognized in employee benefit expenses)</b>	<b>44.41</b>	<b>37.62</b>
<b>Amount recognised in the statement of other comprehensive income</b>		
Re-measurement on the net defined benefit liability		
Actuarial gains and loss arising form changes in financial assumptions	7.94	(3.28)
Actuarial gains and loss arising form experience adjustments	(7.82)	34.04
Actuarial gains and loss arising form changes in demographic assumptions	-	(5.76)
<b>Actuarial (gains)/ losses recognized in other comprehensive income</b>	<b>0.12</b>	<b>25.00</b>
<b>Total defined benefit expense recognised in Statement of Profit and Loss and Other Comprehensive Income</b>	<b>44.53</b>	<b>62.62</b>

**The amount included in the balance sheet arising from the Company's obligation in respect of defined benefit plan is as follows :** (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Net asset/(liability) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	155.70	160.33
Fair value of plan assets	-	-
Surplus/(Deficit)	(155.70)	(160.33)
Current portion of the above	(30.02)	(48.72)
Non current portion of the above	(125.68)	(111.61)



## Notes

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Changes in the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Change in the obligation</b>		
Present value of defined benefit obligation at the beginning of the year	160.33	111.55
Expenses Recognised in Statement of Profit and Loss:		
- Current Service Cost	34.49	30.65
- Interest expense/ (income)	9.92	6.97
Recognised in other comprehensive income:		
- Re-measurement on the net defined benefit liability - actuarial gain / (loss) arising from:		
Demographic assumptions	-	(5.76)
Financial assumptions	7.94	(3.28)
Experience adjustments	(7.82)	34.04
Benefit payments	(49.16)	(13.84)
Liabilities assumed / (settled)		
<b>Present value of defined benefit obligation at the end of the year</b>	<b>155.70</b>	<b>160.33</b>

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.30%	6.19%
Expected salary escalation	Year 1 to 5 - 15%	Year 1 & 2 - 15% Year 3 - 12% Years 4 and above - 10%
Expected employee turnover	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%
Expected return on plan assets	NA	NA
Expected average remaining working life (in years)	28.12	27.78
Mortality	100% of IALM 2012-14*	100% of IALM 2012-14*

\* Based on India's standard mortality table (100% of industry mortality table IALM 2012-14)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The sensitivity analysis below has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Amount of Impact</b>		
Discount rate		
0.5% Increase	(3.15)	(2.62)
0.5% Decrease	3.31	2.75
Future salary increases		
1% Increase	5.12	4.81
1% Decrease	(4.89)	(4.56)
Attrition rate		
1% Increase	(3.55)	(2.40)
1% Decrease	3.80	2.54

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The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There is no change in the methods and assumptions used in preparing the sensitivity analysis from the prior years.

### (b) Long term compensated absences

The Company's obligation towards long term compensated absences is unfunded. Liabilities related to the compensated absences are determined and accrued by actuarial valuation using projected unit credit method by an independent actuary as at the balance sheet date. The assumptions used for valuation are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.30%	6.19%
Expected salary escalation	Year 1 to 5 - 15%	Year 1 & 2 - 15% Year 3 - 12% Years 4 and above - 10%
Expected employee turnover	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%
Expected average remaining working life (in years)	28.12	27.78
Mortality	100% of IALM 2012-14*	100% of IALM 2012-14*

\* Based on India's standard mortality table (100% of industry mortality table IALM 2012-14)

### 32 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company's capital management is intended to maximise the return to shareholders for meeting the long term and short-term goals of the Company through the optimization of the debt and equity balance. The Company determines the amount of capital required on the basis of annual and long-term operating plans and strategic investment plans. The funding requirements are met through equity and long-term/short-term borrowings. The Company ensures that it will be able to continue as a going concern while maximising its returns to its shareholders by managing its capital by optimisation of the debt and equity balance. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Debt (includes borrowings, lease liabilities and interest accrued and due/not due on borrowings)	5,581.51	6,318.28
Cash and bank balances (includes cash and cash equivalents and other bank balances)	(14.21)	(14.16)
<b>Net Debt</b>	<b>5,567.30</b>	<b>6,304.12</b>
Total Equity	10,704.07	10,053.20
<b>Net Debt to equity ratio</b>	<b>0.52</b>	<b>0.63</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

### 33 Fair value measurement

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The management assessed that the

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

The carrying value of financial instruments by categories as at March 31, 2023 and March 31, 2022 are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Financial assets</b>		
<b>Measured at amortised cost</b>		
Investment in subsidiaries	14,026.54	14,026.54
Cash and bank balances	14.21	14.16
Trade receivables	2,056.79	1,363.28
Other financial assets - non-current	75.62	82.56
Other current assets	210.92	61.79
Other financial assets - current	150.00	635.87
<b>Total assets</b>	<b>16,534.08</b>	<b>16,184.20</b>
<b>(b) Financial liabilities :</b>		
<b>Measured at amortised cost</b>		
Borrowings	5,534.97	6,286.94
Trade payables	134.77	153.81
Other financial liabilities	504.18	604.04
<b>Total liabilities</b>	<b>6,173.92</b>	<b>7,044.79</b>

### 34. Financial risk management objectives and policies

The Company's principal financial liabilities, comprise term loans, bank overdraft and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables and other receivables, security deposits, investments and cash and bank balances, which arise directly from its operations.

The Company is exposed to market risk (including currency, interest rate and other market related risks), credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's primary risk management focus is to minimize potential adverse effects of these financial risks on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors oversees and reviews the management of each of these risks, which are summarised below.

#### (a) Liquidity Risk Management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the Company may be required to pay.

#### Liquidity exposure as at:

##### Maturity table of financial liabilities

(₹ in Lakhs)

Particulars	Within 1 year	1 to 5 years	5 years and above	Total
<b>March 31, 2023</b>				
<b>Non-derivative financial liabilities:</b>				
<b>Variable Interest rate instruments:</b>				
Borrowings from bank	1,636.35	-	-	<b>1,636.35</b>

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Within 1 year	1 to 5 years	5 years and above	Total
<b>Fixed Interest rate instruments:</b>				
Borrowings from bank	153.38	181.49	-	<b>334.87</b>
Borrowings from related parties	-	3,137.61	-	<b>3,137.61</b>
Lease liability	137.89	288.25	-	<b>426.14</b>
<b>Non-Interest bearing:</b>				
Trade payables	134.77	-	-	<b>134.77</b>
Other financial liabilities	504.18	-	-	<b>504.18</b>
<b>Total</b>	<b>2,566.57</b>	<b>3,607.35</b>	-	<b>6,173.92</b>
<b>March 31, 2022</b>				
<b>Non-derivative financial liabilities:</b>				
<b>Variable Interest rate instruments:</b>				
Borrowings from bank	1,126.24	-	-	<b>1,126.24</b>
<b>Fixed Interest rate instruments:</b>				
Borrowings from bank	159.32	320.88	-	<b>480.20</b>
Borrowings from related parties	-	4,128.50	-	<b>4,128.50</b>
Lease liability	125.85	426.15	-	<b>552.00</b>
<b>Non-Interest bearing:</b>				
Trade payables	153.81	-	-	<b>153.81</b>
Other financial liabilities	604.04	-	-	<b>604.04</b>
<b>Total</b>	<b>2,169.26</b>	<b>4,875.53</b>	-	<b>7,044.79</b>

### (b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

**Trade receivables:** The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Company uses financial information and past experience to evaluate credit quality of majority of its customers and individual credit limits are defined in accordance with this assessment. Outstanding receivables and the credit worthiness of its counter parties are periodically monitored and taken up on case-to-case basis.

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

### (c) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Financial instruments affected by market risk include all market risk-sensitive financial instruments, term loans, short term debts and trade receivables. The Company is exposed to market risk primarily related to foreign exchange currency risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

#### i. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. Other than overdraft facilities and term loans maintained with Indian Bank, the Company do not have any credit facilities from any banks or financial institutions with floating interest rates. As a result, changes in interest rates are not likely to substantially affect its business or results of operations.

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### ii. Foreign exchange rate risk

Foreign currency risk is the risk that the fair value or future cash flows of an expenses/ income will fluctuate because of change in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expenses is denominated in a foreign currency) and the Company's net investment in foreign subsidiary.

A significant portion of the Company's revenues is in USD, while a significant portion of its costs are in Indian rupees. As a result, if the value of the Indian rupee appreciates relative to this foreign currency, the Company's revenues measured in Indian rupees may decrease and vice versa. The exchange rate between the Indian rupee and US Dollar has not been subjected to significant changes in recent periods. The Company has a forex policy in place whose objective is to reduce foreign exchange risk by maintaining reasonable open exposures within approved parameters depending on the future outlook on currencies. The Company does not enter into or trade financial instruments including derivative financial instruments for speculative purpose.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows :

Particulars	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency (In Lakhs)	Reporting Currency (₹ in Lakhs)	Amount in Foreign Currency (In Lakhs)	Reporting Currency (₹ in Lakhs)
Trade Receivables	USD	24.00	1,972.21	17.08	1,290.24
Trade Receivables	EUR	-	-	0.36	30.22
Trade Receivables	AUD	0.02	1.36	0.01	0.67

Out of the above foreign currency exposures, none of the monetary assets and liabilities are hedged by derivative instruments or otherwise.

### Foreign Currency sensitivity analysis

The following table demonstrate the sensitivity to 5% change in USD and AUD exchange rates, with all other variables held constant. A positive number below indicates an increase in profit / decrease in loss and increase in equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or loss and equity and balance below would be negative.

#### (i) Impact on Statement of the Profit and loss for the year

(₹ in Lakhs)

Particulars	2022-2023		2021-2022	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
USD	98.61	(98.61)	64.51	(64.51)
EURO	-	-	1.51	(1.51)
AUD	0.07	(0.07)	0.03	(0.03)

#### (ii) Impact on total equity as at the end of the reporting period

(₹ in Lakhs)

Particulars	2022-2023		2021-2022	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
USD	98.61	(98.61)	64.51	(64.51)
EURO	-	-	1.51	(1.51)
AUD	0.07	(0.07)	0.03	(0.03)

#### Note:

This is mainly attributable to the exposure of receivable outstanding in the above mentioned currencies to the Company at the end of the reporting period.

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### 35 Additional Regulatory Information

#### i) Analytical Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
Current ratio	Current Assets	Current Liabilities	0.89	1.03	(14.39)%	Refer Note 1
Debt-Equity ratio	Total Debt	Shareholder's Equity	0.52	0.63	(17.03)%	Refer Note 2
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	0.30	0.14	106.87%	Refer Note 3
Return on Equity (ROE)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	(2.63)%	(5.74)%	3.12%	Refer Note 4
Inventory Turnover ratio	Cost of goods sold	Average Inventory	NA	NA	NA	Refer Note 5
Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Accounts Receivable	3.47	2.19	58.55%	Refer Note 6
Trade payables turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	6.17	4.66	32.48%	Refer Note 7
Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	(16.93)	57.99	(129.19)%	Refer Note 8
Net profit ratio	Net Profit	Net credit sales = Gross credit sales - sales return	(4.61)%	(12.62)%	8.02%	Refer Note 9
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	1.56%	1.85%	(0.29)%	Refer Note 10
Return on investment	Interest (Finance Income)	Investment	NA	NA	NA	Refer Note 11

#### Notes:

##### 1. Current ratio

The current ratio indicates a company's overall liquidity position. It is widely used by banks in making decisions regarding the advancing of working capital credit to their clients.

Current Ratio = Current Assets / Current Liabilities

Decrease is due to reduction in trade receivables in the current year. The Company has collected aged dues during the year. As at March 31, 2023, the Company has no outstanding aged more than 180 days.

##### 2. Debt – Equity Ratio

Debt-to-equity ratio compares a Company's total debt to shareholders equity. Both of these numbers can be found in a Company's balance sheet.

Debt – Equity Ratio = Total Debt / Shareholder's Equity

Decrease in current year is due to reduction in debt. Company has repaid around INR 990.89 lakhs promoter loan and cleared INR 250 lakhs interest outstanding during the year.

##### 3. Debt Service Coverage Ratio

Debt Service coverage ratio is used to analyse the firm's ability to payoff current interest and instalments.

Debt Service Coverage Ratio = Earnings available for debt service / Debt Service

Increase in current year is due to lower losses made by the company in the current year when compared to previous year.

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### 4. Return on Equity (ROE)

It measures the profitability of equity funds invested in the Company. The ratio reveals how profitability of the equity-holders' funds have been utilized by the Company. It also measures the percentage return generated to equity-holders. The ratio is computed as:

$$\text{ROE} = \text{Net Profits after taxes} - \text{Preference Dividend (if any)} / \text{Average Shareholder's Equity}$$

Increase in current year is due to lower losses made by the company in the current year when compared to previous year.

### 5. Inventory Turnover Ratio

This ratio also known as stock turnover establishes the relationship between the cost of goods sold during the period or sales during the period and average inventory held during the period. It measures the efficiency with which a Company utilizes or manages its inventory.

$$\text{Inventory Turnover ratio} = \text{Cost of goods sold or sales} / \text{Average Inventory}$$

The Company is in the business of providing software services and does not have any physical inventories. Hence, inventory turnover ratio is not applicable to the Company.

### 6. Trade receivables turnover ratio

It measures the efficiency at which the firm is managing the receivables.

$$\text{Trade receivables turnover ratio} = \text{Net Credit Sales} / \text{Avg. Accounts Receivable}$$

The Company has improved the ratio in the current year by collecting all aged dues outstanding more than 180 days.

### 7. Trade payables turnover ratio

It indicates the number of times sundry creditors have been paid during a period. It is calculated to judge the requirements of cash for paying sundry creditors. It is calculated by dividing the net credit purchases by average creditors.

$$\text{Trade payables turnover ratio} = \text{Net Credit Purchases} / \text{Average Trade Payables}$$

The Company has improved the ratio in the current year by prompt repayment on all dues within time.

### 8. Net capital turnover ratio

It indicates a company's effectiveness in using its working capital. The working capital turnover ratio is calculated as follows: net sales divided by the average amount of working capital during the same period.

$$\text{Net capital turnover ratio} = \text{Net Sales} / \text{Working Capital}$$

Negative impact in current year is due to provision made towards statutory penalty which in turn resulted in negative in working capital.

### 9. Net profit ratio

It measures the relationship between net profit and sales of the business.

$$\text{Net Profit Ratio} = \text{Net Profit} / \text{Net Sales}$$

The Company has improved the ratio in the current year due to reduction in loss

### 10. Return on capital employed (ROCE)

Return on capital employed indicates the ability of a company's management to generate returns for both the debt holders and the equity holders. Higher the ratio, more efficiently is the capital being employed by the company to generate returns.

$$\text{ROCE} = \text{Earning before interest and taxes} / \text{Capital Employed}$$

Decrease in current year is due to loss incurred by the Company in the current year.

### 11. Return on investment

Return on investment (ROI) is a financial ratio used to calculate the benefit an investor will receive in relation to their investment cost. The higher the ratio, the greater the benefit earned.

The Company has invested in its overseas subsidiaries for business expansion, thereby fueling further growth in new geographies. Hence, return on investment is not applicable for our Company.

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- i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii) The Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.
- iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company has not traded or invested in cryptocurrency transactions or virtual currency during the financial year
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (Intermediaries) with the understanding that the intermediary shall :
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### 36 Related Party Disclosures

#### a. Names of Related Parties and Nature of Relationship

Nature of Relationship*	For the year ended March 31, 2023	For the year ended March 31, 2022
Subsidiaries (Including Step-down Subsidiaries)	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)
	SecureKloud Technologies Inc, Canada	SecureKloud Technologies Inc, Canada
	Blockedge Technologies Inc (formerly 8K Miles Health Cloud Inc.)	Blockedge Technologies Inc (formerly 8K Miles Health Cloud Inc.)
	Mentor Minds Solutions & Services Inc.	Mentor Minds Solutions & Services Inc.
	NexAge Technologies USA Inc.	NexAge Technologies USA Inc.
	Healthcare Triangle Private Limited	Healthcare Triangle Private Limited
	Healthcare Triangle Inc	Healthcare Triangle Inc
	Devcool Inc	Devcool Inc
	-	Serj Solutions Inc.
Close member of the family of a Key Managerial Personnel	None	None
Entity which is controlled or jointly controlled by Key Managerial Personnel or his close member of the family	Sustainable Certification (India) Private Limited**	Sustainable Certification (India) Private Limited
	Sustainable Certification Pty Limited**	Sustainable Certification Pty Limited
	Air Lock India Private Limited**	Air Lock India Private Limited
	Sreyes Communetwork Private Limited**	Sreyes Communetwork Private Limited
	Sudesi Info Media Private Limited**	Sudesi Info Media Private Limited
	Sumridh Fintech India Private Limited	Sumridh Fintech India Private Limited
	Thinking Media Entertainment (India) Private Limited (Converted to LLP)	
Master Mentors Advisory Private Limited		

\*\* Until September 16, 2022



## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

Nature of Relationship*	For the year ended March 31, 2023	For the year ended March 31, 2022
Body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager	Netsavy Solutions Pte. Ltd, Singapore	Netsavy Solutions Pte. Ltd, Singapore
	Mentor Minds Solutions & Services Pte. Ltd, Singapore	Mentor Minds Solutions & Services Pte. Ltd, Singapore
	8K Miles Software Services Pte. Ltd, Singapore	8K Miles Software Services Pte. Ltd, Singapore
	Madi Street Pte. Ltd, Singapore	Madi Street Pte. Ltd, Singapore
	Geoidentity (India) Private Limited	International Chamber of GST Professionals
	Grey Matter Academics Private Limited	Fortune Training Services Private Limited
	Three Cube IT Lab Private Limited	
	Three Cube Managed Services & Solutions Private Limited	
	Anthem Capital Advisory Services LLP	
	Nlgic Support Services Private Limited	
	International Chamber of GST Professionals	
	Fortune Training Services Private Limited	
	Varthali Media Works Private Limited	
	Hindustan Chamber of Commerce	
	Academy of Radio Studies Private Limited	
	Nonlinear Innovations Private Limited	
Level Zero Media Craft LLP		

\* Related Party relationships are as identified by the Management.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Key Management Personnel of the Company and the Holding Company	Suresh Venkatachari, Chief Executive Officer <sup>1</sup>	Suresh Venkatachari, Chief Executive Officer
	Ravichandran S, Whole-time Director <sup>2</sup>	Ravichandran S, Director
	Thyagarajan R, Whole-time Director and Chief Financial Officer <sup>3</sup>	Thyagarajan R, Whole-time Director and Chief Financial Officer <sup>3</sup>
	Babita Singaram, Director <sup>4</sup>	Babita Singaram, Director
	Dinesh Raja Punniamurthy, Director <sup>5</sup>	Dinesh Raja Punniamurthy, Director
	Lakshmanan Kannappan, Director <sup>6</sup>	Lakshmanan Kannappan, Director
	Biju Chandran, Director	Biju Chandran, Director
	G Sri Vignesh, Company Secretary <sup>7</sup>	G Sri Vignesh, Company Secretary
	Roshini Selvakumar, Company Secretary <sup>8</sup>	Desikan Balaji, Independent Director
	Srinivas Mahankali, Whole-time Director and Chief Business Officer <sup>9</sup>	
	Balasubramanian V, Director <sup>10</sup>	
	V V Sampathkumar, Director <sup>11</sup>	
Vijayakumar M, Director <sup>12</sup>		

<sup>1</sup> Resigned as Director w.e.f August 04, 2022 and as chief executive officer w.e.f January 19, 2023

<sup>2</sup> Resigned with effect from September 16, 2022

<sup>3</sup> Appointed with effect from April 29, 2022

<sup>4</sup> Resigned with effect from May 29, 2023

<sup>5</sup> Resigned with effect from September 16, 2022

<sup>6</sup> Resigned with effect from April 29, 2022

<sup>7</sup> Resigned with effect from June 30, 2022

<sup>8</sup> Appointed with effect from July 1, 2022

<sup>9</sup> Appointed with effect from September 16, 2022

<sup>10</sup> Appointed with effect from September 16, 2022

<sup>11</sup> Appointed with effect from September 16, 2022

<sup>12</sup> Appointed with effect from August 8, 2022

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### c. Particulars of Material Transactions and Balances with Related Parties: (₹ in Lakhs)

Transactions during the Year	Related Party	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)	4,381.80	3,597.46
Revenue from operations	Blockedge Technologies Inc (Formerly 8K Miles Health Cloud Inc)	634.13	-
Revenue from operations	Sustainable Certification Pty Limited	3.37	7.74
Interest on loans	R S Ramani	262.77	494.38
Loan repaid	R S Ramani	990.89	1,110.47
Interest on loans	Suresh Venkatachari	-	1.23
Money received towards conversion of share warrants	Suresh Venkatachari	918.75	1,251.00
Loan repaid	Suresh Venkatachari	-	50.12
Reimbursement of Expenses	Thyagarajan R	-	1.52
Reimbursement of expenses incurred on behalf of the company	Thyagarajan R	98.66	24.44
Loan taken	Thyagarajan R	150.00	-
Loan repaid	Thyagarajan R	150.00	-
Reimbursement of Expenses	Ravichandran S	-	1.23
Reimbursement of expenses incurred on behalf of the company	Ravichandran S	3.83	14.44
Investment in subsidiary	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)	-	299.96

### Compensation of key management personnel (₹ in Lakhs)

Transactions during the Year	Related Party	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Short-term employee benefits</b>			
Remuneration (Refer Note (ii) & (iii) below)	Ravichandran S <sup>1</sup>	45.15	63.60
	Thyagarajan R <sup>2</sup>	109.00	85.85
	Srinvas Mahankali <sup>3</sup>	35.26	-
	G Sri Vignesh <sup>4</sup>	2.51	8.69
	Roshini Selvakumar <sup>5</sup>	7.67	-
<b>Others</b>			
Directors' sitting fees	Balasubramanian V	0.50	-
	Babita Singaram	0.50	0.25
	Biju Chandran	1.48	0.48
	V V Sampathkumar	0.60	-
	Vijayakumar M	0.45	-
	Dinesh Raja Punniamurthy	0.38	0.43

<sup>1</sup> Resigned with effect from September 16, 2022

<sup>2</sup> Appointed with effect from April 29, 2022

<sup>3</sup> Appointed with effect from September 16, 2022

<sup>4</sup> Resigned with effect from June 30, 2022

<sup>5</sup> Appointed with effect from July 1, 2022

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

### Balances at the Year End (Refer Note (iv) below)

(₹ in Lakhs)

Transactions during the Year	Related Party	For the year ended March 31, 2023	For the year ended March 31, 2022
Investment in Subsidiary (Refer Note 6)	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)	11,860.51	11,860.51
	Blockedge Technologies Inc (formerly 8K Miles Health Cloud Inc.)	1,014.91	1,014.91
	Mentor Minds Solutions & Services Inc.	1,150.12	1,150.12
	Heathcare Triangle Private Limited	1.00	1.00
Trade Receivable	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)	1,805.87	1,290.24
	Blockedge Technologies Inc (formerly 8K Miles Health Cloud Inc.)	147.89	
	Sustainable Certification Pty Limited	1.36	0.67
Other liabilities as at the Year End (Net)	R S Ramani	57.52	31.34
Other liabilities as at the Year End (Net)	Thyagarajan R *	-	3.91
Other liabilities as at the Year End (Net)	Ravichandran S *		0.28
Loans (Refer Note 16)	R S Ramani	3,137.61	4,128.50

\* Towards expenses incurred on behalf of the Company

#### Notes:

- (i) The Company accounts for costs incurred by / on behalf of the Related Parties based on the actual invoices / debit notes raised and accruals as confirmed by such related parties. The Related Parties have confirmed to the Management that as at March 31, 2023 and March 31, 2022, there are no further amounts payable to / receivable from them, other than as disclosed above. The Company incurs certain costs on behalf of other companies in the group. These costs have been allocated/recovered from the group companies on a basis mutually agreed to with the group companies.
- (ii) Excludes gratuity and compensated absences which cannot be separately identifiable from the composite amount advised by the actuary.
- (iii) The remuneration payable to key management personnel is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends.
- (iv) The amounts outstanding are unsecured and will be settled in cash. There have been no instances of amounts due to or due from related parties that have been written back or written off or otherwise provided for during the year.
- (v) The Company has provided Corporate Guarantee amounting to USD 5 million to Columbia Bank for loans taken by SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA), a subsidiary of the Company and USD 5 million to Seacoast Business Funding, a division of Seacoast National Bank against a Purchasing Agreement entered into by Healthcare Triangle Inc., USA, step down subsidiary of the Company.

### 37 Segment Reporting

The Company is engaged in Information and Technology Services. Based on the management approach as defined in Ind-AS 108 - Operating Segments, the senior management evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by the overall business / operating segment.

As the allocation of resources and profitability of the business is evaluated by the senior management on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly, the amounts appearing in these standalone financial statements relate to this operating segment.

#### Geographical Information:

The Company has operations within India as well as in other countries. The operations in United States of America constitute a major part of its operations. Management has reviewed the geographical areas vis-à-vis the risks and returns that encompass them. While arriving at this, management has reviewed the similarity of the economic and political conditions, relationships between operations in these geographical areas, proximity of operations, and special risks if any associated with operations in these areas.

## Notes

Forming Part of the Standalone Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Revenue from operations	
	For the year ended March 31, 2023	For the year ended March 31, 2022
United States of America	5,069.66	3,561.23
Middle East	-	36.23
Singapore	-	22.11
Australia	8.12	7.74
Ireland	25.38	-
United Kindom	7.93	-
India	819.62	795.71
<b>Total</b>	<b>5,930.71</b>	<b>4,423.02</b>

Fixed assets used in the Company's business have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. The Company believes that it is currently not practicable to provide segment disclosures relating to assets, liabilities and capital expenditure.

### 38 Additional Information to the Financial Statements

#### Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Based on and to the extent of information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), which has been relied upon by the Auditors, the relevant particulars are furnished below.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid to MSME suppliers	10.72	18.85
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-
The amount of interest paid along with the amounts of the payment made to the MSME suppliers beyond the appointed day	-	-
The amount of interest due and payable for the year (without adding the interest under MSME Act)	-	-
The amount of interest accrued and remaining unpaid as at the Balance sheet date	-	-

**Note:** Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

### 39 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. Accordingly, the Company has spent the below mentioned amount towards various activities as enumerated in the CSR Policy of the Company which covers promoting education, health and civic amenities etc.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Gross amount required to be spent by the Company during the year	-	1.86
Amount spent during the year	-	1.86
Amounts pending to be spent	-	-

Details related to spent / unspent obligations:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Contribution to Charitable Trust	-	1.86

40 The previous year figures have been reclassified/ regrouped to conform to the presentation of the current year. These reclassifications have no effect on the previously reported net loss/profit.

#### 41 Approval of Standalone Financial Statements

In connection with the preparation of the standalone financial statements for the year ended March 31, 2023, the Board of Directors have confirmed the propriety of the contracts / agreements entered into by / on behalf of the Company and the resultant revenue earned / expenses incurred arising out of the same after reviewing the levels of authorisation and the available documentary evidences and the overall control environment. Further, the Board of Directors have also reviewed the realizable value of all the current assets of the Company and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the standalone financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the standalone financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these standalone financial statements in its meeting held on May 29, 2023 in accordance with the provisions of Companies Act, 2013.

As per our report of even date.

For **K Gopal Rao & Co.,**  
Chartered Accountants  
FRN:000956S

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

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGVFED1724  
Place : Chennai  
Date: May 29, 2023

Place : Chennai  
Date: May 29, 2023

# **Consolidated Financial Statements**

## Independent Auditor's Report

To The Members of SecureKloud Technologies Limited  
(Formerly known as 8K Miles Software Services Limited)

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

#### Opinion

We have audited the accompanying consolidated financial statements of SecureKloud Technologies Limited (Formerly known as 8K Miles Software Services Limited) ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023 and their consolidated loss, their consolidated total comprehensive income, their consolidated changes in equity and their 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 ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were the most significant in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there were no significant matters to be communicated in our report as key audit matters.

#### Information Other than the 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone 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 communicate the matter to those charged with governance. We have nothing to report in this regard.

#### Management's Responsibilities for the Consolidated 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 and presentation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible

for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- a) 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 controls.
- b) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 and on the basis of the annual operating plan for financial year 2023-24 approved by your Board of Directors. However, future events or conditions may cause the Group to cease to continue as a going concern.
- e) 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.
- f) Obtain sufficient appropriate audit evidence regarding the financial information of the 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 statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing



of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

**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 statements 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 including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representations received from the directors of the Company as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in note 29 to the consolidated financial statements
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2023.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary companies incorporated in India ("Ultimate Beneficiaries") or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv)(a) and (iv)(b) contain any material mis-statement.
- v. The Company has not declared/ paid dividends during the year and hence the provisions of section 123 of the Act are not applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent and its subsidiaries which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor’s Report) Order, 2020 ( “the Order”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the CARO reports of the said companies included in the consolidated financial statements.
3. The Group has incurred cash losses amounting to INR 7,652 lakhs during the year ended March 31, 2023 (INR 8,677 lakhs during the year ended March 31, 2022). Our opinion is not modified in this matter.

**For K Gopal Rao & Co**  
**Chartered Accountants**  
 Firm Registration No. 000956S

**CA Gopal Krishna Raju**  
**Partner**  
 Membership No. 205929  
 UDIN: 23205929BGVFER7028

Place : Chennai  
 Date: May 29, 2023

## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of SecureKloud Technologies Limited (formerly known as 8K Miles Software Services Limited) of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of SecureKloud Technologies Limited (formerly known as 8K Miles Software Services Limited) (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

#### Management’s Responsibility for Internal Financial Controls

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

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the 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 over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

#### Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company, its subsidiary companies, which are incorporated in India, have maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For K Gopal Rao & Co**  
**Chartered Accountants**  
Firm Registration No. 000956S

**CA Gopal Krishna Raju**  
**Partner**  
Membership No. 205929  
UDIN: 23205929BGVFER7028

Place : Chennai  
Date: May 29, 2023

## Consolidated Balance Sheet

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>A ASSETS</b>			
<b>I Non-current assets</b>			
Property, plant and equipment	4	335.92	337.33
Right-of-use assets	5	401.97	556.45
Goodwill	7	13,800.51	13,800.51
Other intangible assets	6	5,656.15	6,590.63
Financial assets			
Other financial assets	8	124.64	123.47
Deferred tax assets (net)	9	84.28	89.01
Non-current tax assets	10	2.95	4.27
<b>Total non-current assets</b>		<b>20,406.42</b>	<b>21,501.67</b>
<b>II Current assets</b>			
Financial assets			
Trade receivables	11	6,652.52	6,682.03
Cash and cash equivalents	13	494.15	1,575.62
Other financial assets	8	294.36	837.35
Current tax assets (net)	10	273.50	240.37
Other current assets	12	641.70	413.84
<b>Total current assets</b>		<b>8,356.23</b>	<b>9,749.21</b>
<b>Total assets (I+II)</b>		<b>28,762.65</b>	<b>31,250.88</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>III Equity</b>			
Equity share capital	14	1,670.53	1,609.28
Other equity	15	496.78	3,529.80
<b>Total equity attributable to equity holders of the Company</b>		<b>2,167.31</b>	<b>5,139.08</b>
Non Controlling Interest	15	4,578.02	5,591.30
<b>Total equity</b>		<b>6,745.33</b>	<b>10,730.38</b>
<b>IV Non-current liabilities</b>			
Financial liabilities			
Borrowings	16	3,729.90	4,826.98
Lease liabilities	17	288.25	426.15
Provisions	18	201.51	157.22
<b>Total non-current liabilities</b>		<b>4,219.66</b>	<b>5,410.35</b>

## Consolidated Balance Sheet (Cont.)

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>V Current liabilities</b>			
Financial liabilities			
Borrowings	16	6,888.95	5,883.85
Lease liabilities	17	137.89	125.85
Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	20	10.72	18.85
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		4,344.05	3,781.09
Other financial liabilities	21	6,079.61	4,939.05
Other current liabilities	19	275.90	289.45
Provisions	18	60.54	72.01
<b>Total current liabilities</b>		<b>17,797.66</b>	<b>15,110.15</b>
<b>Total equity and liabilities (III+IV+V)</b>		<b>28,762.65</b>	<b>31,250.88</b>

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.,**  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGFVED1724

Place : Chennai

Date: May 29, 2023

Place : Chennai

Date: May 29, 2023

## Consolidated Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I Revenue from operations	22	45,843.59	37,940.18
II Other income	23	206.81	102.62
<b>III Total income (I+II)</b>		<b>46,050.40</b>	<b>38,042.80</b>
<b>IV Expenses</b>			
Employee benefits expense	24	39,963.83	33,777.42
Finance costs	25	1,031.56	1,195.52
Depreciation and amortisation expense	4-6	1,798.30	1,140.89
Other expenses	26	13,183.50	12,454.53
<b>Total expenses</b>		<b>55,977.19</b>	<b>48,568.36</b>
<b>V Profit/(loss) before exceptional item and tax (III-IV)</b>		<b>(9,926.79)</b>	<b>(10,525.56)</b>
VI Exceptional item		-	-
<b>VII Profit/(loss) before tax (III-IV)</b>		<b>(9,926.79)</b>	<b>(10,525.56)</b>
<b>VIII Income tax expense</b>			
(a) Current tax		<b>(46.66)</b>	<b>29.06</b>
(b) Tax relating to earlier periods		-	<b>97.84</b>
(c) Deferred tax		(4.61)	(860.87)
		<b>(51.27)</b>	<b>(733.97)</b>
<b>IX Profit/(loss) for the year (VII-VIII)</b>		<b>(9,875.52)</b>	<b>(9,791.59)</b>
<b>X Other comprehensive income/ (loss)</b>			
Items that will not be reclassified to profit or loss:			
(a) Remeasurements of the defined benefit plans	31	(0.12)	(25.00)
(b) Income tax relating to items that will not be reclassified to profit or loss	31	-	(1.67)
<b>Total other comprehensive income</b>		<b>(0.12)</b>	<b>(26.67)</b>
<b>XI Total comprehensive income for the year (IX+X)</b>		<b>(9,875.64)</b>	<b>(9,818.26)</b>
<b>Profit/(loss) attributable to:</b>			
Owners of the company		(4,858.80)	(6,626.08)
Non controlling Interest		(5,016.72)	(3,165.51)
<b>Other comprehensive income attributable to:</b>			
Owners of the company		(0.12)	(26.67)
Non controlling Interest		-	-
<b>Total comprehensive income attributable to:</b>			
Owners of the company		(4,858.92)	(6,652.75)
Non controlling Interest		(5,016.72)	(3,165.51)
<b>XII Earnings per equity share [Face value of INR 5 each]</b>			
(a) Basic	27	(14.62)	(21.36)
(b) Diluted	27	(14.54)	(18.92)

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.**,  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGVFED1724  
Place : Chennai  
Date: May 29, 2023

Place : Chennai  
Date: May 29, 2023

## Consolidated Cash Flow Statement

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I. Cash flow from operating activities</b>			
Loss for the year		(9,875.52)	(9,791.59)
<i>Adjustments for:</i>			
Income tax expense recognised in the statement of profit and loss		(51.27)	(733.97)
Finance cost recognised in statement of profit and loss	25	1,031.56	1,195.52
Share warrant expenses	26	-	41.17
Depreciation and amortisation expense	4-6	1,798.30	1,140.89
Share based payment expense at subsidiary		165.77	728.45
Allowance for expected credit losses	26	186.11	245.80
Net unrealised exchange (gain)/ loss		(0.87)	(14.49)
Loss/ (gain) on sale of property, plant and equipment (net)	26	(0.85)	12.53
<b>Operating loss before working capital and other changes</b>		<b>(6,746.77)</b>	<b>(7,175.69)</b>
<i>Adjustments for (increase)/decrease in operating assets:</i>			
Trade receivables	11	29.51	(1,166.78)
Other non current financial assets	8	(1.17)	(13.14)
Other non current assets	12	-	74.17
Other current financial assets	8	542.99	86.79
Other current assets	12	(227.86)	(24.51)
<i>Adjustments for increase/(decrease) in operating liabilities:</i>			
	20	554.83	103.27
Other non current liabilities	19	-	-
Non current provisions	18	44.29	52.30
Current provisions	18	(11.47)	29.90
Other current financial liabilities	21	981.24	2,472.69
Other current liabilities	19	(13.55)	(1,233.54)
<b>Cash generated from operations</b>		<b>(4,847.96)</b>	<b>(6,794.54)</b>
Net Income Tax paid (including interest paid there on)		14.85	(107.12)
<b>Net cash flow from operating activities (A)</b>		<b>(4,833.11)</b>	<b>(6,901.66)</b>
<b>II. Cash flow from investing activities</b>			
Capital expenditure on property, plant and equipment	4	(157.95)	(321.18)
Proceeds from sale of property, plant and equipment	4	-	-
Consideration paid for purchase of DevCool Inc		-	(3,395.33)
Interest Received on fixed deposits	23	15.79	1.87
<b>Net cash flow used in investing activities (B)</b>		<b>(142.16)</b>	<b>(3,714.64)</b>



## Consolidated Cash Flow Statement (Cont.)

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>III. Cash flow from financing activities</b>			
IPO proceeds from issue of shares by Healthcare Triangle Inc.		-	9,855.35
Net proceeds from preferential issue of shares by Healthcare Triangle Inc.		4,666.97	-
Buyback of shares by Healthcare Triangle Inc.		(113.88)	-
Proceeds from issue of equity shares/ warrants (including premium)	13-14	918.75	1,251.00
Borrowings taken during the year	16	2,929.99	148.00
Borrowings (including lease liabilities) repaid during the year	16	(3,637.55)	(2,808.03)
Finance costs	25	(989.53)	(1,181.38)
<b>Net cash flow from financing activities (C)</b>		<b>3,774.75</b>	<b>7,264.94</b>
<b>Effect of foreign currency translation adjustment (D)</b>		<b>119.05</b>	<b>221.14</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A) + (B) + (C) + (D)</b>		<b>(1,081.47)</b>	<b>(3,130.22)</b>
Cash and cash equivalents at the beginning of the year		1,575.62	3,447.93
Cash and cash equivalents taken over on acquisition of controlling interest in DevCool Inc		-	1,257.91
<b>Cash and cash equivalents at the end of the year</b>		<b>494.15</b>	<b>1,575.62</b>

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.,**

Chartered Accountants

FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**

Whole-time Director and Chief Financial Officer

DIN: 00942326

**Biju Chandran**

Independent Director

DIN: 06540000

**CA Gopal Krishna Raju**

Partner

Membership No. 205929

**Roshini Selvakumar**

Company Secretary

UDIN: 23205929BGFVED1724

Place : Chennai

Date: May 29, 2023

Place : Chennai

Date: May 29, 2023

## Statement of Changes in Equity

### A. Equity share capital (refer note 14)

For the year ended March 31, 2023

Particulars	No. of Shares	₹ in lakhs
<b>Equity shares of INR 5 each issued, subscribed and fully paid</b>		
<b>Balance as at April 01, 2022</b>	3,05,17,605	1,609.28
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2022	3,05,17,605	1,609.28
Issue of share capital (by conversion of warrants - note 15)	12,25,000	61.25
<b>Balance as at March 31, 2023</b>	<b>3,17,42,605</b>	<b>1,670.53</b>

For the year ended March 31, 2022

Particulars	No. of Shares	₹ in lakhs
<b>Equity shares of INR 5 each issued, subscribed and fully paid</b>		
<b>Balance as at April 1, 2021</b>	3,05,17,605	1,525.88
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2021	3,05,17,605	1,525.88
Issue of share capital (by conversion of warrants - note 15)	16,68,000	83.40
<b>Balance as at March 31, 2022</b>	<b>3,21,85,605</b>	<b>1,609.28</b>

### B. Other Equity (refer note 15)

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income		Total equity attributable to equity holders of the company	Non controlling interest	Total other equity
	Securities premium	General reserve	Retained earnings	Money received against warrants	Capital reserve	Foreign currency translation reserve			
<b>For the year ended March 31, 2023</b>									
<b>Balance as at April 01, 2022</b>	7,704.29	210.03	(7,700.88)	708.00	1,312.52	1,314.19	(18.35)	5,591.30	9,121.10
Profit/(loss) for the year	-	-	(4,858.80)	-	-	-	-	(5,016.72)	(9,875.52)
Other Comprehensive Income	-	-	-	-	-	(0.12)	(0.12)	-	(0.12)
Exchange differences on translation of foreign operations	-	-	-	-	284.89	-	-	284.89	284.89
Premium on shares issued during the year	1,163.74	-	-	-	-	-	-	1,163.74	1,163.74

## Statement of Changes in Equity (Cont.)

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income		Total equity attributable to equity holders of the company	Non controlling interest	Total other equity
	Securities premium	General reserve	Retained earnings	Money received against warrants	Capital reserve	Foreign currency translation reserve			
Profits attributable to controlling interest on change of shareholding at subsidiary	-	-	683.52	-	-	-	683.52	-	683.52
Allotment of shares on conversion of warrants	-	-	-	(306.25)	-	-	(306.25)	-	(306.25)
Transfer to Capital Reserve	-	-	-	(401.75)	401.75	-	-	-	-
Changes in shareholding pattern	-	-	-	-	-	-	-	4,003.44	4,003.44
Share based payment reserve at subsidiary	-	-	-	-	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>1,163.74</b>	<b>-</b>	<b>(4,175.28)</b>	<b>(708.00)</b>	<b>401.75</b>	<b>284.89</b>	<b>(3,033.02)</b>	<b>(1,013.28)</b>	<b>(4,046.30)</b>
<b>Balance as at March 31, 2023</b>	<b>8,868.03</b>	<b>210.03</b>	<b>(11,876.16)</b>	<b>-</b>	<b>1,714.27</b>	<b>1,599.08</b>	<b>496.78</b>	<b>4,578.02</b>	<b>5,074.80</b>

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income		Total equity attributable to equity holders of the company	Non controlling interest	Total other equity
	Securities premium	General reserve	Retained earnings	Money received against warrants	Capital reserve	Foreign currency translation reserve			
<b>For the year ended March 31, 2022</b>									
<b>Balance as at April 01, 2022</b>	<b>6,119.69</b>	<b>210.03</b>	<b>(7,604.02)</b>	<b>1,125.00</b>	<b>1,312.52</b>	<b>991.87</b>	<b>2,163.41</b>	<b>408.02</b>	<b>2,571.43</b>
Profit/(loss) for the year	-	-	(6,626.08)	-	-	-	(6,626.08)	(3,165.51)	(9,791.59)
Other Comprehensive Income	-	-	-	-	-	-	(26.67)	-	(26.67)
Exchange differences on translation of foreign operations	-	-	-	-	-	322.32	322.32	-	322.32
Premium on shares issued during the year	1,584.60	-	-	-	-	-	1,584.60	-	1,584.60
Profits attributable to controlling interest on change of shareholding at subsidiary	-	-	6,529.22	-	-	-	6,529.22	-	6,529.22

## Statement of Changes in Equity (Cont.)

Particulars	Reserves and Surplus				Other Comprehensive Income			Total equity attributable to equity holders of the company	Non controlling interest	Total other equity
	Securities premium	General reserve	Retained earnings	Money received against warrants	Capital reserve	Foreign currency translation reserve	Other components of comprehensive income			
Allotment of shares on conversion of warrants	-	-	-	(417.00)	-	-	-	(417.00)	-	(417.00)
Changes in shareholding pattern	-	-	-	-	-	-	-	-	7,620.34	7,620.34
Share based payment reserve at subsidiary	-	-	-	-	-	-	-	-	728.45	728.45
<b>Total Comprehensive Income for the year</b>	<b>1,584.60</b>	<b>-</b>	<b>(96.86)</b>	<b>(417.00)</b>	<b>-</b>	<b>322.32</b>	<b>(26.67)</b>	<b>1,366.39</b>	<b>5,183.28</b>	<b>6,549.67</b>
<b>Balance as at March 31, 2022</b>	<b>7,704.29</b>	<b>210.03</b>	<b>(7,700.88)</b>	<b>708.00</b>	<b>1,312.52</b>	<b>1,314.19</b>	<b>(18.35)</b>	<b>3,529.80</b>	<b>5,591.30</b>	<b>9,121.10</b>

The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date.

For **K Gopal Rao & Co.**,  
Chartered Accountants  
FRN:000956S

For and on behalf of the Board of Directors

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGGVFED1724

Place : Chennai

Date: May 29, 2023

Place : Chennai

Date: May 29, 2023

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 1 Corporate information

SecureKloud Technologies Limited (“SecureKloud” or “the Company”) was incorporated originally in the year 1985. The Company was formerly known as 8K Miles Software Services Limited and was subsequently renamed as SecureKloud Technologies Limited on January 06, 2021. The Company is a public limited company having its shares listed in BSE Limited and National Stock Exchange of India Limited in India. The Company, together with its subsidiaries is hereinafter referred to as “the Group”.

The Group is a Market Leader of Enterprise Cloud Transformation in the Highly Regulated Industries with stringent Cloud Security & Compliance requirements. The Group helps companies with a combination of products, frameworks and services, designed to solve problems around Blockchain, Cloud, Enterprise Security, Decision Engineering and Managed Services.

### 2 Significant accounting policies

#### 2.1 Basis of preparation and presentation

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable.

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- (i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- (ii) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 inputs are unobservable inputs for the asset or liability.

#### 2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group as at March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

The financial statements of subsidiaries are consolidated on a line by line basis. All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

S No	Name of the subsidiary	Country of incorporation	Relationship	Effective ownership as at March 31, 2023	Effective ownership as at March 31, 2022
1.	SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc)	USA	Subsidiary	60.70%	65.18%
2.	Blockedge Technologies Inc., USA (8K Miles Health Cloud Inc)	USA	Subsidiary	100%	100%
3.	Mentor Minds Solutions & Services Inc., USA	USA	Subsidiary	100%	100%
4.	Healthcare Triangle Private Limited	India	Subsidiary	99.99%	99.99%
5.	Healthcare Triangle Inc., USA	USA	Step down Subsidiary	59.82% Subsidiary of SecureKloud Technologies Inc., USA	71.76% Subsidiary of SecureKloud Technologies Inc., USA
6.	Devcool Inc., USA*	USA	Step down Subsidiary	100% Subsidiary of Healthcare Triangle Inc., USA	100% Subsidiary of Healthcare Triangle Inc., USA
7.	SecureKloud Technologies Inc, Canada	Canada	Step down Subsidiary	100% Subsidiary of SecureKloud Technologies Inc., USA	100% Subsidiary of SecureKloud Technologies Inc., USA
8.	Serj Solutions Inc., USA	USA	Step down Subsidiary	100% Subsidiary of SecureKloud Technologies Inc., USA	100% Subsidiary of SecureKloud Technologies Inc., USA
9.	Nexage Technologies USA Inc.,	USA	Step down Subsidiary	100% Subsidiary of SecureKloud Technologies Inc., USA	100% Subsidiary of SecureKloud Technologies Inc., USA

\* Date of acquisition : November 01, 2021

### 2.3 Use of estimates

The preparation of the consolidated financial statements requires the Management to make estimates, judgements and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the consolidated financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful debts/advances, provision for employee benefits, useful lives of fixed assets, provision for taxation, provision for contingencies etc. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the year in which the estimate is revised and/or in future years, as applicable.

### 2.4 Cash and cash equivalents (for purposes of cash flow statement)

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

### 2.6 (i) Property, plant and equipment ("PPE")

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss (if any). The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates and includes taxes, duties, freight, incidental expenses related to the acquisition and installation of the assets concerned and is net of Goods and Services Tax (GST), wherever the credit is availed. Borrowing costs paid during the period of construction in respect of borrowed funds pertaining to construction/acquisition of qualifying property, plant and equipment is adjusted to the carrying cost of the underlying property, plant and equipment.

Any part or components of property, plant and equipment which are separately identifiable and expected to have a useful life which is different from that of the main assets are capitalised separately, based on the technical assessment of the Group's management.

Cost of modifications that enhance the operating performance or extend the useful life of property, plant and equipment are also capitalised, where there is a certainty of deriving future economic benefits from the use of such assets.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as "Capital advances" under other non current assets and cost of property, plant and equipment not ready to use before such date are disclosed under "Capital Work- in- Progress".

#### Derecognition of property, plant and equipment

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Profit and Loss.

### 2.6 (ii) Intangible assets

#### **Intangible assets acquired separately**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

#### **Intangible assets acquired in a business combination**

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

#### **Derecognition of intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### **Research and development**

The Group continues to enhance its existing platform solutions through continuous commitment to research and development and its ability to rapidly introduce new applications, technologies, features and functionality. The Group focus its efforts on developing new solutions functionality, applications and core technologies and further enhancing the usability, functionality, reliability, performance and flexibility of existing solutions and applications. Expenditure on all research and development activities is recognized as an expense in the period in which it is incurred.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 2.6 (iii) Depreciation and amortisation

Depreciation on property, plant and equipment is provided using straight line method, from the month of capitalization over the period of use of the assets and Intangible assets are amortized using straight line method over their respective individual estimated useful lives as determined by the Group's management, assessed as below:

Asset category	Useful Life
Furniture and fixtures	10 Years
Computers and accessories	3 Years
Office equipment	5 Years
Motor vehicles	8 Years
Computer software	5 Years
Tradenname	10 Years
Non-compete agreement	5 Years
Customers relationships	10 Years

Individual assets costing INR 15,000 or less are fully depreciated in the year of acquisition.

Refer note 2.14 for accounting policy relating to depreciation of ROU assets.

### 2.7 Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets or cash generating units to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, or whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the consolidated statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

### 2.8 Revenue recognition

Revenue from operations primarily comprises of income from Information Technology Enabled Services which is measured at the fair value of the consideration received or receivable. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those services. Service income exclude Goods and Service Tax (GST) and are net of trade/volume discounts, where applicable.

Arrangements with customers for information technology enabled services are either on a fixed price, fixed-time contracts or on a time and material basis.



## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

Revenue on time and material contracts is recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue. Revenue from fixed price, fixed-time contracts where performance obligations are satisfied over a period of time and where there is no uncertainty as to the measurement or collectability of consideration, is recognized as per the percentage of completion method. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts have been used to measure progress towards completion as there is a direct relationship between input and productivity.

In arrangements for Information Technology Enabled Services and maintenance services, the Group has applied the guidance in Ind AS 115, Revenue from Contracts with customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering Information Technology and related services as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price.

Revenues in excess of invoicing are classified as unbilled revenue while invoicing in excess of revenues are classified as unearned revenue. A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract modifications are accounted when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price.

### Dividends

Dividend income from investments is recognised when the shareholder's right to receive the payment has been established, provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

### Interest income

Interest income from a financial asset is recognised when it is probable that economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

## 2.9 Foreign currency transactions

The Group's financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

### Initial recognition:

On 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, non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

### Treatment of exchange differences:

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate and exchange differences on restatement of all monetary items are recognized in the Consolidated Statement of Profit and Loss.

## 2.10 Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses, the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognized as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable.

### 2.11 Financial instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Consolidated Statement of Profit and Loss.

#### 2.11.1 Financial assets

##### (i) Recognition and initial measurement

The Group initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Group becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

##### (ii) Classification of financial assets

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy in financial assets measured at amortised cost, refer note 2.11.1 (v)

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognized at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

For the impairment policy in financial assets measured at amortised cost, refer note 2.11.1 (v) All other financial assets are subsequently measured at fair value.

##### (iii) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

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Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item.

### (iv) Financial assets at fair value through profit or loss (FVTPL)

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### (v) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

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Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### (vi) Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### (vii) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in the Consolidated Statement of Profit and Loss except for those which are designated as hedging instruments in a hedging relationship.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

## 2.11.2 Financial liabilities and equity instruments

### (i) Classification as debt or equity

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### (ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

### (iii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

### (iv) Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

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Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a Group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Consolidated Statement of Profit and Loss.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

### (v) Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### (vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified parties fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by an entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

### (vii) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

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### (viii) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 2.12 Employee benefits

#### (i) Defined contribution plan

- a. The Company in India makes contributions to Provident Fund, Employee State Insurance, National Pension System etc. for eligible employees, which is a defined contribution plan, and contribution paid or payable is recognized as an expense in the period in which it falls due.
- b. Social Security Plan: The Group has no further obligations beyond its contributions. Employer Contributions made to a social security plan, e.g., Provident Fund and Pension Funds, which is a defined contribution scheme, are charged to the Consolidated Statement of Profit and Loss in the year in which the services are rendered by the employees.

#### (ii) Defined benefit plan

The Company in India provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liability for the Gratuity Plan is determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. As these liabilities are relatively long term in nature, the actuarial assumptions take in account the requirements of the relevant Ind AS coupled with a long term view of the underlying variables/trends, wherever required.

Service cost and net interest cost on the defined benefit liabilities/assets are recognized in the consolidated statement of profit and loss as employee benefit expense and finance costs respectively. Gains and losses on remeasurement of defined benefits liabilities/plan assets arising from changes in actuarial assumptions and experience adjustments are recognised in the other comprehensive income and are included in retained earnings in the balance sheet.

Long term employee benefits such as compensated absences and long service awards are charged to consolidated statement of profit and loss on the basis of an actuarial valuation carried out by an independent actuary as at the year-end. Actuarial gains and losses are recognised in full in the statement of profit and loss during the year in which they occur.

#### (iii) Other employee benefits

Short term employee benefits including performance incentives, are charged to consolidated statement of profit and loss on an undiscounted, accrual basis in the period in which it falls due.

### 2.13 Share based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

### 2.14 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of

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a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### Right of use assets (ROU assets)

At the lease commencement date, the ROU asset is measured at cost. ROU assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of the ROU assets comprises of:

- (i) the initial lease liability
- (ii) any prepaid lease payments less any incentives received
- (iii) initial direct costs incurred in establishing the lease and
- (iv) an estimate of costs to be incurred by the lessee in dismantling the underlying asset as required by the law.

ROU assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The ROU assets are also subject to impairment.

### Lease liability

- (i) At the lease commencement date, the lease liability is measured at the present value of the minimum lease payments outstanding as at the date, plus payments under any options that the lessee is reasonably certain to exercise. Lease liability is measured at amortised cost using the effective interest method.
- (ii) Lease term used to calculate the lease liability is determined based on an economic analysis of early termination, extension or other options included in the lease arrangement.
- (iii) lease payments are discounted using the rate implicit in the lease, if this can be clearly determined or incremental borrowing cost.
- (iv) The carrying amount of the lease liability is subsequently increased by the interest due on the lease liability and reduced by the lease payments.
- (v) Lease liability is disclosed under financial liabilities.

### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

## 2.15 Earnings per share

Basic earnings per share is computed by dividing the net profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit/(loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 2.16 Taxation

#### Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period in the countries where the Group operates and generates taxable income.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

#### MAT Credit Entitlement

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognized as an asset, in accordance with the provisions contained in the Guidance Note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of credit to the consolidated statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

#### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

### 2.17 Provisions and contingencies

#### Provisions

Provisions are recognized when the Group has a present obligation (legal/constructive) as a result of past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of receivable can be measured reliably.



## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Contingent liability

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Group or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the consolidated financial statements since this may result in the recognition of income that may never be realized.

### **2.18 Segment reporting**

Operating segments reflect the Group's management structure and the way the financial information is regularly reviewed by the Group's senior management. The Group considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/(loss) amounts are evaluated regularly by the Senior Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue, where applicable, is accounted on the basis of transactions which are primarily determined based on market/fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

### **2.19 Business combinations**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as good will. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve. The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

### **2.20 Goods and services tax input credit**

Goods and services tax input credit is accounted for in the books during the period when the underlying service received is accounted and when there is no uncertainty in availing/utilizing the credits.

### **2.21 Insurance claims**

Insurance claims are accrued for on the basis of claims admitted/expected to be admitted and to the extent there is no uncertainty in receiving the claims.

### **2.22 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 2.23 Operating cycle

Based on the nature of services of the Group, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### 3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 2, the directors of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if revision affects both current and future periods.

The following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies:

- Useful lives of Property, plant and equipment and intangible assets
- Evaluation of Impairment indicators and assessment of recoverable value
- Provision for taxation
- Provision for disputed matters
- Provision for employee benefits
- Allowance for Expected Credit Loss
- Fair Valuation of financial assets and liabilities
- Leases

#### Determination of functional and presentation currency:

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates (i.e. the "functional currency"). The consolidated financial statements are presented in Indian Rupees (INR), the national currency of India, which is the functional currency of the Group. All the financial information have been presented in Indian Rupees unless otherwise stated.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 4 Property, plant and equipment

(₹ in Lakhs)

Particulars	Furniture and fixtures	Computers and accessories	Office equipment	Vehicles	Leasehold improvements	Total
<b>I. Gross carrying value</b>						
<b>As at April 1, 2021</b>	<b>1,495.27</b>	<b>592.69</b>	<b>260.05</b>	<b>15.68</b>	<b>-</b>	<b>2,363.69</b>
Additions	112.23	137.45	-	-	71.50	321.18
Disposals	(88.81)	-	(3.01)	-	-	(91.82)
Effect of foreign currency exchange difference	45.61	13.61	7.88	-	-	67.10
<b>As at March 31, 2022</b>	<b>1,564.30</b>	<b>743.75</b>	<b>264.92</b>	<b>15.68</b>	<b>71.50</b>	<b>2,660.15</b>
<b>As at April 1, 2022</b>						
<b>As at April 1, 2022</b>	<b>1,564.30</b>	<b>743.75</b>	<b>264.92</b>	<b>15.68</b>	<b>71.50</b>	<b>2,660.15</b>
Additions	24.51	130.94	-	-	2.50	157.95
Disposals	-	-	-	(15.68)	-	(15.68)
Effect of foreign currency exchange difference	134.93	39.55	22.85	-	-	197.33
<b>As at March 31, 2023</b>	<b>1,723.74</b>	<b>914.24</b>	<b>287.77</b>	<b>-</b>	<b>74.00</b>	<b>2,999.75</b>
<b>II. Accumulated depreciation and impairment</b>						
<b>As at April 1, 2021</b>	<b>1,424.30</b>	<b>521.94</b>	<b>224.88</b>	<b>15.68</b>	<b>-</b>	<b>2,186.80</b>
Charge for the year	69.63	50.19	25.91	-	5.04	150.77
Disposals	(77.03)	-	(2.26)	-	-	(79.29)
Effect of foreign currency exchange difference	43.70	13.58	7.26	-	-	64.54
<b>As at March 31, 2022</b>	<b>1,460.60</b>	<b>585.71</b>	<b>255.79</b>	<b>15.68</b>	<b>5.04</b>	<b>2,322.82</b>
<b>As at April 1, 2022</b>						
<b>As at April 1, 2022</b>	<b>1,460.60</b>	<b>585.71</b>	<b>255.79</b>	<b>15.68</b>	<b>5.04</b>	<b>2,322.82</b>
Charge for the year	38.47	99.89	8.75	-	18.52	165.63
Disposals	-	-	-	(15.68)	-	(15.68)
Effect of foreign currency exchange difference	129.27	39.43	22.36	-	-	191.06
<b>As at March 31, 2023</b>	<b>1,628.34</b>	<b>725.03</b>	<b>286.90</b>	<b>-</b>	<b>23.56</b>	<b>2,663.83</b>
<b>Net carrying value as at March 31, 2023 (I-II)</b>	<b>95.40</b>	<b>189.21</b>	<b>0.87</b>	<b>-</b>	<b>50.44</b>	<b>335.92</b>
<b>Net carrying value as at March 31, 2022 (I-II)</b>	<b>103.70</b>	<b>158.04</b>	<b>9.13</b>	<b>-</b>	<b>66.46</b>	<b>337.33</b>

### 5 Right-of-use assets

The changes in the carrying value of right-of-use assets for the year ended March 31, 2022 and March 31, 2023 are as follows:

(₹ in Lakhs)

Particulars	Vehicles	Building lease	Total
<b>I. Gross carrying value</b>			
<b>As at April 1, 2021</b>	<b>49.08</b>	<b>-</b>	<b>49.08</b>
Additions	-	568.83	568.83
Disposals during the year	-	-	-
<b>As at March 31, 2022</b>	<b>49.08</b>	<b>568.83</b>	<b>617.91</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Vehicles	Building lease	Total
<b>As at April 1, 2022</b>	49.08	568.83	617.91
Additions	-	-	-
Disposals during the year	-	-	-
<b>As at March 31, 2023</b>	<b>49.08</b>	<b>568.83</b>	<b>617.91</b>
<b>II. Accumulated depreciation</b>			
<b>As at April 1, 2021</b>	<b>1.79</b>	-	<b>1.79</b>
Charge for the year	12.27	47.40	59.67
Disposals during the year	-	-	-
<b>As at March 31, 2022</b>	<b>14.06</b>	<b>47.40</b>	<b>61.46</b>
<b>As at April 1, 2022</b>	14.06	47.40	61.46
Charge for the year	12.27	142.21	154.48
Disposals during the year	-	-	-
<b>As at March 31, 2023</b>	<b>26.33</b>	<b>189.61</b>	<b>215.94</b>
<b>Net carrying value as at March 31, 2023 (I-II)</b>	<b>22.75</b>	<b>379.22</b>	<b>401.97</b>
<b>Net carrying value as at March 31, 2022 (I-II)</b>	<b>35.02</b>	<b>521.43</b>	<b>556.45</b>

### 6 Other intangible assets

(₹ in Lakhs)

Particulars	Software	Patents	Tradename	Non-compete agreement	Customers relationships	Total
<b>I. Gross carrying value</b>						
<b>As at April 1, 2021</b>	450.45	451.22	844.05	410.31	3,829.96	5,985.99
Additions	-	-	-	-	4,544.60	4,544.60
Disposals	-	-	-	-	-	-
Effect of foreign currency exchange difference	14.09	16.07	26.40	12.83	117.82	187.21
<b>As at March 31, 2022</b>	<b>464.54</b>	<b>467.29</b>	<b>870.45</b>	<b>423.14</b>	<b>8,492.38</b>	<b>10,717.80</b>
<b>As at April 1, 2022</b>	464.54	467.29	870.45	423.14	8,492.38	10,717.80
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Effect of foreign currency exchange difference	-	46.58	76.53	37.20	741.11	901.42
<b>As at March 31, 2023</b>	<b>464.54</b>	<b>513.87</b>	<b>946.98</b>	<b>460.34</b>	<b>9,233.49</b>	<b>11,619.22</b>
<b>II. Accumulated depreciation and impairment</b>						
<b>As at April 1, 2021</b>	450.45	451.22	330.57	321.43	1,537.91	3,091.58
Charge for the year	-	-	85.73	83.35	761.37	930.45
Disposals / Adjustments during the year	-	-	-	-	-	-
Effect of foreign currency exchange difference	14.09	16.07	11.65	11.33	52.00	105.14
<b>As at March 31, 2022</b>	<b>464.54</b>	<b>467.29</b>	<b>427.95</b>	<b>416.11</b>	<b>2,351.28</b>	<b>4,127.17</b>
<b>As at April 1, 2022</b>	464.54	467.29	427.95	416.11	2,351.28	4,127.17
Charge for the year	-	-	92.47	7.50	1,378.24	1,478.21
Disposals / Adjustments during the year	-	-	-	-	-	-

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	Software	Patents	Tradename	Non-compete agreement	Customers relationships	Total
Effect of foreign currency exchange difference	-	46.58	39.88	36.73	234.50	357.69
<b>As at March 31, 2023</b>	<b>464.54</b>	<b>513.87</b>	<b>560.30</b>	<b>460.34</b>	<b>3,964.02</b>	<b>5,963.07</b>
<b>Net carrying value as at March 31, 2023 (I-II)</b>	-	-	<b>386.68</b>	-	<b>5,269.47</b>	<b>5,656.15</b>
<b>Net carrying value as at March 31, 2022 (I-II)</b>	-	-	<b>442.50</b>	<b>7.03</b>	<b>6,141.10</b>	<b>6,590.63</b>

### 7 Goodwill

(₹ in Lakhs)

Particulars	Amount
<b>I. Gross carrying value</b>	
<b>As at April 1, 2021</b>	12,827.16
Additions	973.35
Disposal	-
Effect of foreign currency exchange difference	-
<b>As at March 31, 2022</b>	<b>13,800.51</b>
<b>As at April 1, 2022</b>	<b>13,800.51</b>
Additions	-
Disposal	-
Effect of foreign currency exchange difference	-
<b>As at March 31, 2023</b>	<b>13,800.51</b>
<b>Net carrying value as at March 31, 2023 (I-II)</b>	<b>13,800.51</b>
<b>Net carrying value as at March 31, 2022 (I-II)</b>	<b>13,800.51</b>

### 8 Other financial assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non-Current	Current	Non-Current
Security deposits, unsecured, considered good	-	124.37	-	123.20
Unbilled revenue*	254.93	-	837.35	-
Interest income accrued not due	-	0.27	-	0.27
Advance recoverable in cash or in kind	39.43	-	-	-
<b>Total</b>	<b>294.36</b>	<b>124.64</b>	<b>837.35</b>	<b>123.47</b>

\* Classified as financial assets as right to consideration is unconditional and is due only after passage of time

### 9 Deferred tax balances

The following is the analysis of the net deferred tax asset position as presented in the financial statements (₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	84.28	89.01
Less: Deferred tax liabilities	-	-
<b>Deferred tax asset/ liability (net)</b>	<b>84.28</b>	<b>89.01</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Movement in the deferred tax balance :

(₹ in Lakhs)

Particulars	For the year 2022-2023			
	Opening balance	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance
Property, plant and equipment	11.55	1.62	-	13.17
Employee benefit expenses	63.15	8.53	-	71.68
Amortised cost adjustments - financial assets	4.97	-	-	4.97
Amortisation of acquired intangibles reversed	-	(5.54)	-	(5.54)
Others	9.34	(9.34)	-	-
<b>Deferred tax asset /(liabilities)</b>	<b>89.01</b>	<b>(4.73)</b>	-	<b>84.28</b>

### Movement in the deferred tax balance :

(₹ in Lakhs)

Particulars	For the year 2021-2022			
	Opening balance	Recognised in profit and loss	Recognised in other comprehensive income	Closing balance
Property, plant and equipment	15.40	(3.85)	-	11.55
Employee benefit expenses	40.98	22.17	-	63.15
Amortised cost adjustments - financial assets	3.32	1.65	-	4.97
Amortisation of acquired intangibles reversed	(890.36)	890.36	-	-
Others	-	9.34	-	9.34
<b>Deferred tax asset /(liabilities)</b>	<b>(830.66)</b>	<b>919.67</b>	-	<b>89.01</b>

### 10 Income tax assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non-Current	Current	Non-Current
Advance tax (net of provision for income taxes)	273.50	-	240.37	-
MAT credit entitlements	-	2.95	-	4.27
<b>Total</b>	<b>273.50</b>	<b>2.95</b>	<b>240.37</b>	<b>4.27</b>

### 11 Trade receivables

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non-Current	Current	Non-Current
Trade receivables				
Unsecured, considered good (refer note 34)	6,652.52	-	6,682.03	-
Unsecured, considered doubtful	193.99	-	108.37	-
<b>Total</b>	<b>6,846.51</b>	-	<b>6,790.40</b>	-
Less: Allowance for expected credit losses	(193.99)	-	(108.37)	-
<b>Total</b>	<b>6,652.52</b>	-	<b>6,682.03</b>	-

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Trade receivables ageing schedule

As at March 31, 2023

(₹ in Lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	4,431.83	1,851.46	369.23	-	-	-	6,652.52
Undisputed trade receivables - credit impaired	-	-	11.71	182.28	-	-	193.99
Less: Allowance for expected credit losses	-	-	(11.71)	(182.28)	-	-	(193.99)
<b>Total</b>	<b>4,431.83</b>	<b>1,851.46</b>	<b>369.23</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,652.52</b>

As at March 31, 2022

(₹ in Lakhs)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	4,878.38	1,414.39	369.66	19.60	-	-	6,682.03
Undisputed trade receivables - credit impaired	-	-	-	91.44	16.93	-	108.37
Less: Allowance for expected credit losses	-	-	-	(91.44)	(16.93)	-	(108.37)
<b>Total</b>	<b>4,878.38</b>	<b>1,414.39</b>	<b>369.66</b>	<b>19.60</b>	<b>-</b>	<b>-</b>	<b>6,682.03</b>

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

#### 11.1 Credit period and risk

The average credit period for the services rendered:

- Trade receivables (India) are non-interest bearing and are generally on terms of upto 90 days
- Trade receivables (International) are non-interest bearing and are generally on terms of upto 5 months

#### 11.2 Expected credit loss allowance

The Group has used a practical expedient by computing the expected loss allowance for trade receivables based on provision matrix. The provision matrix takes into account the historical credit loss experience and adjustments for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed. The Group reviews trade receivables on periodic basis and makes provision for expected credit loss if collection is doubtful. The Group has made any provisions as per the expected credit loss model prescribed by the requirements of Ind AS 109.

#### 11.3 Movement in the allowance for expected credit loss:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	-	-
Add: Allowance towards expected credit loss provided / (written back) during the year	193.99	108.37
Less: Allowances written off during the year	-	-
<b>Balance at end of the year</b>	<b>193.99</b>	<b>108.37</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 12 Other assets

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non-Current	Current	Non-Current
Prepaid expenses	451.52	-	344.73	-
Balances with government authorities	145.20	-	36.13	-
Staff advances	44.98	-	32.98	-
<b>Total</b>	<b>641.70</b>	<b>-</b>	<b>413.84</b>	<b>-</b>

### 13 Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Cash in hand	0.51	0.37
(b) Balances with bank		
(i) In current accounts	482.41	1,564.54
(ii) Deposits with original maturity of less than three months	10.52	10.00
(iii) In Earmarked accounts*	0.71	0.71
<b>Total</b>	<b>494.15</b>	<b>1,575.62</b>

\*Earmarked balances are in respect of unpaid dividends / dividend payable

### 14 Equity share capital

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
<b>Authorised:</b>				
Fully paid equity shares of INR 5 each	6,00,00,000	3,000.00	6,00,00,000	3,000.00
<b>Issued, subscribed and fully paid:</b>				
Fully paid equity shares of INR 5 each	3,34,10,605	1,670.53	3,21,85,605	1,609.28
<b>Total</b>	<b>3,34,10,605</b>	<b>1,670.53</b>	<b>3,21,85,605</b>	<b>1,609.28</b>

#### (i) Reconciliation of the number of shares

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
<b>Equity shares</b>				
Balance as at beginning of the year	3,21,85,605	1,609.28	3,05,17,605	1,525.88
Add: Issued during the year				
Upon Conversion of Warrants	12,25,000	61.25	16,68,000	83.40
<b>Balance as at end of the year</b>	<b>3,34,10,605</b>	<b>1,670.53</b>	<b>3,21,85,605</b>	<b>1,609.28</b>

#### (ii) Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of INR 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### (iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the share holder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Percentage	No. of Shares	Percentage
Suresh Venkatachari	1,40,74,703	42.13%	1,28,49,703	39.92%

(iv) The Company allotted 45,00,000 (forty five lakhs) convertible warrants of INR 100 each to Mr Suresh Venkatachari, Promoter and Chief Executive Officer of the Company on March 17, 2021 on receipt of an upfront payment INR 11,25,00,000 (rupees eleven crores twenty-five lakhs only) equal to 25% of the total consideration as per the terms of preferential issue in compliance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and section 42 and 62 of the Companies Act, 2013 and rules made thereunder as amended from time to time. The Company has considered equivalent shares of 45,00,000 (forty five lakhs) for the purpose of diluted EPS up to the period ended June 30, 2022 and 28,93,000 shares (twenty eight lakhs and ninety three thousand) for the period ended December 31, 2022 as per IND AS 33. During the year ended March 31, 2023, the Company has allotted 12,25,000 equity shares to Mr Suresh Venkatachari, as partial conversion of warrants and had 16,07,000 convertible warrants outstanding as at September 16, 2022. As the outstanding warrants were not exercised on or before the September 16, 2022, the Company had forfeited the money received against such warrants amounting to INR 4,01,75,000 and credited the capital reserve in accordance to the provisions of the Companies Act, 2013.

(v) Issue of bonus shares during immediately preceding 5 years

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
No. of bonus equity shares issued	-	-	-	-	-

### (vi) Details of Shares held by promoters

#### As at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Suresh Venkatachari	1,28,49,703	12,25,000	1,40,74,703	42.13%	9.53%
R S Ramani	4,65,000	-	4,65,000	1.39%	0.00%

#### As at March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Suresh Venkatachari	1,11,81,703	16,68,000	1,28,49,703	39.92%	14.92%
R S Ramani	4,65,000	-	4,65,000	1.44%	0.00%

### 15 Other equity

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Securities premium</b>		
Opening balance	7,704.29	6,119.69
Add : Premium on shares issued during the year	1,163.74	1,584.60
Less : Issue of bonus shares during the year	-	-
<b>Closing balance</b>	<b>8,868.03</b>	<b>7,704.29</b>
<b>(b) General reserve</b>		
Opening balance	210.03	210.03
Add : Transferred from surplus in the statement of profit & loss	-	-
Add: Transferred from subsidy reserve	-	-
<b>Closing balance</b>	<b>210.03</b>	<b>210.03</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(c) Retained earnings</b>		
Opening balance	(7,700.88)	(7,604.02)
Add: Profits attributable to controlling interest on change of shareholding at subsidiary	683.52	6,529.22
Add : Total profit/ (loss) for the year	(4,858.80)	(6,626.08)
<b>Closing balance</b>	<b>(11,876.16)</b>	<b>(7,700.88)</b>
<b>(d) Capital reserve</b>		
Opening balance	1,312.52	1,312.52
Add/Less: Movement during the year	401.75	-
<b>Closing balance</b>	<b>1,714.27</b>	<b>1,312.52</b>
<b>(e) Money received against warrant convertible to equity shares</b>		
Opening balance	708.00	1,125.00
Less: Transfer to capital reserve	(401.75)	-
Less: Allotment of shares on conversion of warrants	(306.25)	(417.00)
<b>Closing balance</b>	<b>-</b>	<b>708.00</b>
<b>Total reserves and surplus</b>	<b>(1,083.83)</b>	<b>2,233.96</b>
<b>(f) Foreign currency translation reserve</b>		
Opening balance	1,314.19	991.87
Add: Movement during the year	284.89	322.32
Less: Share of non-controlling interest	-	-
<b>Closing balance</b>	<b>1,599.08</b>	<b>1,314.19</b>
<b>(g) Other components of comprehensive income</b>		
Opening balance	(18.35)	8.32
Add: Remeasurements of the defined benefit plans	(0.12)	(26.67)
<b>Closing balance</b>	<b>(18.47)</b>	<b>(18.35)</b>
<b>Total other comprehensive income</b>	<b>1,580.61</b>	<b>1,295.84</b>
<b>Total equity attributable to equity holders of the Company</b>	<b>496.78</b>	<b>3,529.80</b>
<b>Non-controlling interest</b>		
Opening balance	5,591.30	408.02
Add: Total comprehensive income for the period	(5,016.72)	(3,165.51)
Add: Changes in shareholding pattern	4,003.44	7,620.34
Add: Share based payment reserve at subsidiary	-	728.45
<b>Total of Non-controlling interest</b>	<b>4,578.02</b>	<b>5,591.30</b>
<b>Total other equity</b>	<b>5,074.80</b>	<b>9,121.10</b>

### Nature and purpose of reserves

#### (a) Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

#### (b) General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

### (c) Retained Earnings

Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

### (d) Capital reserve

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

### (e) Money Received against Warrant convertible to equity shares

Ind AS 33 – Earnings per Share defines “Warrants” as “ Financial Instruments which give the holder the right to acquire equity shares”. Thus effectively, warrants are the amount which would ultimately form part of the Shareholders’ funds. Since, share are yet to be allotted against the same, these are not reflected as part of Share Capital but as a separate line item – ‘Money received against share warrants’.

### (f) Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

### (g) Non-controlling interest

Non-controlling interests represents part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company

## 16 Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current</b>		
<b>Borrowings measured at amortized cost</b>		
<b>Secured borrowings</b>		
(a) Term loans from banks (refer note 16.1 below)	592.29	698.48
<b>Unsecured borrowings</b>		
(a) Loans from related parties (refer note 16.2 (ii) below)	3,137.61	4,128.50
<b>Total</b>	<b>3,729.90</b>	<b>4,826.98</b>
<b>Current:</b>		
<b>Secured borrowings:</b>		
(a) Loans repayable on demand - from banks (refer note 16.1 below)	6,735.57	4,434.01
(b) Current maturities of long term borrowings	153.38	159.32
<b>Unsecured borrowings</b>		
Working capital loan from others	-	1,290.52
<b>Total</b>	<b>6,888.95</b>	<b>5,883.85</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 16.1 Details of Term loan from Banks / Others

The details of tenor, interest rate, repayment terms of the same are given below:

#### I - Term loans from banks

S.No	Original tenor	Interest rate	No. of instalments outstanding as at March 31, 2023	Repayment terms	As at March 31, 2023	As at March 31, 2022
Term Loans from Indian Bank - refer note 16.2 (i) below						
1	84 months	11.05%	20	Principal monthly, interest monthly	55.47	106.49
2	48 months	10.35%	15	Principal monthly after 12 months, interest monthly	130.35	224.89
3	60 months	9.25%	43	Principal monthly after 24 months, interest monthly	98.66	98.52
4	60 months	9.25%	48	Principal monthly after 24 months, interest monthly	50.39	50.30
Term Loans from other banks - refer note 16.2 (iv) below						
5	60 months	3.75%	345	Principal and interest monthly after 24 months	410.80	377.60
<b>Total of borrowings from Banks</b>					<b>745.67</b>	<b>857.80</b>
Less : Current Maturities of long-term borrowings					153.38	159.32
<b>Long-term Borrowings from Banks</b>					<b>592.29</b>	<b>698.48</b>

#### II - Loans repayable on demand - secured

S.No	Name of the bank	Interest rate	Security terms	Repayment terms	As at March 31, 2023	As at March 31, 2022
1	Indian Bank	REPO + 6.55% = 10.55%	Refer Note 16.2 (i) below	Loans Repayable on Demand	1,636.35	1,126.24
2	Columbia Bank	8.75%	Refer Note 16.2 (iii) below	Loans Repayable on Demand	2,679.34	3,307.77
3	Seacoast Business Finance	9.50%	Refer Note 16.2 (v) below	Loans Repayable on Demand	2,419.88	-
<b>Total</b>					<b>6,735.57</b>	<b>4,434.01</b>

### 16.2 Notes:

- (i) The details of Security provided against the Term Loans and loans repayable on demand are as follows:
  - (a) The Company has an existing Term Loan facility of INR 758 lakhs and Open Cash Credit (OCC) of INR 1,500 lakhs. These loans are secured against Hypothecation of book debts (Accounts receivable), fixed assets and personal guarantee of the promoters.
  - (b) The loan is also further secured by pledge of 16,50,000 shares of SecureKloud Technologies Limited (formerly known as 8K Miles Software Services Limited) held by Mr. Suresh Venkatachari, promoter.
- (ii) As at March 31, 2023, the Company has unsecured loan of INR 3,137.61 lakhs from R.S. Ramani, Promoter. These borrowings carry an interest rate of 10% per annum.
- (iii) The Line of Credit taken from Columbia Bank is secured by the following:
  - (a) Accounts receivable, Equipment, General Intangibles, Fixtures of SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc) and NexAge Technologies USA Inc.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

- (b) Commercial Guarantee by Mr. Suresh Venkatachari, promoter and corporate guarantee by SecureKloud Technologies Limited (formerly 8K Miles Software Services Limited ) for full and punctual payment and discharge of all obligations.
- (iv) The SBA loan from U.S. Small Business Administration is secured by all the tangible assets of SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc).
- (v) During the year ended March 31, 2023, Healthcare Triangle Inc, USA step-down subsidiary of the Company had entered into a Purchasing Agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables the company and its wholly owned subsidiary, Devcool Inc. SecureKloud Technologies Limited (formerly 8K Miles Software Services Limited) has extended corporate guarantee against the outstanding liabilities.

### 17 Lease liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	552.00	34.61
Additions	-	552.96
Finance cost accrued during the year	48.74	18.73
Deletions	-	-
Payment of lease liabilities	(174.59)	(54.30)
<b>Closing balance</b>	<b>426.15</b>	<b>552.00</b>

The following is the break-up of current and non-current lease liabilities:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	137.89	125.85
Non - current lease liabilities	288.25	426.15

### 18 Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Provision for employee benefits				
Provision for gratuity (refer note 30)	30.02	125.68	48.72	111.61
Provision for compensated absences (refer note 30)	30.52	75.83	23.29	45.61
	<b>60.54</b>	<b>201.51</b>	<b>72.01</b>	<b>157.22</b>

### 19 Other liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Statutory payables	275.90	-	281.32	-
Advances from customers	-	-	8.13	-
<b>Total</b>	<b>275.90</b>	<b>-</b>	<b>289.45</b>	<b>-</b>

### 20 Trade payables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Dues of micro and small enterprises (MSME) (refer note 37)	10.72	18.85
Others	4,344.05	3,781.09
<b>Total</b>	<b>4,354.77</b>	<b>3,799.94</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Trade payables ageing schedule

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	10.72	-	-	-	10.72
Outstanding dues of creditors other than micro enterprises and small enterprises	3,628.14	711.28	-	4.63	4,344.05
<b>Total</b>	<b>3,638.86</b>	<b>711.28</b>	<b>-</b>	<b>4.63</b>	<b>4,354.77</b>

As at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	18.85	-	-	-	18.85
Outstanding dues of creditors other than micro enterprises and small enterprises	3,713.36	55.85	11.88	-	3,781.09
<b>Total</b>	<b>3,732.21</b>	<b>55.85</b>	<b>11.88</b>	<b>-</b>	<b>3,799.94</b>

There are no unbilled" and "Not due" trade payables, hence the same are not disclosed in the ageing schedule.

### 21 Other financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
Dividend payable	0.71	-	0.71	-
Interest accrued and due on loans from related parties (refer note 34)	46.54	-	35.11	-
Contingent consideration due on acquisition	3,460.97	-	2,728.56	-
Other payables	622.91	-	380.69	-
Salary payable	1,948.48	-	1,793.98	-
<b>Total</b>	<b>6,079.61</b>	<b>-</b>	<b>4,939.05</b>	<b>-</b>

### 22 Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Information Technology Services		
International	45,023.97	37,183.73
Domestic	819.62	756.45
<b>Total</b>	<b>45,843.59</b>	<b>37,940.18</b>

#### Notes:

The nature of contract impacts the method of revenue recognition and the contracts are classified as fixed-price contracts and time and material contracts. The contracts with customers requiring monthly invoicing, being significantly in line with the efforts during that period, have been categorised as time and material contracts.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Revenue by contract type

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Fixed-price (Domestic)	-	197.50
Time and materials (Domestic)	819.62	1,968.09
Time and materials (International)	45,023.97	32,889.02
<b>Total</b>	<b>45,843.59</b>	<b>35,054.61</b>

Applying the practical expedient as given in IND AS - 115, the Company has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date.

### 23 Other income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on loans	15.79	1.87
Fair value gain on financial instruments at fair value through profit or loss	3.73	1.22
Gains on foreign exchange fluctuations (net)	168.17	80.72
Gains on sale of plant, property and equipments	0.85	-
Miscellaneous income	18.27	18.81
<b>Total</b>	<b>206.81</b>	<b>102.62</b>

### 24 Employee benefits expense

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages, including bonus	39,587.08	33,502.97
Gratuity expenses (refer note 30)	44.42	37.62
Contribution to provident fund (refer note 30)	124.17	106.29
Staff welfare expenses	208.16	130.54
<b>Total</b>	<b>39,963.83</b>	<b>33,777.42</b>

### 25 Finance costs

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on bank overdrafts, cash credits and loans (other than those from related parties)	687.44	567.07
Interest on loans from related parties	262.77	495.61
Interest on finance lease obligations (refer note 28)	48.74	18.73
Interest on income tax	-	95.94
Interest others	32.61	18.17
<b>Total</b>	<b>1,031.56</b>	<b>1,195.52</b>

### 26 Other expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Professional and consultancy charges	2,405.48	2,632.22
Travelling and conveyance	419.37	409.10
Provision for consideration settlement	492.53	-
Power and fuel	31.63	11.91
Rent (refer note 28)	305.85	428.78
Repairs and maintenance	61.20	30.02

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Insurance expenses	606.66	515.45
Fees, rates and taxes	526.17	63.96
Sales and marketing expenses	2,393.74	967.55
Cloud hosting and communication charges	5,344.80	6,876.63
Payments to auditors	49.25	59.07
Bank charges	187.21	52.68
Directors' sitting fees (refer note 34)	3.90	1.15
Allowance for expected credit losses	186.11	245.80
CSR expenses (refer note 38)	-	2.36
Loss on sale of asset	-	12.53
Share warrant expenses	-	41.17
Miscellaneous expenses	169.60	104.15
	<b>13,183.50</b>	<b>12,454.53</b>

### 27 Earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax considered as numerator for calculating basic and diluted EPS (A)	(4,858.80)	(6,626.08)
Weighted average number of equity shares for the purpose of calculating Basic EPS (B)	3,32,29,509	3,10,18,865
Weighted average number of equity shares for the purpose of calculating Diluted EPS (C)	3,34,10,605	3,50,17,605
Nominal value of equity shares (in INR)	5	5
Basic EPS (in INR) (A/B)	(14.62)	(21.36)
Diluted EPS (in INR) (A/C)	(14.54)	(18.92)

The Company allotted 45,00,000 (forty five lakhs) convertible warrants of INR 100 each to Mr Suresh Venkatachari, Promoter and Chief Executive Officer of the Company on March 17, 2021 on receipt of an upfront payment INR 11,25,00,000 (rupees eleven crores twenty-five lakhs only) equal to 25% of the total consideration as per the terms of preferential issue in compliance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and section 42 and 62 of the Companies Act, 2013 and rules made thereunder as amended from time to time. The Company has considered equivalent shares of 45,00,000 (forty five lakhs) for the purpose of diluted EPS up to the period ended June 30, 2022 and 28,93,000 shares (twenty eight lakhs and ninety three thousand) for the year ended March 31, 2023 as per IND AS 33. During the year ended March 31, 2023, the Company had allotted 12,25,000 equity shares to Mr Suresh Venkatachari, as partial conversion of warrants and had 16,07,000 convertible warrants outstanding as at September 16, 2022. As the outstanding warrants were not exercised on or before the September 16, 2022, the Company had forfeited the money received against such warrants amounting to INR 4,01,75,000 and credited the capital reserve in accordance to the provisions of the Companies Act, 2013.

### 28 Lease commitments

The group has taken vehicle on lease for a period of 4 years and office building on lease for a period of 3 years. The group also has certain buildings with lease terms of 12 months or less and applies the 'short term lease' recognition exemptions for these leases.



## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Maturity analysis of lease liabilities are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Payable - Not later than one year	137.89	125.85
Payable - Later than one year but not later than five years	288.25	426.15
Payable - Later than five years	-	-
<b>Total</b>	<b>426.14</b>	<b>552.00</b>

The effective rate of interest considered for vehicle lease liability as on March 31, 2023 and March 31, 2022 is 9.5% p.a and for office building lease liability as on March 31, 2023 and March 31, 2022 is 9.15% p.a.

### Amounts recognized in profit and loss account are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation on ROU asset	154.48	59.67
Finance cost on lease liabilities	48.74	18.73
Expense relating to short term leases	305.85	428.78
<b>Total</b>	<b>509.07</b>	<b>507.18</b>

The group has total cash outflows for leases of INR 174.59 lakhs for the year ended March 31, 2023 (INR 54.31 lakhs for the year ended March 31, 2022)

### 29 (i) Commitments and contingencies

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>A. Contingent liabilities</b>		
(a) Claims against the company not acknowledged as debts	-	-
(b) Income tax - disputed	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>B. Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account & not provided for	-	-
(b) Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

(ii) The Company was in receipt of a SEBI adjudication order on September 14, 2022 alleging violation under SEBI (LODR) Regulations, 2015 and was imposed a penalty of INR 25 lakhs. Consequently, the Company filed an appeal before Hon'ble Securities Appellate Tribunal and is awaiting further directives. The penalty amount of INR 25 lakhs has been provided on a prudent basis during the year ended March 31, 2023.

(iii) The Company received final order from SEBI on December 16, 2022 on the alleged financial irregularities reported by the Company's statutory auditor, viz. Deloitte Haskins and Sells in their audit report for financial year 2018-19. SEBI's final order gave certain directives and has imposed penalty of INR 400 lakhs on the Company. The Company has filed an appeal before Hon'ble Securities Appellate Tribunal and is awaiting further directives. The penalty amount of INR 400 lakhs has been provided on a prudent basis during the year ended March 31, 2023.

### 30 Employee benefits

#### (I) Defined contribution plan

During the year, the company in India has recognised INR 124.17 lakhs (March 31, 2022 - INR 106.29 lakhs) as contribution to provident fund and other funds in the Statement of consolidated Profit and Loss (included in Contribution to Provident and other funds in note 24).

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### (II) Defined benefit plans

#### (a) Gratuity plan

The Company in India has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service subject to a maximum of INR 20 lakhs. In case of death while in service, the gratuity is payable irrespective of vesting. The Company in India's obligation towards its gratuity liability is unfunded. Liabilities related to the gratuity plan are determined and accrued by actuarial valuation using projected unit credit method by an independent actuary as at the balance sheet date.

#### Risk exposures

Provision of a defined benefit scheme poses certain risks, some of which are detailed hereunder, as Company in India take on uncertain long term obligations to make future benefit payments

- A) Interest rate risk:** The plan exposes the Company in India to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in consolidated financial statements).
- B) Salary escalation risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
- C) Demographic risk :** The Company in India has used certain mortality and attrition assumptions in valuation of the liability. The Company in India is exposed to the risk of actual experience turning out to be worse compared to the assumption.
- D) Liquidity risk:** This is the risk that the Company in India is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash and cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

The following tables summarises the components of net benefit expense recognised in the consolidated statement of profit and loss, the obligation amount recognised in the balance sheet towards the gratuity plan.

Amount recognised in the consolidated statement of profit and loss in respect of the defined benefit plan are as follows :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Net employee benefit expense</b>		
Current service cost	34.49	30.65
Net interest expense	9.92	6.97
<b>Net employee benefit expense (recognized in employee benefit expenses)</b>	<b>44.41</b>	<b>37.62</b>
<b>Amount recognised in the statement of other comprehensive income</b>		
Re-measurement on the net defined benefit liability		
Actuarial gains and loss arising form changes in financial assumptions	7.94	(3.28)
Actuarial gains and loss arising form experience adjustments	(7.82)	34.04
Actuarial gains and loss arising form changes in demographic assumptions	-	(5.76)
<b>Actuarial (gains)/ losses recognized in other comprehensive income</b>	<b>0.12</b>	<b>25.00</b>
<b>Total defined benefit expense recognised in Statement of Profit and Loss and Other Comprehensive Income</b>	<b>44.53</b>	<b>62.62</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

The amount included in the balance sheet arising from the Company's obligation in respect of defined benefit plan are as follows : (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Net asset/(liability) recognised in the balance sheet</b>		
Present value of defined benefit obligation	155.70	160.33
Fair value of plan assets	-	-
Surplus/(deficit)	(155.70)	(160.33)
Current portion of the above	(30.02)	(48.72)
Non current portion of the above	(125.68)	(111.61)

Changes in the present value of the defined benefit obligation are as follows: (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Change in the obligation</b>		
Present value of defined benefit obligation at the beginning of the year	160.33	111.55
Expenses recognised in the consolidated statement of profit and loss:		
Current service cost	34.49	30.65
Interest expense/ (income)	9.92	6.97
Recognised in other comprehensive income:		
Re-measurement on the net defined benefit liability - actuarial gain/ (loss) arising from:		
Demographic assumptions	-	(5.76)
Financial assumptions	7.94	(3.28)
Experience adjustments	(7.82)	34.04
Benefit payments	(49.16)	(13.84)
Liabilities assumed/ (settled)		
<b>Present value of defined benefit obligation at the end of the year</b>	<b>155.70</b>	<b>160.33</b>

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.30%	6.19%
Expected salary escalation	Year 1 to 5 - 15%	Year 1 & 2 - 15% Year 3 - 12% Years 4 and above - 10%
Expected employee turnover	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%
Expected return on plan assets	NA	NA
Expected average remaining working life (in years)	28.12	27.78
Mortality	100% of IALM 2012-14*	100% of IALM 2012-14*

\* Based on India's standard mortality table (100% of industry mortality table IALM 2012-14)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The sensitivity analysis below has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Amount of impact</b>		
Discount rate		
0.5% Increase	(3.15)	(2.62)
0.5% Decrease	3.31	2.75
Future salary increases		
1% Increase	5.12	4.81
1% Decrease	(4.89)	(4.56)
Attrition rate		
1% Increase	(3.55)	(2.40)
1% Decrease	3.80	2.54

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There is no change in the methods and assumptions used in preparing the sensitivity analysis from the prior years.

### (b) Long term compensated absences

The Company in India's obligation towards long term compensated absences is unfunded. Liabilities related to the compensated absences are determined and accrued by actuarial valuation using projected unit credit method by an independent actuary as at the balance sheet date. The assumptions used for valuation are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.30%	6.19%
Expected salary escalation	Year 1 & 2 - 15% Year 3 - 12% Years 4 and above - 10%	Year 1 & 2 - 15% Year 3 - 12% Years 4 and above - 10%
Expected employee turnover	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%	Year 1 - 33.5% Year 2 - 30% Year 3 - 28% Year 4 - 25% Years 5 and above - 20%
Expected average remaining working life (in years)	28.12	27.78
Mortality	100% of IALM 2012-14*	100% of IALM 2012-14*

\* Based on India's standard mortality table (100% of industry mortality table IALM 2012-14)

### 31 Capital management

For the purpose of the group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the group.

The group's capital management is intended to maximise the return to shareholders for meeting the long-term and short-term goals of the group through the optimization of the debt and equity balance. The group determines the amount of capital required on the basis of annual and long-term operating plans and strategic investment plans. The funding requirements are met through equity and long-term/short-term borrowings. The group ensures that it will be able to continue as a going concern while maximising its returns to its shareholders by managing its capital by optimisation of the debt and equity balance. The group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the group.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Debt (includes borrowings, interest accrued and due/not due on borrowings and lease liabilities)	11,091.53	11,297.94
Cash and bank balances (includes cash and cash equivalents and other bank balances)	494.15	1,575.62
<b>Net debt</b>	<b>10,597.38</b>	<b>9,722.32</b>
Total equity	6,745.33	10,730.38
<b>Net debt to equity ratio</b>	<b>1.57</b>	<b>0.91</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

### 32 Fair Value Measurement

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The management assessed that the cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

The carrying value of financial instruments by categories as at March 31, 2023 and March 31, 2022 are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Financial assets</b>		
<b>Measured at amortised cost</b>		
Cash and Cash Equivalents	494.15	1,575.62
Trade receivables	6,652.52	6,682.03
Other non current assets	-	-
Other non current financial assets	124.64	123.47
Other current assets	641.70	413.84
<b>Total assets</b>	<b>7,913.01</b>	<b>8,794.96</b>
<b>(b) Financial liabilities :</b>		
<b>Measured at amortised cost</b>		
Borrowings	11,044.99	11,262.83
Trade Payables	4,354.77	3,799.94
Other financial liabilities	6,079.61	4,939.05
Other current liabilities	275.90	289.45
<b>Total liabilities</b>	<b>21,755.27</b>	<b>20,291.27</b>

### 33 Financial risk management objectives and policies

The group's principal financial liabilities, comprise term loans, bank overdraft and trade and other payables. The main purpose of these financial liabilities is to raise finance for the group's operations. The group has various financial assets such as trade receivables and other receivables, security deposits, investments and cash and bank balances, which arise directly from its operations.

The group is exposed to market risk (including currency, interest rate and other market related risks), credit risk and liquidity risk. The group's senior management oversees the management of these risks. The group's primary risk management focus is to minimize potential adverse effects of these financial risks on its financial performance. The group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls, and to monitor risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the group's activities. The Board of Directors oversees and reviews the management of each of these risks, which are summarised below.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### (a) Liquidity risk management :

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they become due. The group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the group's reputation. The group believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

The following tables detail the group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The contractual maturity is based on the earliest date on which the group may be required to pay.

### Liquidity exposure as at :

#### Maturity table of financial liabilities

(₹ in Lakhs)

Particulars	Within 1 year	1 to 5 years	5 years and above	Total
<b>March 31, 2023</b>				
<b>Non-derivative financial liabilities</b>				
<b>Variable interest rate instruments</b>				
Borrowings from bank	6,735.57	-	-	6,735.57
<b>Fixed interest rate instruments</b>				
Borrowings from bank	153.38	592.28	-	745.66
Borrowings from related parties	-	3,137.61	-	3,137.61
<b>Non-interest bearing</b>				
Borrowings from others	-	-	-	-
Trade payables	4,354.77	-	-	4,354.77
Other financial liabilities	6,079.61	-	-	6,079.61
<b>Total</b>	<b>17,323.33</b>	<b>3,729.89</b>	<b>-</b>	<b>21,053.22</b>
<b>March 31, 2022</b>				
<b>Non-derivative financial liabilities</b>				
<b>Variable interest rate instruments</b>				
Borrowings from bank	4,434.01	-	-	4,434.01
<b>Fixed interest rate instruments</b>				
Borrowings from bank	159.32	698.48	-	857.80
Borrowings from related parties	-	4,128.50	-	4,128.50
<b>Non-interest bearing</b>				
Borrowings from others	1,290.52	-	-	1,290.52
Trade payables	3,799.94	-	-	3,799.94
Other financial liabilities	4,939.05	-	-	4,939.05
<b>Total</b>	<b>14,622.84</b>	<b>4,826.98</b>	<b>-</b>	<b>19,449.82</b>

### (b) Credit risk :

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

Trade receivables: The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Group uses financial information and past experience to evaluate credit quality of majority of its customers and individual credit limits are defined in accordance with this assessment. Outstanding receivables and the credit worthiness of its counter parties are periodically monitored and taken up on case to case basis.

Credit risk on current investments, cash and cash equivalent and derivatives is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### (c) Market risk

Market risk is the risk of loss of any future earnings, in realizable fair values or in future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term debt. The Group is exposed to market risk primarily related to foreign exchange currency risk and interest rate risk. Thus, the Group's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

#### i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates. The Group manages this by considering only short-term borrowings.

#### ii. Foreign exchange rate risk

The Group's foreign currency risk arises from its foreign currency revenues and expenses, (primarily in USD). A significant portion of the Group's revenues is in USD, while a significant portion of its costs are in Indian rupees. As a result, if the value of the Indian rupee appreciates relative to this foreign currency, the Group's revenues measured in Indian rupees may decrease and vice versa. The exchange rate between the Indian rupee and US Dollar has not been subjected to significant changes in recent periods. The Group has a forex policy in place whose objective is to reduce foreign exchange risk by maintaining reasonable open exposures within approved parameters depending on the future outlook on currencies.

The Group does not enter into or trade financial instruments including derivative financial instruments for speculative purpose.

The Group undertakes transactions denominated in foreign currencies and consequently, exposures to exchange rate fluctuations arises. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows:

Particulars	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign currency (₹ in lakhs)	Reporting currency (₹ in lakhs)	Amount in Foreign currency (₹ in lakhs)	Reporting currency (₹ in lakhs)
Trade payables	USD	45.00	3,697.17	48.28	3,646.10
Borrowings	USD	67.07	5,510.43	65.89	4,976.01
Foreign currency in hand and in bank	USD	5.70	468.31	20.47	1,545.89
	CAN	0.18	10.93	0.15	9.06
Trade receivables	USD	81.85	6,724.74	87.55	6,611.77
	EUR	-	-	0.36	30.22
	AUD	0.02	1.36	0.01	0.67
Unbilled revenue	USD	2.36	193.90	10.07	760.49
Contingent consideration due on acquisition	USD	42.13	3,461.37	36.13	2,728.53
Interest accrued and due/ not due on borrowings	USD	-	-	0.22	16.61

Out of the above foreign currency exposures, none of the monetary assets and liabilities are hedged by derivative instruments or otherwise.

#### Foreign currency sensitivity analysis:

The following table details the Group's sensitivity to a 5% increase and decrease in INR against the relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectation of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit / decrease in loss and increase in equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or loss and equity and balance below would be negative.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

The Group is mainly exposed to the following foreign currencies.

### (i) Impact on statement of the profit and loss for the year

(₹ in Lakhs)

Particulars	2022-2023		2021-2022	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
USD	(264.10)	264.10	(122.46)	122.46
EURO	-	-	1.51	(1.51)
CAN	0.55	(0.55)	0.45	(0.45)
AUD	0.07	(0.07)	0.03	(0.03)

### (ii) Impact on total equity as at the end of the reporting period

(₹ in Lakhs)

Particulars	2022-23		2021-22	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
USD	(264.10)	264.10	(122.46)	122.46
EURO	-	-	1.51	(1.51)
CAN	0.55	(0.55)	0.45	(0.45)
AUD	0.07	(0.07)	0.03	(0.03)

## 34 Related Party Disclosures

### a. Names of Related Parties and Nature of Relationship

Nature of Relationship*	For the year ended March 31, 2023	For the year ended March 31, 2022
Subsidiaries (Including Step-down Subsidiaries)	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)	SecureKloud Technologies Inc (formerly 8K Miles Software Services Inc.)
	SecureKloud Technologies Inc, Canada	SecureKloud Technologies Inc, Canada
	Blockedge Technologies Inc (formerly 8K Miles Health Cloud Inc.)	Blockedge Technologies Inc (formerly 8K Miles Health Cloud Inc.)
	Mentor Minds Solutions & Services Inc.	Mentor Minds Solutions & Services Inc.
	NexAge Technologies USA Inc.	NexAge Technologies USA Inc.
	Healthcare Triangle Private Limited	Healthcare Triangle Private Limited
	Healthcare Triangle Inc	Healthcare Triangle Inc
	Devcool Inc	Devcool Inc
	-	Serj Solutions Inc.
Close member of the family of a Key Managerial Personnel	None	None
Entity which is controlled or jointly controlled by Key Managerial Personnel or his close member of the family	Sustainable Certification (India) Private Limited**	Sustainable Certification (India) Private Limited
	Sustainable Certification Pty Limited**	Sustainable Certification Pty Limited
	Air Lock India Private Limited**	Air Lock India Private Limited
	Sreyes Communetwork Private Limited**	Sreyes Communetwork Private Limited
	Sudesi Info Media Private Limited**	Sudesi Info Media Private Limited
	Sumridh Fintech India Private Limited	Sumridh Fintech India Private Limited
	Thinking Media Entertainment (India) Private Limited (Converted to LLP)	
Master Mentors Advisory Private Limited		

\*\*Until September 16, 2022



## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

Nature of Relationship*	For the year ended March 31, 2023	For the year ended March 31, 2022
Body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager	Netsavy Solutions Pte. Ltd, Singapore	Netsavy Solutions Pte. Ltd, Singapore
	Mentor Minds Solutions & Services Pte. Ltd, Singapore	Mentor Minds Solutions & Services Pte. Ltd, Singapore
	8K Miles Software Services Pte. Ltd, Singapore	8K Miles Software Services Pte. Ltd, Singapore
	Madi Street Pte. Ltd, Singapore	Madi Street Pte. Ltd, Singapore
	Geoidentity (India) Private Limited	International Chamber of GST Professionals
	Grey Matter Academics Private Limited	Fortune Training Services Private Limited
	Three Cube IT Lab Private Limited	
	Three Cube Managed Services & Solutions Private Limited	
	Anthem Capital Advisory Services LLP	
	Nlgic Support Services Private Limited	
	International Chamber of GST Professionals	
	Fortune Training Services Private Limited	
	Varthali Media Works Private Limited	
	Hindustan Chamber of Commerce	
	Academy of Radio Studies Private Limited	
	Nonlinear Innovations Private Limited	
Level Zero Media Craft LLP		

\* Related Party relationships are as identified by the Management.

### b. Key Management Personnel

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Key Management Personnel of the Company and the Holding Company	Suresh Venkatachari, Chief Executive Officer <sup>1</sup>	Suresh Venkatachari, Chief Executive Officer
	Ravichandran S, Whole-time Director <sup>2</sup>	Ravichandran S, Director
	Thyagarajan R, Whole-time Director and Chief Financial Officer <sup>3</sup>	Thyagarajan R, Whole-time Director and Chief Financial Officer <sup>3</sup>
	Babita Singaram, Director <sup>4</sup>	Babita Singaram, Director
	Dinesh Raja Punniamurthy, Director <sup>5</sup>	Dinesh Raja Punniamurthy, Director
	Lakshmanan Kannappan, Director <sup>6</sup>	Lakshmanan Kannappan, Director
	Biju Chandran, Director	Biju Chandran, Director
	G Sri Vignesh, Company Secretary <sup>7</sup>	G Sri Vignesh, Company Secretary
	Roshini Selvakumar, Company Secretary <sup>8</sup>	Desikan Balaji, Independent Director
	Srinivas Mahankali, Whole-time Director and Chief Business Officer <sup>9</sup>	
	Balasubramanian V, Director <sup>10</sup>	
	V V Sampathkumar, Director <sup>11</sup>	
Vijayakumar M, Director <sup>12</sup>		

<sup>1</sup> Resigned as Director w.e.f August 04, 2022 and as chief executive officer w.e.f January 19, 2023

<sup>2</sup> Resigned with effect from September 16, 2022

<sup>3</sup> Appointed with effect from April 29, 2022

<sup>4</sup> Resigned with effect from May 29, 2023

<sup>5</sup> Resigned with effect from September 16, 2022

<sup>6</sup> Resigned with effect from April 29, 2022

<sup>7</sup> Resigned with effect from June 30, 2022

<sup>8</sup> Appointed with effect from July 1, 2022

<sup>9</sup> Appointed with effect from September 16, 2022

<sup>10</sup> Appointed with effect from September 16, 2022

<sup>11</sup> Appointed with effect from September 16, 2022

<sup>12</sup> Appointed with effect from August 8, 2022

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### c. Particulars of Material Transactions and Balances with Related Parties:

(₹ in Lakhs)

Transactions during the Year	Related Party	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue from operations	Sustainable Certification Pty Limited	3.37	7.74
Professional and consultancy charges	Sustainable Certification Pty Limited	-	2.08
Interest on loans	R S Ramani	262.77	494.38
Loan repaid	R S Ramani	990.89	1,110.47
Interest on loans	Suresh Venkatachari	-	1.23
Money received towards conversion of share warrants	Suresh Venkatachari	918.75	1,251.00
Loan repaid	Suresh Venkatachari	-	50.12
Reimbursement of expenses	Thyagarajan R	-	1.52
Reimbursement of expenses incurred on behalf of the Company	Thyagarajan R	98.66	24.44
Loan taken	Thyagarajan R	150.00	-
Loan repaid	Thyagarajan R	150.00	-
Reimbursement of expenses	Ravichandran S	-	1.23
Reimbursement of expenses incurred on behalf of the Company	Ravichandran S	3.83	14.44

### Compensation of key management personnel

(₹ in Lakhs)

Transactions during the Year	Related Party	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>Short-term employee benefits</b>			
	Suresh Venkatachari <sup>1</sup>	463.75	394.88
	Ravichandran S <sup>2</sup>	45.15	63.60
Remuneration (refer rote (ii) & (iii) below)	Thyagarajan R <sup>3**</sup>	137.88	116.35
	Srinvas Mahankali <sup>4**</sup>	51.71	-
	G Sri Vignesh <sup>5</sup>	2.51	8.69
	Roshini Selvakumar <sup>6</sup>	7.67	-
<b>Others</b>			
	Balasubramanian V	0.50	
	Babita Singaram	0.50	0.25
Directors' sitting fees	Biju Chandran	1.48	0.48
	V V Sampathkumar	0.60	-
	Vijayakumar M	0.45	-
	Dinesh Raja Punniamurthy	0.38	0.43

<sup>1</sup> Resigned as director with effect from August 04, 2022 and as chief executive officer w.e.f January 19, 2023

<sup>2</sup> Resigned with effect from September 16, 2022

<sup>3</sup> Appointed with effect from April 29, 2022

<sup>4</sup> Appointed with effect from September 16, 2022

<sup>5</sup> Resigned with effect from June 30, 2022

<sup>6</sup> Appointed with effect from July 1, 2022

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### Balances at the year end (refer note (iv) below)

Transactions during the Year	Related Party	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Trade receivable	Sustainable Certification Pty Limited	1.36	0.67
Other liabilities	R S Ramani	57.52	35.11
	Thyagarajan R *	0	3.91
	S Ravichandran *	0	0.28
Loans (refer note 16)	R S Ramani	3,137.61	4,128.50

\*Towards expenses incurred on behalf of the company

\*\* Includes remuneration received from subsidiary/ step-down subsidiary

### Notes:

- (i) The Group accounts for costs incurred by/ on behalf of the Related Parties based on the actual invoices/ debit notes raised and accruals as confirmed by such related parties. The Related Parties have confirmed to the Management that as at March 31, 2023 and March 31, 2022, there are no further amounts payable to/ receivable from them, other than as disclosed above.
- (ii) Excludes gratuity and compensated absences which cannot be separately identifiable from the composite amount advised by the actuary.
- (iii) The remuneration payable to key management personnel is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends.
- (iv) The Company has provided Corporate Guarantee amounting to USD 5 million to Columbia Bank for loans taken by SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA), a subsidiary of the Company and USD 5 million to Seacoast Business Funding, a division of Seacoast National Bank against a Purchasing Agreement entered into by Healthcare Triangle Inc., USA, step down subsidiary of the Company.
- (v) The amounts outstanding are unsecured and will be settled in cash. There have been no instances of amounts due to or due from related parties that have been written back or written off or otherwise provided for during the year.

### 35 Segment reporting

The Group is engaged in Information and Technology Services. Based on the management approach as defined in Ind-AS 108 - Operating Segments, the senior management evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by the overall business/ operating segment

As the allocation of resources and profitability of the business is evaluated by the senior management on an overall basis, with evaluation into individual categories to understand the reasons for variations, no separate segments have been identified. Accordingly, the amounts appearing in these consolidated financial statements relate to this operating segment.

### Geographical information

The Group has operations within India as well as in other countries. The operations in United States of America constitute a major part of the operations. Management has reviewed the geographical areas vis-à-vis the risks and returns that encompass them. While arriving at this, management has reviewed the similarity of the economic and political conditions, relationships between operations in these geographical areas, proximity of operations, and special risks if any associated with operations in these areas.

(₹ in Lakhs)

Particulars	Revenue from operations	
	For the year ended March 31, 2023	For the year ended March 31, 2022
United States of America	44,885.76	37,114.62
Canada	96.78	-
Ireland	25.38	-
Singapore	-	22.11

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

Particulars	Revenue from operations	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Australia	8.12	7.74
United Kindom	7.93	-
India	819.62	795.71
<b>Total</b>	<b>45,843.59</b>	<b>37,940.18</b>

Fixed assets used in the group's business have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. The group believes that it is currently not practicable to provide segment disclosures relating to assets, liabilities and capital expenditure.

### 36 Additional information to the consolidated financial statements

#### 36.1 Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Based on and to the extent of information received by the group from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), which has been relied upon by the auditors, the relevant particulars are furnished below.

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid to MSME suppliers	10.72	18.85
Interest due on unpaid principal amount to MSME suppliers	-	-
The amount of interest paid along with the amounts of the payment made to the MSME suppliers beyond the appointed day	-	-
The amount of interest due and payable for the year (without adding the interest under MSMED Act)	-	-
The amount of interest accrued and remaining unpaid as at the Balance sheet date	-	-

#### Note:

Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**Notes**

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

**36.2 Additional Information as per Schedule III to the Companies Act, 2013**

**(a) For the year ended March 31, 2023**

Particulars	Net assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	(₹ in lakhs)	As a % of consolidated profit and loss	(₹ in lakhs)	As a % of consolidated other comprehensive income	(₹ in lakhs)	As a % of consolidated total comprehensive income	(₹ in lakhs)
Parent								
SecureKloud Technologies Limited	158.69%	10,704.07	2.77%	(273.31)	100.00%	(0.12)	2.77%	(273.43)
Subsidiaries - Foreign								
(i) SecureKloud Technologies Inc. USA	(96.71)%	(6,523.31)	36.16%	(3,571.44)	-	-	36.16%	(3,571.44)
(ii) Blockedge Technologies Inc. USA	(29.84)%	(2,012.79)	10.27%	(1,014.05)	-	-	10.27%	(1,014.05)
(iii) 8K Miles Software Services FZE	0.00%	0.00	0.00%	-	-	-	0.00%	-
(iv) Mentor Minds Solutions & Services Inc.	0.00%	0.00	0.00%	-	-	-	0.00%	-
Subsidiaries - In India								
(i) Healthcare Triangel Private Limited	(0.01)%	(0.66)	0.00%	-	-	-	0.00%	-
Non-Controlling Interest in SecureKloud Technologies Inc. USA	67.87%	4,578.02	50.80%	(5,016.72)	-	-	50.80%	(5,016.72)
<b>Total</b>	<b>100.00%</b>	<b>6,745.33</b>	<b>100.00%</b>	<b>(9,875.52)</b>	<b>100.00%</b>	<b>(0.12)</b>	<b>100.00%</b>	<b>(9,875.64)</b>

**(b) For the year ended March 31, 2022**

Particulars	Net assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	(₹ in lakhs)	As a % of consolidated profit and loss	(₹ in lakhs)	As a % of consolidated other comprehensive income	(₹ in lakhs)	As a % of consolidated total comprehensive income	(₹ in lakhs)
Parent								
SecureKloud Technologies Limited	93.69%	10,053.20	5.70%	(558.38)	100.00%	(26.67)	5.96%	(585.05)
Subsidiaries - Foreign								
(i) SecureKloud Technologies Inc. USA	(37.01)%	(3,971.47)	56.62%	(5,543.82)	-	-	56.47%	(5,543.82)
(ii) Blockedge Technologies Inc. USA	(8.78)%	(941.99)	5.35%	(523.64)	-	-	5.33%	(523.64)
(iii) 8K Miles Software Services FZE	0.00%	-	0.00%	-	-	-	0.00%	-
(iv) Mentor Minds Solutions & Services Inc.	0.00%	-	0.00%	-	-	-	0.00%	-
Subsidiaries - In India								
(i) Healthcare Triangel Private Limited	(0.01)%	(0.66)	0.00%	(0.23)	-	-	0.00%	(0.23)
Non-Controlling Interest in SecureKloud Technologies Inc. USA	52.11%	5,591.30	32.33%	(3,165.51)	-	-	32.24%	(3,165.51)
<b>Total</b>	<b>100.00%</b>	<b>10,730.38</b>	<b>100.00%</b>	<b>(9,791.58)</b>	<b>100.00%</b>	<b>(26.67)</b>	<b>100.00%</b>	<b>(9,818.25)</b>

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

### 37 Taxation

#### Income tax expense

Major components of the income tax expenses for the year ended March 31, 2023 and March 31, 2022 are as follows:

#### Recognised in Consolidated Statement of Profit and Loss (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current Tax:</b>		
In respect of the current year	(46.66)	29.06
Adjustments in respect of prior years	-	97.84
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary differences	(4.61)	(860.87)
<b>Total income tax expense recognised in consolidated statement of profit and loss</b>	<b>(51.27)</b>	<b>(733.97)</b>

#### Recognised in Other Comprehensive Income (₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income tax relating to items that will not be reclassified to profit or loss - Remeasurement of the defined benefit obligation	-	(1.67)
<b>Total income tax recognised in other comprehensive income</b>	<b>-</b>	<b>(1.67)</b>

#### Reconciliation of income tax

A reconciliation of income tax expense applicable to accounting profit/ (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	(9,926.79)	(10,525.56)
Enacted income tax rate in India	26.00%	26.00%
<b>Computed expected tax expense</b>	<b>-</b>	<b>-</b>
Adjustments :		
On account of taxes paid in relation to prior years	-	76.37
On account of income tax paid by/ refund received by overseas subsidiaries	(46.66)	50.52
On account of permanent disallowance in accordance with Income Tax Act, 1961	-	-
On account of tax rate changes and others	-	-
On account of temporary differences in accordance with Income Tax	(4.61)	(862.53)
On account of others	-	-
<b>Total income tax expense recognised in the consolidated statement of profit and loss</b>	<b>(51.27)</b>	<b>(735.64)</b>

### 38 Additional regulatory information

- i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii) The Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

## Notes

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2023

- iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
  - iv) The Company has not traded or invested in cryptocurrency transactions or virtual currency during the financial year.
  - v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies) including foreign entities (Intermediaries) with the understanding that the intermediary shall:
    - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
    - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- 39 The previous year figures have been reclassified/ regrouped to conform to the presentation of the current year. These reclassifications have no effect on the previously reported net loss/profit.

### 40 Approval of Consolidated Financial Statements

In connection with the preparation of the consolidated financial statements for the year ended March 31, 2023, the Board of Directors have confirmed the propriety of the contracts/agreements entered into by/on behalf of the Company and the resultant revenue earned/expenses incurred arising out of the same after reviewing the levels of authorisation and the available documentary evidences and the overall control environment. Further, the Board of Directors have also reviewed the realizable value of all the current assets of the Company and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the consolidated financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the consolidated financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these consolidated financial statements in its meeting held on May 29, 2023 in accordance with the provisions of Companies Act, 2013.

As per our report of even date.

For **K Gopal Rao & Co.,**  
Chartered Accountants  
FRN:000956S

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

**Thyagarajan R**  
Whole-time Director and Chief Financial Officer  
DIN: 00942326

**Biju Chandran**  
Independent Director  
DIN: 06540000

**CA Gopal Krishna Raju**  
Partner  
Membership No. 205929

**Roshini Selvakumar**  
Company Secretary

UDIN: 23205929BGFED1724  
Place : Chennai  
Date: May 29, 2023

Place : Chennai  
Date: May 29, 2023



# 38<sup>th</sup>

Annual General Meeting

Tuesday, September 26, 2023

11.00 A.M Indian Standard Time (IST)

Mode: Video Conferencing (VC) or  
Other Audio-Visual means (OAVM)

**Commencement of remote E-Voting:**  
9.00 A.M (IST) Saturday, September 23, 2023

**End of remote E-Voting:**  
5.00 P.M (IST) Monday, September 25, 2023

**Cut-off date for determining the eligibility to  
vote at the AGM:**  
Tuesday, September 19, 2023



## SECUREKLOUD TECHNOLOGIES LIMITED

(CIN : L72300TN1993PLC101852)

Registered Office : No. 37 & 38, ASV Ramana Towers

5<sup>th</sup> Floor, Venkat Narayana Road, T. Nagar, Chennai – 600 017.

Website : www.securekloud.com E-mail : cs@securekloud.com Phone: 044 6602 8000

**NOTICE** is hereby given that the thirty eighth (38<sup>th</sup>) Annual General Meeting (e-AGM) of the members of **SECUREKLOUD TECHNOLOGIES LIMITED** will be held as scheduled below:

**DATE** : Tuesday

**DAY** : September 26, 2023

**TIME** : 11.00 am

**MODE** : VC/OAVM

To transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the reports of board of directors and the auditors thereon.
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the report of the auditors thereon.
2. Re-appointment of Mr. Thyagarajan R (DIN: 00942326), whole-time director of the Company who retires by rotation and, being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Appointment of Mrs. Panchi Samuthirakani (DIN: 09205373) as a non-executive and independent director**

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 including rules made thereunder and regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the nomination and remuneration committee and the Board of Directors, consent of the shareholders be and is hereby accorded for the appointment of Mrs. Panchi Samuthirakani (DIN: 09205373), who has submitted a declaration that she meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment as an independent director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from June 26, 2023 till June 25, 2028.

**RESOLVED FURTHER THAT** Mr. Thyagarajan R, whole-time director and chief financial officer, Mr. Srinivas Mahankali, whole-time director and chief business officer, and/or Ms. Roshini Selvakumar, company secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the registrar of companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

#### **4. Approval of revision in remuneration of Mr. Thyagarajan R (DIN: 00942326) under section 188(1)(f) of the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to the provisions of section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), as per the recommendation and approval of the nomination and remuneration committee and the audit committee in meetings held on May 29, 2023 and in partial modification of the shareholder's approval obtained at the 37<sup>th</sup> annual general meeting; approval of the shareholders be and is hereby accorded to the revised terms of appointment of Mr. Thyagarajan R, whole-time director and chief financial officer holding office or place of profit in Healthcare Triangle Inc, step-down subsidiary of the Company and enhance the prescribed limit of salary payable to him, for an amount not exceeding -

- A. Basic Salary: INR 2,50,00,000 per annum
- B. Bonus: INR 1,25,00,000 per annum (payable either in parent company or the subsidiary)
- C. Employee stock compensation: As decided by the compensation and remuneration committee.

**RESOLVED FURTHER THAT** the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

**5. Ratification of the related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2022-23**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded for the ratification of the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (being step-down subsidiary of SecureKloud Technologies Limited), on such terms and conditions as may be agreed between the parties for an aggregate value of its subsidiary INR 13,800 lakhs (rupees thirteen thousand eight hundred lakhs only) during financial year 2022-23.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management of its subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**6. Ratification and approval of related party transaction between SecureKloud Technologies Limited and Healthcare Triangle Inc for the financial year 2022-23**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded for the ratification of the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited), on such terms and conditions as may be agreed between the parties for an aggregate value of INR 4,250 lakhs (rupees four thousand two hundred and fifty lakhs only) during financial year 2022-23.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**7. Approval for modification in related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2023-24**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) on such terms and conditions as may be agreed between the parties, to be increased for an aggregate value not exceeding INR 18,000 lakhs (rupees eighteen thousand lakhs only) entered or to be entered during financial year 2023-24.

**RESOLVED FURTHER THAT** the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to

negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary (as the board of directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management of its subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**8. Approval for material related party transaction with Healthcare Triangle Inc for the financial year 2023-24**

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and Healthcare Triangle Inc, between the parties on such terms and conditions as may be agreed, for an aggregate value of INR 5,525 lakhs (rupees five thousand five hundred and twenty five lakhs only), for the current financial year 2023-24.

**RESOLVED FURTHER THAT** the Board of Directors and / or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**9. Prior approval for material related party transaction with SecureKloud Technologies Inc for the financial year 2024-25**

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and SecureKloud Technologies Inc, subsidiary of SecureKloud Technologies Limited, on such terms and conditions as may be agreed, for an aggregate value of INR 10,500 lakhs (rupees ten thousand five hundred lakhs only), to be entered during financial year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors and / or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**10. Prior approval for the material related party transaction with Healthcare Triangle Inc for the financial year 2024-25.**

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and Healthcare Triangle Inc, step-down subsidiary of SecureKloud Technologies Limited, on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 6,800 lakhs (rupees six thousand eight hundred lakhs only), to be entered during financial year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors and / or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**11. Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2024-25.**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and Regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's Policy on related party transaction(s), the approval of the members be and is hereby accorded to the material related party contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 21,000 lakhs (rupees twenty one thousand lakhs only) to be entered during financial year 2024-25.

**RESOLVED FURTHER THAT** the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary (as the board of directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**12. Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for the financial year 2024-25.**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or

series of transactions or otherwise) carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between Healthcare Triangle Inc (step-down subsidiary of SecureCloud Technologies Limited) and Devcool Inc (wholly owned subsidiary of Healthcare Triangle Inc) on such terms and conditions as may be agreed between the parties for an aggregate value not exceeding INR 37,000 lakhs (rupees thirty seven thousand lakhs only) to be entered during financial year 2024-25.

**RESOLVED FURTHER THAT** the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or management of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**By the Order of the Board  
For SecureCloud Technologies Limited**

Date: August 10, 2023  
Place: Chennai

**Roshini Selvakumar**  
Company Secretary and Compliance Officer

#### 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/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing AGM/EGM 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 and 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/EGM. 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 EGM/AGM will be provided by CDSL.
3. The members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM/EGM 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/EGM. 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/EGM 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/EGM has been uploaded on the website of the Company at <https://www.securecloud.com/annual-reports>. The notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of

CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM/EGM 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.

## EXPLANATORY STATEMENT

### (PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)

#### Item 03 – Appointment of Mrs. Panchi Samuthirakani (DIN: 09205373) as non-executive and independent director

Based on recommendation of nomination and remuneration committee, the Board of Directors appointed Mrs. Panchi Samuthirakani (DIN: 09205373) as an additional director (independent category) of the Company, not liable to retire by rotation, for a term of 5 years subject to approval of the members. The Company has received a notice in writing from the member of the Company in terms of section 160 of the Companies Act, 2013 proposing her candidature for the office of director.

#### Brief profile:

Mrs. Panchi is an engineering graduate with over 25 years of comprehensive experience in the field of information technology and business consulting. She is also a Certified Information Security Auditor with ISACA, USA. She has won many awards in the field of information technology like professional of the year award 2021 by MSME India, Most Promising Startup Award of the year 2021 from Indian Achievers Forum and Women Entrepreneur of the year 2022 from Women Entrepreneur India Magazine. She has more than a decade of experience in architecting and leading a large PSU bank – Indian Overseas Bank's internet/mobile banking/payment gateway, information security; wherein she has headed the Secretariat branch, Chennai for the 3 years. She is currently the director of YesPanchi Tech Services Private Limited. She is currently the Chairperson of the LCC, TN State Women's Commission, Chennai district.

#### Board's recommendation:

The Board of Directors are of the opinion that Mrs. Panchi Samuthirakani's experience and knowledge in the areas of information technology and business consulting will certainly contribute to the growth of the Company. The Board has recommended the resolution at item no. 3 of this notice relating to her appointment as an independent director of the Company, as a special resolution for members approval.

In the opinion of the Board, Mrs. Panchi Samuthirakani fulfils the conditions for the appointment as an independent director as specified in the Companies Act, 2013 and the rules made there under and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the management and possesses appropriate skills, experience, and knowledge. Mrs. Panchi Samuthirakani, if appointed by the members of the Company as an independent director shall hold office for a term of five years commencing from June 26, 2023 till June 25, 2028.

Mrs. Panchi Samuthirakani doesn't have any pecuniary relationship with the Company directly or indirectly other than the remuneration (in terms of sitting fees) that she may receive as a non-executive independent director of the Company and is not related to any director or managerial personnel of the Company.

Details of Mrs. Panchi Samuthirakani in terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standard on general meetings (SS-2) are given hereunder;

#### Details pursuant to regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards 2 on general meetings

Name of director	Panchi Samuthirakani
DIN	09205373
Date of birth	June 27, 1976
Nationality	Indian
Date of first appointment on the board	June 26, 2023
Qualifications	As mentioned in the explanatory statement
Brief resume	
Experience/ expertise in specific functional area	
No. of shares held in the Company, including shareholding as a beneficial owner	Nil

Name of director	Panchi Samuthirakani
List of Directorships held in other companies including listed entities	<ul style="list-style-type: none"> <li>• Idyafactory Technologies Private Limited</li> <li>• Yespanchi Tech Services Private Limited</li> <li>• Ingu's Knowledge Academy Private Limited</li> <li>• Msubbu Academy Private Limited</li> </ul>
No. of board meetings attended during the year	1
Relationship between director inter-se and other key managerial personnel of the company	Nil
Terms and conditions of appointment	Not liable to retire by rotation.

Except Mrs. Panchi Samuthirakani, none of the directors, key managerial personnel or their relatives are concerned or interested in this resolution.

The Board recommends passing of the proposed resolution stated in item no. 3 as a special resolution and requests the approval of the shareholders for the same.

#### **Item 04 – Approval of revision in remuneration of Mr. Thyagarajan R (DIN: 00942326) under section 188(1)(f) of Companies Act, 2013**

The shareholders of the Company, at the 37<sup>th</sup> annual general meeting, approved a remuneration of value not exceeding INR 6,25,000 per month to Mr. Thyagarajan R, for being appointed in office or place of profit, i.e., Healthcare Triangle Inc, a step-down subsidiary of SecureKloud Technologies Limited. The Board of Directors of Healthcare Triangle Inc have appointed Mr. Thyagarajan R, as chief financial officer and principal financial officer of Healthcare Triangle Inc with effect from April 01, 2023, thereby modifying his terms of appointment including remuneration. Further, the Board of Directors of SecureKloud Technologies Limited took note and approved the same at its meeting held on May 29, 2023. Subsequent to his appointment as in the step-down subsidiary, the remuneration has been revised as follows:

- Basic Salary: INR 2,50,00,000 per annum
- Bonus: INR 1,25,00,000 per annum (payable either in parent company or the subsidiary)
- Employee Stock Compensation: As decided by the Compensation and Remuneration Committee.

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in this resolution.

The Board recommends passing of the proposed resolution stated in item no. 4 as a special resolution and requests the approval of the shareholders for the same.

#### **Item 05 – Ratification of the related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2022-23**

The Board of Directors and audit committee noted that the value of transaction between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) has exceeded the value of approval for the financial year 2022-23. The shareholders, by way of postal ballot notice dated November 21, 2022, approved the transactions between the two entities for a value not exceeding INR 12,000 lakhs for the financial year 2022-23; however, the actual transactions during the year between the said parties has exceeded INR 12,000 lakhs and is at INR 14,432 lakhs. Since, the transactions during the year have exceeded the forecast made at the beginning of the year; the audit committee ratified the same at its meeting held on May 29, 2023. The same shall be put forth before the shareholders for their ratification and approval; as such a transaction is voidable at the hands of the shareholders in terms of section 188 of the Companies Act, 2013.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Details of summary of information provided by the management to the audit committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc. Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.

S. No.	Description	Details										
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc during the financial year 2022-23 aggregating up to INR 13,800 lakhs										
d	Value of transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Purchase of services</td> <td>420</td> </tr> <tr> <td>Sale of services</td> <td>13,160</td> </tr> <tr> <td>Rent and administrative charges</td> <td>220</td> </tr> <tr> <td>Total</td> <td>13,800</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Purchase of services	420	Sale of services	13,160	Rent and administrative charges	220	Total	13,800
Nature of transaction	Estimated Value											
Purchase of services	420											
Sale of services	13,160											
Rent and administrative charges	220											
Total	13,800											
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2021-22 is INR 37,940 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 36.4%.										
f	Tenure	One year (2022-23)										
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above. All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.										
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable										
a	details of the source of funds in connection with the proposed transaction											
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure											
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.											
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT											
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing.										
5	Any other information that may be relevant	None										

Except Mr. Thyagarajan R, Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors and key managerial personnel of the Company and their relatives is concerned or interested in the resolution.



Based on the ratification of the audit committee, the Board recommends passing of the proposed resolution stated in item no 5 as an ordinary resolution and requests the approval of shareholders for the same.

#### Item 06 – Ratification and approval of related party transaction with Healthcare Triangle Inc for the financial year 2022-23

The audit committee ratified and approved the material related party transaction with the step-down subsidiary, exceeding 10% of the annual consolidated turnover of the last audited financial statements of the SecureKloud Technologies Limited, for the financial year 2022-23.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Details of summary of information provided by the management to the audit committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves the corporate guarantee extended by the SecureKloud Technologies Limited to Seacoast Business Funding on behalf of Healthcare Triangle Inc and Devcool Inc for the financial year 2022-23 aggregating up to INR 4,250 lakhs
d	Value of Transaction	INR 4,250 lakhs
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2021-22 is INR 37,940 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 11.2%.
f	Tenure	One year (2022-23)
2	Justification for the transaction	Healthcare Triangle Inc had entered into a purchasing agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables of the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company, has extended corporate guarantee against the outstanding liabilities. All transactions with Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 6 as an ordinary resolution and requests the approval of the shareholders for the same.

**Item 07 – Approval of modification in related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2023-24**

The audit committee at its meeting dated November 21, 2022 approved the material related party transaction with its subsidiary, to which the listed entity is not a party exceeding 10% of the annual consolidated turnover of the last audited financial statements of the listed entity, for the financial year 2023-24, subsequently shareholders approved the resolution through postal ballot notice dated November 21, 2022. However, it is forecasted that the transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc is estimated to be around INR 18,000 lakhs for the financial year 2023-24. Thereby, based on the recommendation and approval of the audit committee and the Board of Directors, the resolution no 7 has been put forth before shareholders to seek their approval for modification of the limit of transaction for the financial year 2023-24. In view of the changes in the threshold for determining the related party transactions that require prior shareholders approval and to facilitate seamless contracting and rendering/availing of services; the Company seeks approval of shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with related parties are reviewed and approved by the audit committee.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details												
1	Details of summary of information provided by the management to the audit committee													
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.												
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc. Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.												
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc during the financial year 2023-24 aggregating up to INR 18,000 lakhs												
d	Value of transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Purchase of services</td> <td>1,500</td> </tr> <tr> <td>Sale of services</td> <td>5,200</td> </tr> <tr> <td>Rent and administrative charges</td> <td>1,100</td> </tr> <tr> <td>Advances</td> <td>10,200</td> </tr> <tr> <td>Total</td> <td>18,000</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Purchase of services	1,500	Sale of services	5,200	Rent and administrative charges	1,100	Advances	10,200	Total	18,000
Nature of transaction	Estimated Value													
Purchase of services	1,500													
Sale of services	5,200													
Rent and administrative charges	1,100													
Advances	10,200													
Total	18,000													
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 39.3%.												
f	Tenure	One year (2023-24)												
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operations transactions, as related party transactions.												

S. No.	Description	Details
		In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above. All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Advances
a	details of the source of funds in connection with the proposed transaction	Own funds – collection from customers
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	None
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Payable within 12 months Interest free, unsecured advances
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements of SecureKloud Technologies Inc.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The board recommends passing of the proposed resolution stated in item no. 7 as an ordinary resolution and requests the approval of the shareholders for the same.

#### Item No 8 – Approval for material related party transaction with Healthcare Triangle Inc for the financial year 2023-24

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction of its step-down subsidiary, exceeding 10% of the annual consolidated turnover of the last audited financial statements of the listed entity, for the financial year 2023-24.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Details of summary of information provided by the management to the audit committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, corporate guarantee extended by the SecureKloud Technologies Limited to Seacoast Business Funding on behalf of Healthcare Triangle Inc 2023-24 aggregating up to INR 5,525 lakhs

S. No.	Description	Details								
d	Value of Transaction	(₹ in lakhs)								
		<table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>1,275</td> </tr> <tr> <td>Corporate guarantee</td> <td>4,250</td> </tr> <tr> <td>Total</td> <td>5,525</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	1,275	Corporate guarantee	4,250	Total	5,525
Nature of transaction	Estimated Value									
Sale of services	1,275									
Corporate guarantee	4,250									
Total	5,525									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 14.6%.								
f	Tenure	One year (2023-24)								
2	Justification for the transaction	<p>Healthcare Triangle Inc, step-down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The Company works closely with its step-down subsidiary to achieve the group's business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into an arrangement for sale of services as mentioned in point 1(c) above.</p> <p>Further, Healthcare Triangle Inc had entered into a Purchasing Agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company extended corporate guarantee against the outstanding liabilities.</p> <p>All transactions with Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.</p>								
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable								
a	details of the source of funds in connection with the proposed transaction									
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure									
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security									
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT									
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing								
5	Any other information that may be relevant	None								

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 8 as an ordinary resolution and requests the approval of the shareholders for the same.

**Item No 9 – Prior approval for material related party transaction with SecureKloud Technologies Inc for the financial year 2024-25**

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25. Thereby, based on the recommendation and approval of the audit committee, the resolution no 12 has been put forth before shareholders to seek their approval for financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details								
1	Details of summary of information provided by the management to the audit committee									
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc.								
c	Nature, material terms, monetary value and particulars of contracts or arrangement	(a) The transaction involves sale of services for business purposes to SecureKloud Technologies Inc during financial year 2024-25 aggregating upto INR 6,250 lakhs (b) SecureKloud Technologies Limited has extended a corporate guarantee not exceeding INR 4,250 lakhs for the loan taken by SecureKloud Technologies Inc in 2014. Upon renewal of the loan, the guarantee attached gets rolled over.								
d	Value of Transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>6,250</td> </tr> <tr> <td>Renewal of corporate guarantee</td> <td>4,250</td> </tr> <tr> <td>Total</td> <td>10,500</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	6,250	Renewal of corporate guarantee	4,250	Total	10,500
Nature of transaction	Estimated Value									
Sale of services	6,250									
Renewal of corporate guarantee	4,250									
Total	10,500									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited entity for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 22.9%.								
f	Tenure	One year (2024-25)								
2	Justification for the transaction	SecureKloud Technologies Inc., subsidiary company, operates in the cloud consulting and services space and caters to the market in United States of America and Canada. The subsidiary works closely with the SecureKloud Technologies Limited to achieve its business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in the businesses and to help carry out the operations in a seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c). All transactions with SecureKloud Technologies Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.								

S. No.	Description	Details
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing.
5	Any other information that may be relevant	None

Except Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 9 as an ordinary resolution and requests the approval of the shareholders for the same.

#### Item No 10 – Prior approval for the material related party transaction with Healthcare Triangle Inc for the financial year 2024-25

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details								
1	Details of summary of information provided by the management to the audit committee									
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.								
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, corporate guarantee extended by the SecureKloud Technologies Limited to Seacoast Business Funding on behalf of Healthcare Triangle Inc and Devccol Inc for 2024-25 aggregating up to INR 6,800 lakhs								
d	Value of Transaction	(₹ in lakhs)								
		<table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>2,550</td> </tr> <tr> <td>Corporate guarantee</td> <td>4,250</td> </tr> <tr> <td>Total</td> <td>6,800</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	2,550	Corporate guarantee	4,250	Total	6,800
Nature of transaction	Estimated Value									
Sale of services	2,550									
Corporate guarantee	4,250									
Total	6,800									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 14.8%.								
f	Tenure	One year (2024-25)								

S. No.	Description	Details
2	Justification for the transaction	<p>Healthcare Triangle Inc, step-down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The Company works closely with its step-down subsidiary to achieve the group's business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into an arrangement for sale of services as mentioned in point 1(c) above.</p> <p>Also, Healthcare Triangle Inc had entered into a Purchasing Agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company extended corporate guarantee against the outstanding liabilities.</p> <p>All transactions with Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.</p>
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 10 as an ordinary resolution and requests the approval of the shareholders for the same.

**Item No 11 – Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2024-25.**

The audit committee at its meeting dated August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details												
1	Details of summary of information provided by the management to the audit committee													
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.												
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc. Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.												
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc during the financial year 2022-23 aggregating up to INR 21,000 lakhs												
d	Value of Transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Purchase of services</td> <td>200</td> </tr> <tr> <td>Sale of services</td> <td>5,100</td> </tr> <tr> <td>Rent and administrative charges</td> <td>500</td> </tr> <tr> <td>Advances</td> <td>15,200</td> </tr> <tr> <td>Total</td> <td>21,000</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Purchase of services	200	Sale of services	5,100	Rent and administrative charges	500	Advances	15,200	Total	21,000
Nature of transaction	Estimated Value													
Purchase of services	200													
Sale of services	5,100													
Rent and administrative charges	500													
Advances	15,200													
Total	21,000													
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 45.8%.												
f	Tenure	One year (2024-25)												
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and life sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operations transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above. All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.												
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Advances												
a	details of the source of funds in connection with the proposed transaction	Own funds – collection from customers												
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	None												



S. No.	Description	Details
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Payable within 12 months Interest free, unsecured advances
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements of SecureKloud Technologies Inc.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 11 as an ordinary resolution and requests the approval of the shareholders for the same.

**Item No 12 – Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for the financial year 2024-25.**

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details								
1	Details of summary of information provided by the management to the Audit Committee									
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc. Devcool Inc is a wholly owned subsidiary of Healthcare Triangle Inc								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.								
c	Nature, material terms, monetary value and particulars of contracts or arrangement	(a) Payment of payroll expenses on behalf of Devcool Inc by Healthcare Triangle Inc and subsequent reimbursement during the financial year 2024-25 aggregating up to INR 16,000 lakhs. (b) Advances by Devcool Inc to Healthcare Triangle Inc for working capital purposes during the financial year 2024-25 aggregating up to INR 21,000 lakhs.								
d	Value of Transaction	(₹ in lakhs)								
		<table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Reimbursement of payroll expenses</td> <td>16,000</td> </tr> <tr> <td>Advances</td> <td>21,000</td> </tr> <tr> <td>Total</td> <td>37,000</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Reimbursement of payroll expenses	16,000	Advances	21,000	Total	37,000
Nature of transaction	Estimated Value									
Reimbursement of payroll expenses	16,000									
Advances	21,000									
Total	37,000									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited entity for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 80.7%.								
f	Tenure	One year (2024-25)								

S. No.	Description	Details
2	Justification for the transaction	Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and life sciences industry. Devcool Inc, wholly owned subsidiary of Healthcare Triangle Inc, also carries similar business servicing the healthcare industry and hence works closely with Healthcare Triangle Inc. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the step down subsidiary has entered into the various arrangements with its subsidiary as mentioned in point 1(c) above. All transactions entered between Healthcare Triangle Inc and Devcool Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and Board of Directors of the Company.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Advances
a	details of the source of funds in connection with the proposed transaction	Own funds – collection from customers of Devcool Inc
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	None
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Payable within 12 months Interest free, unsecured advance
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working capital requirements of Healthcare Triangle Inc
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R and Mr. Suresh Venkatachari (promoter), none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 12 as an ordinary resolution and requests the approval of the shareholders for the same.

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

- (i) The voting period begins on 9.00 AM (IST) on Saturday, September 23, 2023 and ends at 5.00 PM (IST) on Monday, September 25, 2023. 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) Tuesday, September 19, 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 December 9, 2020** under regulation 44 of SEBI (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.

**NOTICE**

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 abovesaid 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 <b>CDSL depository</b>	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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and new system myeasi tab. 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, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and new system myeasi tab and then click on registration option. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "beneficial owner" icon under "login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "access to e-voting" under e-voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name 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 and voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "login" which is available under 'shareholder/member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. click on company name or e-voting service provider name 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 &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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](http://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](http://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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

(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 SECUREKLOUD 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](http://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](mailto: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 mandatorily 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@securekcloud.com](mailto:cs@securekcloud.com), 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM/ EGM 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/EGM.
4. Shareholders are encouraged to join the meeting through laptops / IPads 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. The facility for registration as a speaker will be open from September 20, 2023 at 9 a.m till September 23, 2023 at 5.00 p.m mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Company reserves the right to limit the numbers of members asking the questions depending on the availability of time at the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries from September 20, 2023 at 9 a.m till September 23, 2023 at 5.00 p.m mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 and mobile no. with your respective depository participant (DP)
3. For individual demat shareholders – Please update your email id and mobile no. with your respective depository participant (DP) which is mandatory while e-voting and joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

# Corporate Information

## BOARD OF DIRECTORS

Mr. Balasubramanian V, Chairman (Independent Director)  
Mr. Thyagarajan R, Whole-time Director and Chief Financial Officer  
Mr. Srinivas Mahankali, Whole-time Director and Chief Business Officer  
Mr. Biju Chandran, Independent Director  
Mrs. Panchi Samuthirakani, Independent Director  
*(Appointed w.e.f June 26, 2023)*  
Mr. V V Sampath Kumar, Independent Director  
Mr. M Vijaykumar, Non-Executive Director

## AUDIT COMMITTEE

Mr. Biju Chandran, Chairman  
Mr. Balasubramanian V, Member  
Mr. V V Sampath Kumar, Member

## NOMINATION AND REMUNERATION COMMITTEE

Mr. V V Sampath Kumar, Chairman  
Mr. Biju Chandran, Member  
Mr. Balasubramanian V, Member

## STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Balasubramanian V, Chairman  
Mr. Biju Chandran, Member  
Mr. V V Sampath Kumar, Member

## CHIEF FINANCIAL OFFICER

Mr. Thyagarajan R.

## COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Roshini Selvakumar

## STATUTORY AUDITORS

M/s. K. Gopal Rao & Co,  
New No.21, Old No.9/1, Moosa Street,  
T. Nagar, Chennai 600 017.

## INTERNAL AUDITORS

M/s. K.V Sudhakar & Co,  
Chartered Accountants,  
Room 19, 2<sup>nd</sup> Floor,  
Corporation Shopping Complex  
Old No. 77, New No. 36, CP Ramaswamy Road,  
Chennai - 600018

## SECRETARIAL AUDITORS

SPNP & Associates  
Practising Company Secretaries  
No.10/28, 2<sup>nd</sup> floor, 3<sup>rd</sup> Cross Street, R K Nagar,  
Raja Annamalaipuram, Mandaveli  
Chennai 600 028

## BANKERS

Indian Bank  
Porur Branch,  
225, Trunk Road,  
Porur, Chennai 600 116

## REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Pvt. Ltd.  
17-20, Jafferbhoy Ind. Estate,  
1<sup>st</sup> Floor, Makhwana Road,  
Marol Naka, Andheri ( E )  
Mumbai 400 059  
Ph: +91 – 22- 4227-0400

## REGISTERED OFFICE

No 37 and 38, ASV Ramana Towers, 5<sup>th</sup> floor  
Venkat Narayana Road, T. Nagar  
Chennai 600 017  
Email ID: cs@securekloud.com

## WEBSITE

[www.securekloud.com](http://www.securekloud.com)

## CORPORATE IDENTITY NUMBER

L72300TN1993PLC101852

## SHARES LISTED AT

BSE Limited (Scrip code - 512161)  
National Stock Exchange of India Limited  
(Symbol - SECURKLOUD)

EQUITY ISIN - INE650K01021



SECUREKLOUD

**SecureKloud Technologies Limited**

Registered Office:  
No.37 & 38, ASV Ramana Towers,  
5th Floor, Venkat Narayana Road, T.Nagar,  
Chennai - 600 017,  
Tamil Nadu.

[www.securekloud.com](http://www.securekloud.com)