



Orchasp Limited
CIN : L72200TG1994PLC017485

Department of Corporate Services
BSE Limited
P.J.Towers, Fort
Mumbai.400001.

02nd September 2023

Dear Sir

Sub : Submission of 29th Annual Report

Ref : Regulation 34(1) of SEBI(LODR) Regulations,2015

With reference to the above, we are herewith submitting our 29th Annual Report in compliance with Clause 34(1) of SEBI(LODR) Regulations,2015.

Kindly take the same on record and oblige.

Thanking You

Yours Faithfully

For Orchasp Limited

P. Chandra Sekhar

P.Chandra Sekhar
Managing Director & CFO
DIN : 01647212.



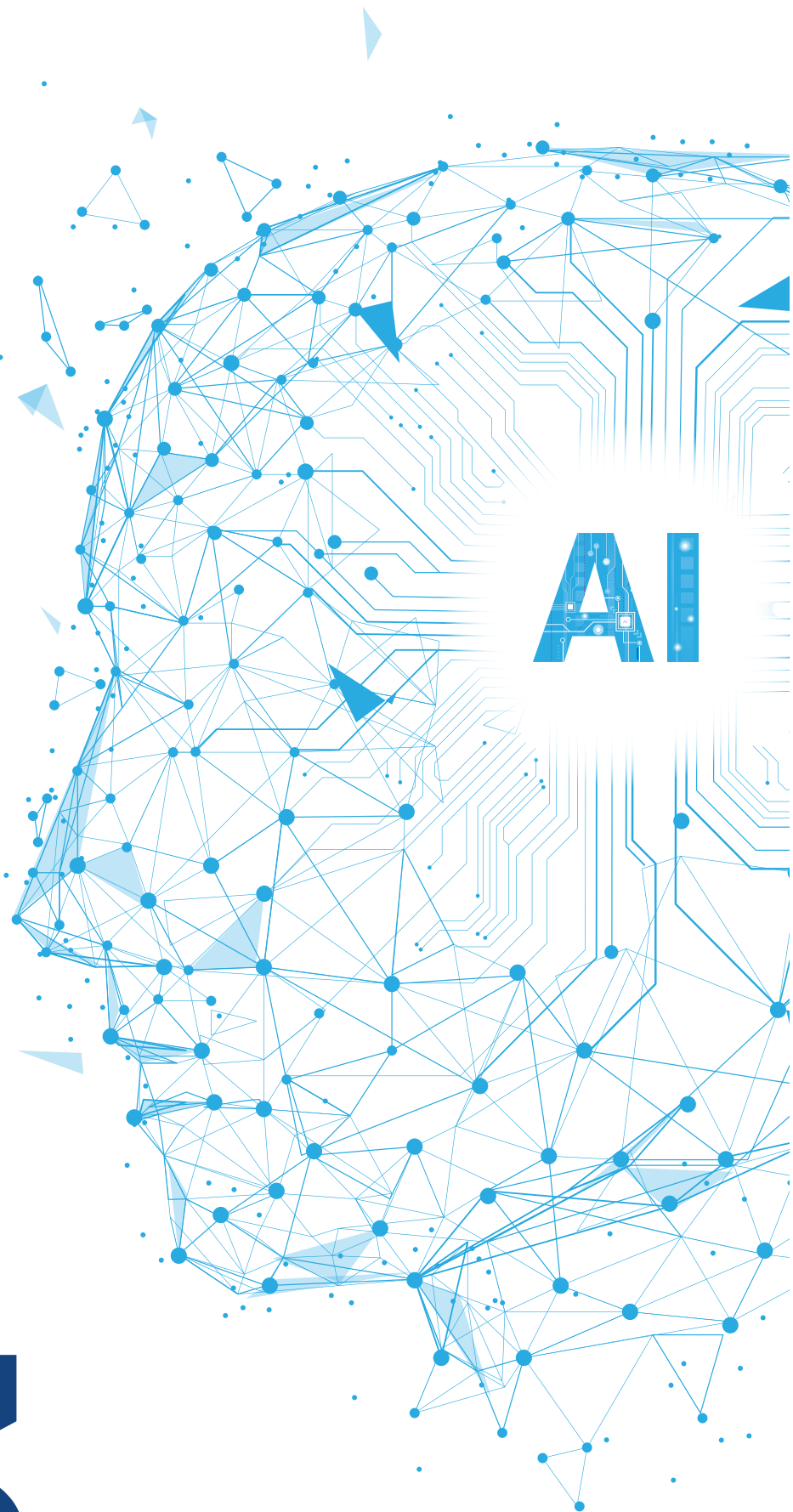
Encl :a/a



ORCHASP
Orchasp Limited

29th
Annual
Report

20
23





Index





1.	Board of Directors	02
2.	Platforms Showcase	04
3.	IT Offerings and Industry Solutions	12
4.	Tribute to Our Ex- Chairman	16
5.	Notice	20
6.	Board’s Report	30
7.	Corporate Governance Report	51
8.	Management Discussion and Analysis	64
9.	MD, CFO, CG compliance and Non-disqualification Compliance	74
10.	Standalone Independent Auditor’s Report	80
11.	Standalone Financial Statements, Accounting Policies and Notes	90
12.	Consolidated Independent Auditor’s Report	122
13.	Consolidated Financial Statements, Accounting Policies and Notes	130
14.	Board of Orchasp Limited	161

Board Of Directors



Mr. P. Chandra Sekhar

DIN-01647212

Promoter, Managing Director & CFO

Committee Membership: 



Mr. K.S. Shiva Kumar

DIN-02103299

Promoter,
Director- Operations, COO



Mr. K. Koteswara Rao

DIN-06401491

Promoter, Non-Executive Director

Committee Membership: 



Mr.B.V.B Ravi Kishore

DIN-03271596
Independent Director

Committee Membership:



Mr. V. S. Roop Kumar

DIN-05317482
Independent Director

Committee Membership:



Mr. B. Srinivasa Reddy

DIN-01384074
Independent Director

Committee Membership:




Ms. G. Ponnari

DIN-09075036
Independent Director

Committee Membership:



-  Audit committee
-  Nomination & Remuneration Committee
-  Stakeholders Relationship Committee
-  Corporate Social Responsibility Committee

• C - Chairman • M - Member

The smartest way to secure your **health** records!



Features

Secure:

Store All Your Reports And Prescriptions In A Cloud Database!

Family Health Records:

Maintain Health Records Of Your Family Members Online

Cloud Service:

Access Your Reports And Records Anytime, Anywhere!

Share:

Share Reports With Your Doctors By Email Or Through The App - All It Takes Is A Few Seconds!

24x7x360 Support:

Easily Access Your Electronic Health Records Any Time!

Indusayush is the smartest solution that one can use to upload and maintain your personal health records online!



Welcome to the future of logitics!

Business

Connecting small and medium fleet operators to customers

Transport Vendor Scorecard

Connecting small and medium fleet operators to customers

GPS

The Logistics site offers real-time mapping and on-time status reporting of cargo.

Truckload Shipping

Connecting small and medium fleet operators to customers

Online Booking

Integrated with the complete transportation management process, Induscargo eliminates time wasted in the entire transportation process.

Our platform facilitates the SFOs and MFOs interaction with SME, MSME and domestic customers to achieve their goals.

www.induscargo.in



Complete Hospital Information Solution

Meant for enterprise solutions, aimed towards the reduction of work and increased productivity.

FrontOffice

The first point of interaction for anybody coming to the hospital! Contains data about patients, doctors, departments and services offered.

Investigation

provides details of all the investigations carried out for In-patients and Out-patients.

Billing

provides detailed billing of In-patient and Out patient services.

Ward Management

takes care of lab and drug requisitions, critical care readings, ICU orders and reviews of patients.

Administration

Includes information about rooms, tariffs, critical care equipment, packages and administrative facilities.

Pharmacy

Deals with the sales and issue of medicine to patients.

Accounts

Includes financial setup, groups, ledgers, vouchers, trail balance, profit and loss accounts, balance sheet, journal report, cashbook, sales register, debit and credit notes.

HRMS

Used for overall resource management, like employee details, payroll, and departments.

Marketing

Takes care of reference doctors, corporate marketing and advertising

EDP

- exclusively for granting privileges to the employees in the different departments

HMS by Cybermate Infotek enables the customer to achieve greater productivity, reduce costs and even increase profitability! It also helps decision makers to be more proactive with market dynamics.



Online Indian Handicrafts Store

Ethnic Indian handicrafts...
from the hands of the maker to the collector

India's diverse art and culture finds distinctive expression in a wide range of handicrafts. Indycrafts provides a virtual platform for creative craftsmen of such artwork to directly connect with buyers around the world online. As an online store for Indian handicrafts we aim to empower local artists and craftsmen, globalize their reach, and provide buyers an experience of unique and exquisite art.



E-Learning Development and Services

E-learning is a type of learning conducted digitally via electronic media, typically involving the internet.

Benefits of E-Learning for Businesses

Lower Training Costs

With eLearning, you don't have to spend a fortune hosting seminars, renting hotel rooms, and covering travel expenses. You can simply develop an online course and share it with your employees.

Wider Coverage

Distance learning has no barriers. You can train hundreds of employees in dozens of offices across the world in a uniform fashion. Employees don't need to spend time attending classroom lectures. All they need is a digital device and Internet access.

Single Knowledge Base

All the learning material is stored in one place, i.e., an LMS. Employees can log in to the LMS at a convenient time from any device, find the course they need, and refresh their memory.

Faster Employee Development

Traditional training can be rather slow because it depends on the business trainers' working hours. An LMS is available anytime, making it possible for your employees to study whenever they feel like: when commuting, during their lunch break, or at home.

Business Adaptability

E-Learning helps employees keep up with the company's rhythm and solve problems in real time. Need to introduce a new product to the sales team? Create a course and deliver it instantly to thousands of employees.

E-Learning continues to gain ground in the corporate sector. Businesses implement it to develop their staff, streamline their processes, and extend their reach.

Marketplace aggregation of B2B goods and services


In the business-to-business model, businesses and organizations exchange goods and services. For example, one company may contract with another business to provide the raw materials needed to manufacture a product.

1. Business buying is a complicated process
2. Rational buying
3. Complexity of products
4. Less number of buyers and probably more sellers
5. Fewer segmentation and needs
- 6 Building personal relationships
- 7 Long-term buying
- 8 Business-to-business (B2B) marketers need to focus on innovation
- 9 Looks & packaging do not matter
- 10 Branding and sub-branding

B2B (business-to-business), a type of electronic commerce (e-commerce), is the exchange of products, services or information between businesses, rather than between businesses and consumers (B2C). A B2B transaction is conducted between two companies, such as wholesalers and online retailers.

Retail E-commerce Aggregation of Unorganised Retail

E-commerce is a Strategic lever that helps you to speed up your sales Cycle and Enhance your Customer Experience.



E-commerce is now an expected channel for consumers and businesses, and if it's correctly implemented, it can increase revenue, cut costs and improve efficiency. However, developing your online store is not a simple undertaking. There are many factors to take into account to ensure that your E-commerce portal doesn't just sell, but sells well.

Organic Growth

Optimising your E-commerce product pages for search engine visibility drives leads to your website without costing you a cent. Improve your keyword-optimised page titles, headings, image alt text and web copy.

Analyse and optimise

You can collect much more information about your customers online than you would in a physical store. Your sales and marketing teams can use this valuable data to measure the effectiveness of their strategies and determine the areas of improvement.

Sell quicker

The more information you make available about your products on your E-commerce site, the easier it will be for a lead to make up their mind and the quicker they will buy. You can also remain top of mind by remarketing to leads who have already visited your website through social platforms.

Create opportunities to upsell

Online shopping makes it easier to upsell to existing customers. You already have their details and can provide them with value after they've checked out by staying in touch with newsletters, special promotions and exclusive subscriber discounts.

Word of mouth

Turn satisfied customers into brand ambassadors by allowing reviews and ratings of your products or services on your E-commerce site. You can also use positive customer feedback on your social channels to attract leads.

We build solutions that are E-commerce-optimised to enhance Efficiency and increase order size and frequency.

Content Management System

A content management system (CMS) is an application that is used to manage content, allowing multiple contributors to create, edit and publish. Content in a CMS is typically stored in a database and displayed in a presentation layer based on a set of templates like a website.

The following are common features of a CMS:

- Content creation, allows users to easily create and format content
- Content storage, stores content in one place, in a consistent fashion
- Workflows, assigns permissions for managing content based on roles such as authors, editors and admins
- Publishing, organizes and pushes content live

Research
inspiration
vision



Ideas

Brainstorm
management
planning

Benefits of a content management system

One major advantage of a CMS is its collaborative nature. Multiple users can log on and contribute, schedule or manage content to be published. Because the interface is usually browser-based, a CMS can be accessed from anywhere by any number of users. The second major advantage of a CMS is that it allows non-technical people who don't know programming languages to easily create and manage their own web content. The drag-and-drop editors of a typical content management platform allows users to enter text and upload images without needing to know any HTML or CSS (programming languages). When a company uses a CMS to publish its web pages, it reduces its reliance on front-end developers to make changes to the website, making it quicker and easier to publish new web pages.

IT Offerings

Heal Soft (HMS)

A complete Enterprise Hospital Management Software Suite (18 modules) for Clinics, Small, Medium and Large Hospitals at multi locations in multiple technologies which can be integrated to an ERP.



PMS

A complete web based application for the automation of Payroll Process.

Purchase & Contract Management

A specialized application for vendor management which facilitates procurement specification through tender processes and contract execution.



HRMS

An application to cater to the Human Resource record maintenance of multi Geographical operations of Public Sector Units.

Electronic Health Record (EHR)

An Electronic Health Record is a digital version of a patient's medical records.



Document Management System (DMS)

Work flow application for paperless operations for Note generation, Correspondence, Approval and Archival for Government Departments.

E-Billing

A highly technical product to facilitate enterprise billing for power generation units.



Asset Management Application (AMS)

An application for tracking the location, operation and movement of active and passive components of remote assets.

RCMS

A comprehensive retail & wholesale distribution management software package, uniquely designed to suite a single outlet or a multiple / chain of retail stores viz., Super markets and the likes.



Cinfotek CARDS

A complete print order management solution for the print industry.

Corporate Information System (CIS)

An intranet application of project management for handling project documentation, teams and resources, interact with employees.



Top Access

Comprehensive suite of solutions for Counter Top manufacturing & retail.

Top Access

An intranet application of project management for handling project documentation, teams and resources, interact with employees.



Fleetplus

Realtime vehicle monitoring & fleet management in companies with large fleets.

EZDMS

Simplified low cost Document Management System.



Medrep

A product for Pharmaceutical companies to manage & communicate the effectiveness of the medical representatives in the field.



Content Management System (CMS)

The Application, comprehensive content management software solution for publishing an online Business News Portal, Breaking News, Budget, Business Interviews or other information.

Industry Offerings



Finance

Investor Communication: Configurable Solution to manage large volumes personalized investor account performance reporting. **Credit Card Management:** This web based system provides integrated solution for registration of bank customers namely, Cardholder, Merchants, Marketing Agents, Recovery Agents.

Insurance

Virtual Premium It is our constant endeavor to offer our clients in the tourism sector, a high quality portals. The scope of work encompasses the varied range of services including ecommerce, several downloadable applications, payment gateway and GIS services for effective Town mapping.



Education

Pupilsoft: Geared towards the US public schools the “scholastic incident reporting system” provides early signals of violence & other anti-social events that may occur in the schools.

Online University Computer Shop: A configurable B2C solution for Universities, sale of computers and accessories to students via a preferred reseller.

Tourism

CIL provides a solution for a Client engaged in Travel and Tourism Domain. The solution comprises a Tourism Web Portal facilitating global tourists to plan and book their tours on-line which include, air tickets, hotel accommodation, local transport, travel guide, visa regulations and other allied services through payment gateways



Manufacturing

Sales Commission Automation System (SCAS):

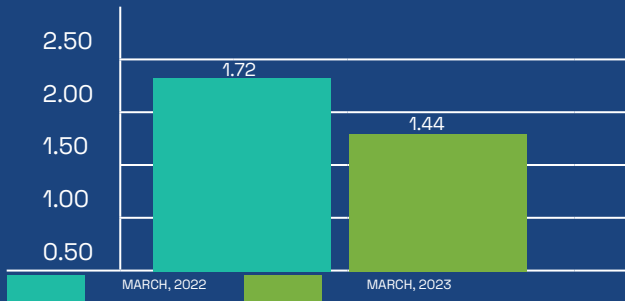
Is a Web-based solution, to simplify the commission calculation procedure of sales representatives. **Sugar ERP:** Provides a customizable ERP for the Sugar industries in India.

Business process outsourcing

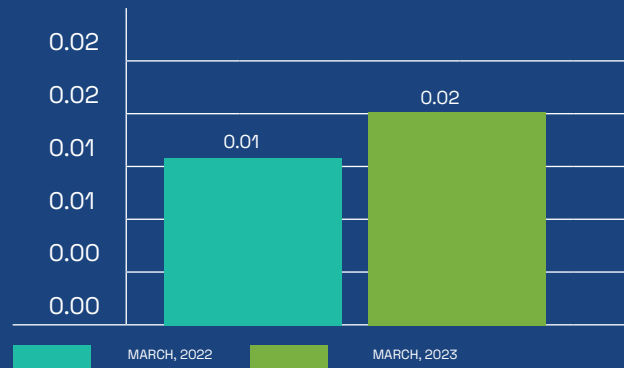
CIL has set up operational processes for sales, support, procurement, accounting and compliance for telecom and vendor management for cargo/logistics businesses.



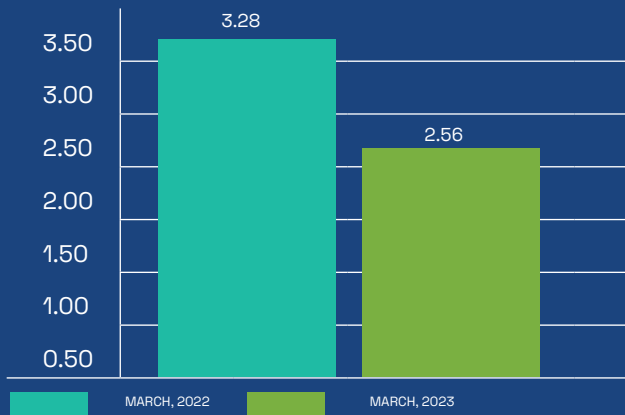
Current Ratio



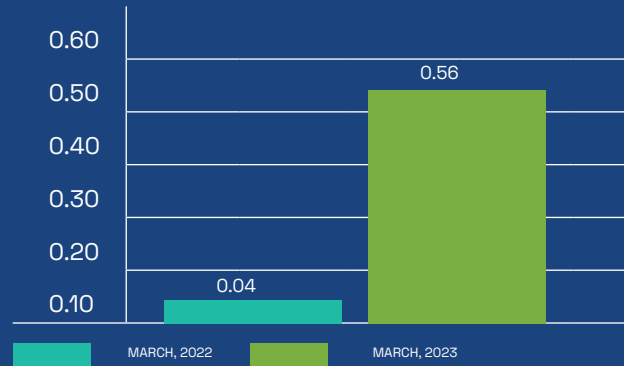
Return on Equity Ratio



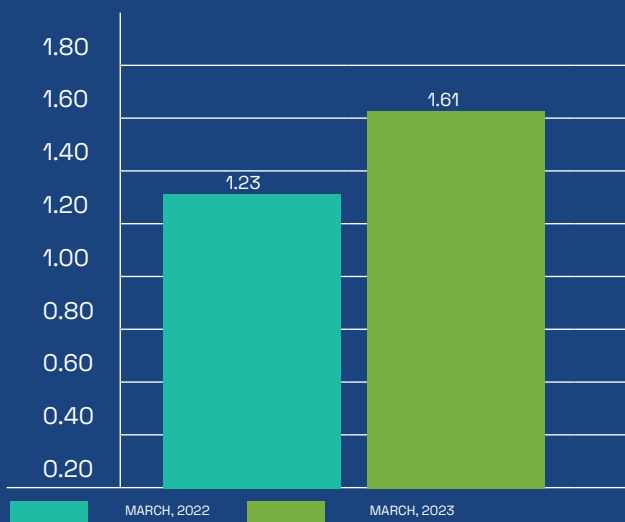
Debt-Equity Ratio



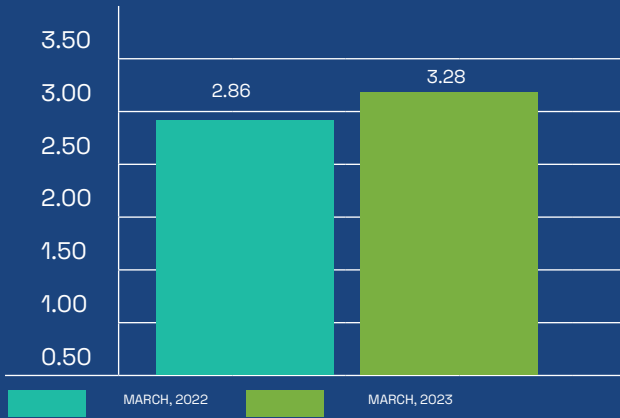
Trade Receivables/Turnover



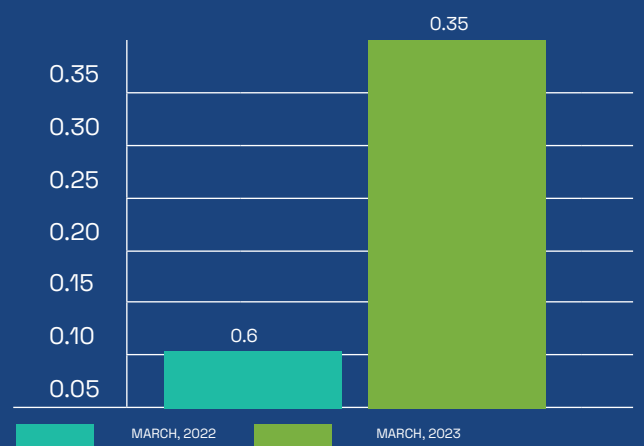
Debt Service Coverage Ratio



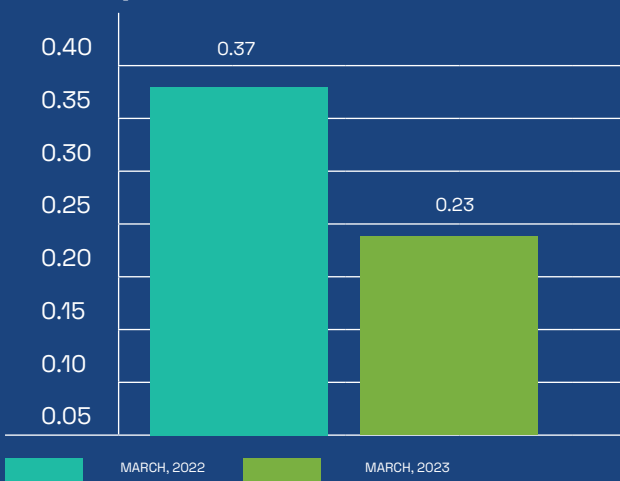
Trade Payables/Turnover Ratio



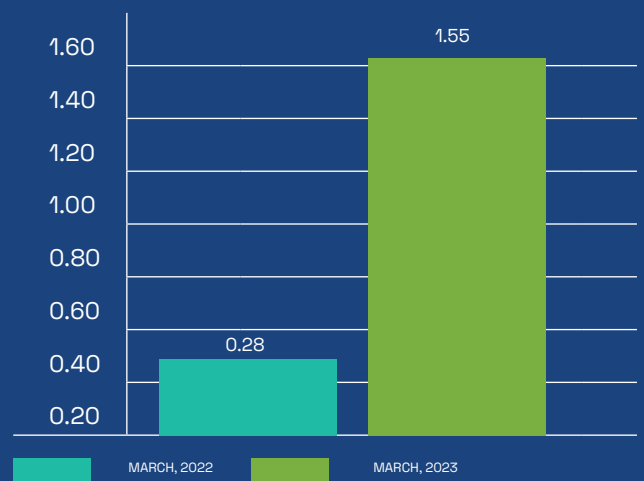
Return on Capital Employed



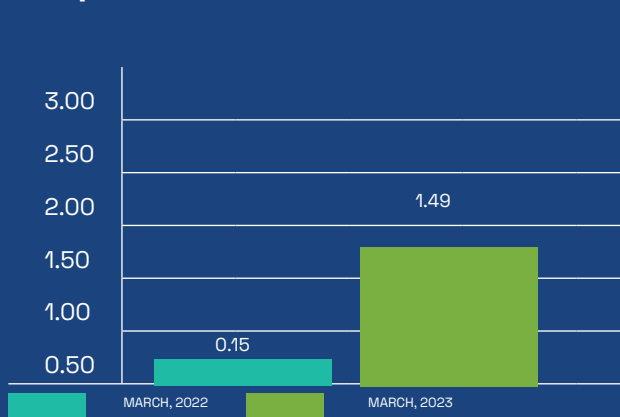
Net capital turnover ratio



Return on Investment



Net profit ratio



Mr. P. C. Pantulu Chairman & CEO



10-05-1946 / 27-11-2022

Born in Kavali, Nellore Dist. of Andhra Pradesh, and eldest of three sons of Sri.Chennarayudu and his wife Smt. Padmavathamma. He was very determined and took up the challenge of destiny in the form of Polio on his right leg at the age of 18 months. He did his schooling at Zilla Parishad School at Kavali and graduated from Jawahar Bharathi College at Kavali.

He then pursued Chartered Accountancy Course at Nellore and trained as an articled assistant. He qualified as a chartered accountant in the year 1971 and started his work at Chennai. He is survived by his Wife and two daughters, a son and three grandchildren.

He was a visionary and with his leadership he has taken the company for an Initial Public Offering and got the company listed on the Bombay Stock Exchange. It was a great success and earned him laurels from across the industry. Some of the banking fraternity used to call him a financial wizard. He also took the company to global markets and was instrumental in creating employment to several aspiring IT and Non-IT Professionals.

He was then designated as the Chairman, CEO and Director of the company.

In 2015, Sri Pantulu was diagnosed with Multiple Myeloma (Cancer) and has undergone treatment at a Corporate Hospital In Hyderabad. He fought the disease well and was always cheerful and inquisitive and bore all the side effects of the painful treatment viz Chemotherapy.

All through the phase of diagnosis and treatment he was instrumental in mentoring the team at Cybermate and led it to the transformation as Orchasp. An accomplished Chartered Accountant and an entrepreneur, Sri Pantulu achieved many milestones in his entrepreneurial journey.

He is a commerce graduate and a fellow of Institute of Chartered Accountants of India (qualified in the year 1971). He has over fifty years of experience in industries such as Electrical Appliances, Food Processing, Ship Building, Cement, Cement Products, Textiles, Pharmaceuticals to his credit. His experience has been in the area of Financial Management, Management Accounting and Taxation.

He promoted Cybermate Infotek Limited in the year 1994 and has led the company since its inception and has been instrumental in shaping and executing strategy and financial structuring. He was the chairman of Orchasp Limited at the time of his death. He is a Trustee of Chennarayudu Public Charitable Trust based at Secunderabad. He passed away on 27th November at his residence to cardiac arrest.

He was always a role model and inspired many young and aspiring professionals and assisted them in his own way to grow in their careers.





Notice

Notice

Notice is hereby given that the 29 th Annual General Meeting of the Shareholders of Orchasp Limited will be held on 25th September 2023 at 10:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business

Item No 1 :

1. To Adopt Audited Financial Statements

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

RESOLVED that to receive, consider and adopt the Audited Balance Sheet (Standalone & Consolidated) as 31st March 2023, the Profit and Loss Account (Standalone & Consolidated) as 31st March 2023, respectively together with Schedules and Notes attached thereto, along with the Report of the Board and Auditors thereon.

Special Business

Item No. 2:

2. To Allot Equity Shares on a preferential basis to Mrs P.Rajeswari as a legal heir of Late Mr.P.C.Pantulu, Promoter & Ex-CEO of the company, upon conversion of his existing unsecured loan.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution:

RESOLVED THAT - pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchange where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the “SEBI ICDR Regulations”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to offer, issue, and allot in one or more tranches up to 2,00,00,000 Equity Shares (Two Crore only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of Rs.3.20/- (Rupees Three and Paise Twenty Only) including premium of Rs 1.20/- (Rupees One and Paise Twenty Only) per share aggregating to Rs 6,40,00,000/-(Rupees Six Crore Forty Lakh only) to Mrs. P. Rajeswari (“Proposed Allottee”) , legal heir of late Mr. P.C.Pantulu, Promoter & Ex CEO of the Company on a preferential basis upon conversion of partial outstanding unsecured loan, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI(ICDR) Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under the SEBI(ICDR) Regulations.
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI(ICDR) Regulations, 2018 except to the extent and in the manner permitted thereunder.
- Allotment shall only be made in dematerialized form;
- The ‘Relevant Date’ for the purpose of determining the minimum price of the Equity Shares proposed to be

allotted to the above mentioned allottee is Friday, August 25th, 2023, i.e. being the date which is 30 days prior to the date of this meeting;

- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval from statutory authorities/BSE Ltd.
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing and trading approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company.”

3. To Approve and confirm the Loan Agreement cum Memorandum of understanding of M/s KORA Contracting and Trading Co.W.L.L

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2012, (“SEBI(ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities, consent of the Members of the Company be and is hereby sought for the approval of the Loan Agreement cum Memorandum of understanding dated 18th August 2023 for an amount of Rs. 8,39,98,376/- (Rupees Eight Crores Thirty Nine lakhs Ninety Eight Thousand Three Hundred and Seventy Six only) with a right to convert the said dues of KORA Trading and Contracting Co W.L.L. as on 31st March 2023, into equity shares of the Company.

RESOLVED FURTHER THAT KORA Trading and Contracting Co W.L.L. in lieu of its outstanding dues shall be entitled to exercise his right to convert its dues into equity shares in due compliance of the Companies Act 2013, SEBI (ICDR) Regulations 2012, SEBI(LODR) Regulations 2015, and other applicable laws if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modifications if any), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate as and when KORA Trading and Contracting Co W.L.L. exercises its right to convert the dues of the company from time to time and take all other steps which may be incidental, thereto.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

4. To Approve and confirm the Loan Agreement cum Memorandum of understanding of M/s WAHA AI Mesela for Contracting.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2012, ("SEBI(ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities, consent of the Members of the Company be and is hereby sought for the approval of the Loan Agreement cum Memorandum of understanding dated 18th August 2023 for an amount of Rs. 7,12,05,508/- (Rupees Seven Crores Twelve Lakh Five Thousand Five Hundred and Eight Only) with a right to convert the said assigned dues of Waha AI Mesela for Contracting, as on 31st March 2023, into equity shares of the Company.

RESOLVED FURTHER THAT Waha AI Mesela for Contracting in lieu of its outstanding dues shall be entitled to exercise his right to convert its dues into equity shares in due compliance of the Companies Act 2013, SEBI (ICDR) Regulations 2012, SEBI(LODR) Regulations 2015, and other applicable laws if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modifications if any), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate as and when Waha AI Mesela for Contracting exercises its right to convert the dues of the company from time to time and take all other steps which may be incidental, thereto.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors of Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Managing Director & CFO
DIN: 0164721

Place: Hyderabad
Date: 30-08-2023

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 8, 2021, December 14, 2021 and 02/2022 dated May 5, 2022 respectively (“MCA Circulars”), allowed companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided inter-alia in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 19 & 20 Moti Valley, Trimulgherry, Secunderabad.
2. In compliance with the aforesaid Circulars, Notice of the AGM along with the Integrated Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on 25-08-2023. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.orchasp.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL i.e. www.evotingindia.com.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
5. Pursuant to aforesaid MCA Circulars, the facility for appointment of proxies by the Members will not be available. Since the AGM will be held through VC/OAVM, route map, proxy form and attendance slip are not annexed to the Notice.
6. The Explanatory Statement as required under Section 102 of the Act, is annexed hereto. Further, additional information, inter-alia, pursuant to Regulation 26(4) and 36 of the Listing Regulations, in respect of Directors seeking appointment/re-appointment at the AGM, forms part of the Notice and/or Annual Report.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 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 AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The register of beneficial owners registers of members and share transfer books of the Company will remain closed from 19th September 2023, to 25th September 2023 (both days inclusive).
10. Members are requested to notify immediately, of any change in their address, to the Company in case their shares are held in dematerialized form; this information should be passed on so that the updated information as required can be made available at the meeting.
11. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.
12. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company to compile the information and provide replies at the meeting.
13. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:
 1. secretarial@orchasp.com
 2. info@aarthiconsultants.com

Members may also note that the aforesaid documents are available for download from the company’s website: www.orchasp.com
1. Voting through electronic means - instructions for shareholders for remote e-voting are as under:
 - i. The voting period begins on 22-09-2023 at 10.00 am and ends on 24-09-2023 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on “Shareholders” module.
- v. 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://web.cdslindia.com/myeasi/home/login> using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.

- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demate account holder has forgotten the login password than enter the user id and the image varifaction code and click on Forgot Password and enter the detail as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven (7) days prior to meeting** 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.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

xx. Note for Non - Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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;

secretarial@orchasp.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. If you have any queries or issues regarding attending AGM &

e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds,

N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors of Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Managing Director & CFO
DIN: 0164721

Place: Hyderabad
Date: 30-08-2023



- 18th Sep - Record Date
- 19th-25th Sep - Book Closure
- 22th Sep - 10 AM to 24th Sep - 5PM - E Voting
- 25th Sep - AGM @ 10:30 AM

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.

Item No 2: To Allot Equity Shares on a preferential basis to Mrs.P.Rajeswari , legal heir of Late Mr. P.C.Pantulu, Ex-CEO of the Company.

The following disclosure for the preferential issue of Equity Shares is made in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations 2009

(“the Regulations”).

The Company has an outstanding loan of Rs.15,00,00,000/- (Rupees Fifteen Crores only) payable to Mr. P.C. Pantulu (“Promoter” / “Proposed Allottee”) the Promoter of the Company. The Company requested Mr.P.C. Pantulu to convert outstanding loan into equity to reduce the cash out flow from the Company and to improve financial position. Mr. P.C. Pantulu has agreed to convert an amount of Rs 15,00,00,000/- (Rupees Fifteen Crores only) into equity. In the interim after approval of the loan agreement and MOU, by its Board of Directors on 30th May 2022 and shareholders in the Annual General Meeting held on 19th September 2022 , Mr. P.C.Pantulu died on 27th November 2022. Now his wife Mrs.P.Rajeswari has submitted a request along with a No Objection from their children, seeking allotment of shares. Based on the said request, the Board has resolved to create, issue, offer and allot up to **2,00,00,000 Equity Shares** (Two Crore Only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of Rs. 3.20/- (Rupees Three and Paise Twenty Only) including premium of Rs1.20/- (Rupees One and Paise Twenty Only) per share per share to Mrs.P.Rajeswari, promoter of the Company by way of partial conversion of unsecured loan on a preferential basis. The Special Resolution as mentioned under Item No. 2 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI(ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

S.No	Name of the Proposed Allottee	Amount Outstanding as on 31-03-2022 (INR)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (INR)
1	Mrs.P.Rajeswari	15,00,00,000	2,00,00,000	8,60,00,000

It may be noted that:

- All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- All equity shares of the Company held by the Proposed Allottee, if any, are in dematerialised form;
- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder.
- The Company has obtained the Permanent Account Numbers of the Proposed Allottee.
- The Proposed Allottee has represented and declared to the Company that she has not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
- None of the Promoters and Directors of the Company are fugitive economic offender.
- The Company does not have any outstanding dues to the Stock Exchange or the Depositories.
- The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Annual General Meeting seeking shareholders’ approval by way of Special Resolution in terms of Section 102 of the Companies Act, 2013 (“Act”), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014

and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Chapter V of the SEBI(ICDR) Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution.

To create, issue, offer and allot up to **2,00,00,000 Equity Shares** (Two Crore Only) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up at an issue price of Rs. 3.20/- (Rupees Three and Paise Twenty Only) including premium of Rs. 1.20/- (Rupees One and Paise Twenty Only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI(ICDR) Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI(ICDR) Regulations, or other applicable laws in this regard.

The Board of Directors has approved afore mentioned Preferential Issue in their meeting held on Wednesday the 30th August 2023.

B. The Objects of the Issue:

The object of this issue is to convert the outstanding unsecured loan received from Late Mr. P.C.Pantulu into Equity Shares to Mrs.P.Rajeswari ("Proposed Allottee"), legal heir of late Mr. P.C.Pantulu, Promoter & Ex CEO of the Company on a preferential basis upon conversion of partial outstanding unsecured loan, as specified in the resolution and thereby to reduce the amount of outstanding liabilities of the Company.

C. Number of securities, kinds of securities offered and the price at which security is being offered:

To create, issue, offer and allot up to **2,00,00,000 Equity Shares** (Two Crore Only) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up at an issue price of Rs. 3.20/- (Rupees Three and Paise Twenty Only) including premium of Rs. 1.20/- (Rupees One and Paise Twenty Only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI(ICDR) Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI(ICDR) Regulations or other applicable laws in this regard.

D. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made & Pricing of the preferential issue:

The Company is listed on BSE Limited, and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI(ICDR) Regulations.

The price of the Equity Shares to be allotted to the Proposed Allottee of the Company shall not be less than the price determined in accordance with the SEBI(ICDR) Regulations. Currently, SEBI(ICDR) Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of frequently traded shares (Regulation 164(1) of the SEBI(ICDR) Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a.the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b.the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

If the Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI(ICDR) Regulations,

a) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI(ICDR) Regulations):

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Though the present preferential issue does not result in any change on control, however the allotment is more than 05% of post issue capital. Therefore, a valuation report from an independent registered valuer is required. the valuation report was placed before the the board of directors at its meeting held on 30th August 2023 for consideration.

The issue Price of Rs. 3.20/- (Rupees Three and Paise Twenty Only) is determined as higher of the floor price mentioned in (a) above or the value determined by the independent valuer.

E. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs. 3.20/- (Rupees Three and Paise Twenty Only) which consists of Rs.2/- (Rupees Two only) as Face Value and Rs. 1.20/- (Rupees One and Paise Twenty Only) as premium per Equity Share. Kindly refer to the abovementioned point no. D for the basis of determination of the price

F. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI(ICDR) Regulations for the determination of the floor price for Equity Shares to be issued is Friday 25th August 2023 being the date 30 days prior to the date of Annual General Meeting.

G. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on 25th August 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned at the end as **Annexure -II**.

H. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to an Individual i.e., Mrs. P. Rajeswari, Promoter of the Company and legal heir of Late Mr. P.C.Pantulu, Promoter & Ex-CEO of the Company.

I. Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

The preferential issue is being made to Mrs.P.Rajeswari, Promoter of the Company, who intends to subscribe to the Equity Shares. No shares are being offered to any other Directors or Key Managerial Personnel. This issue/offer is limited to the Promoter Mrs.P.Rajeswari on a preferential basis through a letter of offer.

J. The proposed time within which the allotment shall be completed:

As required under the SEBI(ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

K. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner
Mrs.P.Rajeswari PAN: ABKPP2273K Address: 10, Classic Enclave, Sainikpuri Secunderabad,500094, Telangana.	Promoter of the Company	Mrs. P. Rajeswari.

The Proposed Allottee has not been allotted any securities of the Company during the year.

L. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

S.NO.	Name of the proposed allottee	Category	Pre-preferential holding		Post preferential Holding	
			No of Equity shares	% of Pre issue Capital	No of Equity shares	% of Post issue Capital*
01.	Mrs. P. Rajeswari	Promoter	85,48,372	6.58	2,85,48,372	19.05

Note : The Present paid up share capital of Rs.25,96,82,716 as on 30th August 2023 is considered for the purpose of shareholding percentage calculation.

M. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

N. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The current and proposed status of the Proposed Allottee post the preferential issue is "Promoter".

O. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person till date. However, 1,68,83,117 Equity Shares have been allotted to the Bond Holders upon conversion of 10 Nos , 1 % Unsecured Foreign Currency Convertible Bonds.

P. Principle terms of assets charged as securities:

Not Applicable

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash:

We have obtained a Valuation Certificate from an Independent Valuer and the same was placed before the board of directors at its meeting held on 30th August 2023 for consideration.

R. Certificate of Practicing Company Secretary:

The Certificate from Mr.Y.Koteswara Rao, Company Secretariy, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI(ICDR) Regulations. A copy of said Certificate is enclosed as **Annexure-I** to this notice of AGM.

S. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per Chapter V of the SEBI(ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the allottee, if any, shall be locked-in from the relevant date up to a period of 18 months from the date of trading approval.

T. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI(ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

U. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

V. SEBI Takeover code:

In the present case the proposed allottees would not attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

W. Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI(ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.

3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI(ICDR) Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI(ICDR) Regulations.

X. Monitoring Agency:

Since the issue size is less than One hundred Crores Rupees, the Company will not be required to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

Y. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mr. P. Chandra Sekhar, Managing Director and CFO of the Company, Mrs. P. Rajeswari, Proposed allottee, none of the other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

The resolution as set out in item No.2 of this Notice is accordingly recommended for your approval

3. To Approve and confirm the Loan Agreement cum Memorandum of understanding.

M/s KORA Trading and Contracting Co WLL (C.R.No 41186) having its registered and corporate office at Flat No 14, Building 39, Zone 23, Street 850 in Doha Qatar has provided manpower Services to Orchasp during the period 2022-23. Orchasp has utilised these services to meet requirements of its customers.

An amount of Rs.8,39,98,376/- (Rupees Eight Crore Thirty Nine Thousand Ninety Eight Thousand Three Hundred and Seventy Six Only) is due from Orchasp to KORA

In order to mitigate cash flow deficiencies, Orchasp has approached KORA with an option to convert their dues into equity.

M/s KORA Trading and Contracting Co WLL has entered into a Loan Agreement cum Memorandum of understanding dated 18th August 2023 and the board of directors in their meeting held on 30-08-2023 have considered and approved the said transaction as a related party transaction and informed to the stock exchange accordingly.

In due performance of the Loan Agreement cum Memorandum of understanding, M/s KORA Trading and Contracting Co WLL, have got a right to convert the said liability into equity share capital of the company as per the provision of SEBI(LODR) Regulations 2015 and SEBI(ICDR) Regulations and Companies Act 2013, as one of the terms of the Loan Agreement cum Memorandum of understanding and hence the approval of the members is sought in this regard.

The approval of Loan Agreement cum Memorandum of understanding is in pursuit of the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

The Loan Agreement cum Memorandum of understanding is made available for inspection to the members of the company on any working day during office hours between 10.00 am to 3.00 pm.

Except Mr.K.Koteswara Rao one of the Promoter and Director of the Company is interested directly or indirectly in the above company as director or partner as may be along with his relatives as stakeholders . Except Mr.K.Koteswara Rao, none of the other Directors and/or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are not in any way concerned or interested financially or otherwise in the proposed Resolution.

The resolution as set out in item No. 3 of this Notice is accordingly recommended for your approval

4. To Approve and confirm the Loan Agreement cum Memorandum of understanding.

M/s WAHA AI Mesela for Contracting,(C.R.No 105596) having its registered and corporate office at Flat No 15, Building 39, Zone 23, Street 850 in Doha Qatar has provided manpower Services to Orchasp during the period 2022-23.Orchasp has utilised these services to meet requirements of its customers.

An amount of Rs.7,12,05,508 /- (Rupees Seven Crore Twelve Lakh Five Thousand Five Hundred and Eight Only) is due from Orchasp to WAHA AI Mesela for Contracting In order to mitigate cash flow deficiencies, Orchasp has approached WAHA with an option to convert their dues into equity.

WAHA AI Mesela for Contracting,(has entered into a Loan Agreement cum Memorandum of understanding dated 18th August 2023 and the board of directors in their meeting held on 30th August 2023 have considered and approved the said transaction as a related party transaction and informed to the stock exchange accordingly.

In due performance of the Loan Agreement cum Memorandum of understanding, M/s WAHA AI Mesela for Contracting , have got a right to convert the said liability into equity share capital of the company as per the provision of SEBI(LODR) Regulations 2015 and SEBI(ICDR) Regulations and Companies Act 2013, as one of the terms of the Loan Agreement cum Memorandum of understanding and hence the approval of the members is sought in this regard.

The approval of Loan Agreement cum Memorandum of understanding is in pursuit of the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

The Loan Agreement cum Memorandum of understanding is made available for inspection to the members of the company on any working day during office hours between 10.00 am to 3.00 pm.

Mr.K.Krishna Shankar is one of the partners of WAHA AI Mesela for Contracting and is the son of Mr.K.Koteswara Rao , Non-Executive, Non- Independent Director, of the company and hence Mr.K.Koteswara Rao, is deemed to be interested and concerned in this resolution . None of the other Directors and/or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

The resolution as set out in item No. 4 of this Notice is accordingly recommended for your approval

By Order of the Board of Directors of Orchasp Limited



P. Chandra Sekhar
Managing Director & CFO
DIN: 0164721

Place: Hyderabad
Date: 30-08-2023

Annexure-I : Certificate of Compliance from Practising Company Secretary.

The Chief General Manager
Listing Operations,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 2,00,00,000 Equity Shares on preferential basis M/S. ORCHASP LIMITED (CIN-L72200TG1994PLC017485) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

- i. Y. Koteswara Rao, (Practicing Company Secretary), have verified the relevant records and documents of Orchasp Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:
- a. None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b. Mrs. P. Rajeswari (Allottee) holds 85,48,372 equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c. The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID & Client ID	Pre-Preferential Holding	Lock-in details		Pledged with	Pledge end Date
			From	To		
Mrs. P. Rajeswari	IN300394-15926910	8,500	25-08-2023	25-03-2025	N.A.	N.A.
Mrs. P. Rajeswari	IN302679-30457424	85,39,872	25-08-2023	25-03-2025	N.A.	N.A.
Total		85,48,372				

- d. None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- g. The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2023-24 is more than 5% of the post issue fully diluted share capital of the issuer.

Place : Hyderabad
 Date : 30-08-2023



Y. KOTESWARA RAO
 Practicing Company Secretary
 ACS:3785
 CP No.: 7427
 UDIN Number : A003785E000893927

Annexure-II :

Share Holding Pattern Pre & Post Allotment of Shares

Category of Shareholders	Pre-Issue				Post-Issue		
	No. of fully paid-up shares	No. of Partly paid-up shares	Total no of shares	% of total shares	No of shares Issued	Total No of shares	% of total shares
Promoters and Promoter group							
(1) Indian							
(a) Individuals /HUF	1,72,89,773	-	1,72,89,773	13.32	2,00,00,000	3,72,89,773	24.89
(b) Central Government/ State Government(s)	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-
(e) Any other	-	-	-	-	-	-	-
SUB TOTAL - (A) (1)	1,72,89,773	-	1,72,89,773	13.32	2,00,00,000	3,72,89,773	24.89
(2) Foreign							
(a) NRI individuals	-	-	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-	-	-
(c) Banks / FI	-	-	-	-	-	-	-
(d) Any other	-	-	-	-	-	-	-
SUB TOTAL - (A) (2)	-	-	-	-	-	-	-
Total shareholding of the promoter (A)(1) + (A)(2)	1,72,89,773	-	1,72,89,773	13.32	2,00,00,000	3,72,89,773	24.89
B. PUBLIC SHAREHOLDING							
(1) Institutions							
(a) Mutual funds	-	-	-	-	-	-	-
(b) Banks / FI	200	-	200	0.00	-	200.00	0.00
(c) Central Government	-	-	-	-	-	-	-
(d) State Government	-	-	-	-	-	-	-
(e) Venture Capital Fund	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-
(h) foreign venture capital funds	-	-	-	-	-	-	-
(i) others (specify)	-	-	-	-	-	-	-
SUB TOTAL (B)(1)	200	-	200	0.00	-	200	0.00
(2) non institutions							
(a) Bodies corporate							
(i) indian	-	-	-	-	-	-	-
(ii) overseas	1,28,90,719	-	1,28,90,719	9.93	-	1,28,90,719	8.60

Annexure-II : (Contd.)

Share Holding Pattern Pre & Post Allotment of Shares							
Category of Shareholders	Pre-Issue				Post-Issue		
	No. of fully paid-up shares	No. of Partly paid-up shares	Total no of shares	% of total shares	No of shares Issued	Total No of shares	% of total shares
(b) Individuals							
(i) Resident individual holding nominal share capital upto Rs. 2Lakh	6,98,43,364	-	6,98,43,364	53.79	-	6,98,43,364	46.61
(ii) Resident individual holding nominal share capital in excess of Rs. 2 Lakh	2,59,38,658	-	2,59,38,658	19.98	-	2,59,38,658	17.31
(c) others	38,78,644	-	38,78,644	2.99	-	38,78,644	2.59
SUB TOTAL (B)(2)	11,25,51,385	-	11,25,51,385	86.68	-	11,25,51,385	75.11
Total public shareholding (B)= (B)(1) + (B)(2)	11,25,51,385	-	11,25,51,385	86.68	-	11,25,51,385	75.11
(c) shares held by custodians for ADRs & GDRs		-	-				
Grand total (A+B+C)	12,98,41,358	-	12,98,41,358	100.00	2,00,00,000	14,98,41,358	100.00

**Registered & Corporate Office:****ORCHASP LIMITED****CIN: L72200TG1994PLC017485**

**Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Tirumalghery,
Secunderabad - 500 015. Telangana State, India.**

Tel :+91 40 47766123 / 24, Fax: +91 40 47766143

Email: info@orchasp.com Website: www.orchasp.com





BOARDS REPORT

Dear Members

Greetings!!

Death of Promoter, Chairman & CEO

During the year the Promoter, Chairman & CEO of the Company Mr. P.C. Pantulu, passed away on the 27th November 2022. He has been a source of inspiration to the team at Orchasp and has led the company through good and tough times.

We herewith present the report on our business and operations for the year ended 31st March 2023.

1. Financial Results.

The Company's financial performance for the year under review along with previous year's figures is given here under:

Particulars	Standalone		Consolidated	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
	INR In Lakhs	INR In Lakhs	INR In Lakhs	INR In Lakhs
Income from operations	2,34 5.58	3,729.40	2,345.58	3,729.40
Other income	492.90	77.47	492.90	77.47
Total income	2837.67	3806.87	2837.67	3806.87
Profit before tax	47.72	14.75	47.72	14.75
Profit after tax	35.05	5.58	35.05	5.58
Proposed dividend	-	-	-	-
Transfers to general reserve	-	-	-	-
Earning per share (basic)	0.03	0.01	0.03	0.01
Earning per share (diluted)	0.03	0.01	0.03	0.01

Financial highlights.

Revenues-Standalone

Revenue for the year ended 31st March 2023 stands at Rs.2345.58 lakhs as compared to 3729.41lakhs the same period last year. The Company's revenues declined by about 37.10 % over the previous year.

Revenues-Consolidated

There is no contribution of revenues from the wholly owned subsidiaries as these companies were not operational in US and Portugal. Hence on account of consolidation, there are no additional revenues.

Profits- Standalone

The Company had earned a net profit 47.72 lakhs (before tax) as against a net profit Rs. 14.75 Lakhs (before tax) in the previous year

Profits-Consolidated

Particulars	Cybermate Infotek Ltd. Inc		Cybermate International, Unipessoal, LDA	
	US Subsidiary		Portuguese Subsidiary	
	INR In Lakhs	INR In Lakhs	INR In Lakhs	INR In Lakhs
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Total income	-	-	-	-
Profit before tax	-	-	-	-

Capital Expenditure on Tangible Assets-Standalone.

During the year, additions to fixed assets were marginal, similar to the previous year.

2. Dividend.

No Dividend is being proposed for the current financial year to conserve resources.

3. Subsidiaries, Joint Ventures and Associate Companies.

During the year the Subsidiary companies could not continue commence operations. Statement pursuant to Section 129 Subsection (3)(i) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies as formatted in AOC-1 form has been attached as **Annexure-I** to this report.

4. Remuneration Policy.

Your Directors have on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration in accordance with Section 197 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.

The remuneration paid to your Directors and Managerial Personnel is in accordance with the Nomination and Remuneration Policy thus formulated.

The information required under Section 197 (12) of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as

Annexure - II.

5. Declaration by Independent Directors.

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the Independent Directors of your Company have given declaration that they have met the criteria of independence as required under the Act and the regulations.

6. Formal Annual Evaluation of Performance of the Board and its Committees.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the board evaluation framework.

The framework includes evaluation of directors on parameters such as.

- Peer Evaluation
- Decision Making
- Analysis of Information
- Board Dynamics & Relationships

- Corporate Strategy
- Participation at Board Committees

The Companies Act 2013 states that a formal evaluation needs to be made by the board of its own performance and that of its committees and individual directors. Schedule IV to the Companies Act States that the performance evaluation of independent directors shall be done by the entire board of directors excluding the director being evaluated.

The evaluation process has been explained in Corporate Governance Report.

7. Board Committees.

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievances' Committee, number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

Audit Committee

Name of the Member	Designation
Mr. V.S. Roop Kumar	Chairman
Ms. G . Ponnari	Member
Mr. B.V.B. Ravi kishore	Member

Nomination and Remuneration Committee

Name of the Member	Designation
Mr. B.V.B. Ravi kishore	Chairman
Mr. B. Srinivasa Reddy	Member
Mr. V.S. Roop Kumar	Member

Stakeholders Relationship Committee

Name of the member	Designation
Mr. B. Srinivasa Reddy	Chairman
Mr. K . Koteswara Rao	Member
Mr. B.V.B. Ravi Kishore	Member

Corporate Social Responsibility Committee

Name of the member	Designation
Mr. B.V.B. Ravi Kishore	Chairman
Mr. P. Chandra Sekhar	Member
Ms. G. Ponnari	Member

8. Deposits.

The Company has neither accepted nor renewed any deposits during the year under review. There are no outstanding deposits.

9. Particulars of Loans, Guarantees or Investments Made under Section 186 of the Companies Act, 2013.

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

10. Disclosures under Sexual Harassment of Women at Workplace.

In accordance with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company is required to have an Anti- sexual harassment policy through which an Internal Complaints Committee is constituted. The said committee meets at regular intervals to redress any complaints received by the committee in these lines and after due deliberation aims at disposing off the complaints. However, there has been no such complaint filed within the company till date.

11. Significant and Material Orders Passed by the Regulators or Court.

During the year under review there are no material adverse orders passed by regulators or court

12. Material changes and commitments, if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report.

There are no significant events which are affecting the financial position of the company subsequent to the balance sheet date.

However, the FCCBs issued in 2018 are maturing on the 09th July 2023. The Investors have sought an extension of maturity date for a further period of one year i.e., up to 08th July 2024.

13. Particulars of Contracts or Arrangements made with Related Parties.

All Contracts/arrangements/transactions entered by the company during the financial year 2021-22 with related parties were in the ordinary course of business and on an arm's length basis.

In this regard, we draw your attention to Note 32 containing a Statement Pursuant to Clause (h) of sub section 134 of the companies Act 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014, to the financial statements which sets out related party disclosures.

14. Number of Board meetings conducted during the year under review.

The directors of the company have met Eight (8) times during the financial year under review for the purposes of discussing the affairs of the company and its business, the details of which are listed below:

S.No	Date of Meeting	Time	Place	Meeting No.	For the Quarter
1.	30-05-2022	11:00 Am	Regd & Corp Off	01/2022-23	Apr-Jun
2.	13-08-2022	11:00 Am	Regd & Corp Off	02/2022-23	Jul-Sep
3.	22-08-2022	11:00 Am	Regd & Corp Off	03/2022-23	Jul-Sep
4.	31-10-2022	11:00 Am	Regd & Corp Off	04/2022-23	Oct-Dec
5.	11-11-2022	11:00 Am	Regd & Corp Off	05/2022-23	Oct-Dec
6.	29-11-2022	11:00 Am	Regd & Corp Off	06/2022-23	Oct-Dec
7.	02-01-2023	11:00 Am	Regd & Corp Off	07/2022-23	Jan-mar
8.	10-02-2023	11:00 Am	Regd & Corp Off	08/2022-23	Jan-mar

15. Vigil Mechanism

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The company has also set out a whistle blower policy in terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, so as to ensure that the business is conducted with integrity and the company's financial information is accurate.

The Policy on Vigil Mechanism and whistle blower policy may be accessed on the company's website.

16. Training of independent directors

Whenever, new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, Board procedures, our major risks and management strategy.

17. Directors Responsibility Statement

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act 2013 with respect to Directors Responsibility Statement, it is hereby confirmed.

- 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 judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period.
- iii. That the Directors had taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors had prepared the accounts for the financial year ended March 31, 2023 on a 'going concern' basis.
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi. That systems to ensure compliance with the provision of all applicable laws were in place and were adequate and operating effectively.

18. Extract of Annual Return

Form MGT 9 containing details, forming part of the extract of the Annual return is disclosed on the website of the company at www.orchasp.com/investors. [pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014].

19. Statement concerning development and implementation of Risk Management Policy of the company.

The Risk Management framework is not applicable to the Company as per the statute for the current period.

20. Details of Policy developed and implemented by the company on its Corporate Social Responsibility initiatives.

Pursuant to Section 135 of the Companies Act, 2013 every Company having.

- Net worth of rupees five hundred crore or more, or.
- Turnover of rupees one thousand crore or more or.
- Net profit of rupees five crore or more.

During any financial year, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

During the financial year 2018-19, on the basis of the Net Profit earned, the company qualified for Corporate Social Responsibility initiatives. The company has constituted a committee for the same (as provided under "Board's Committee" - Point No. 9). The company shall plan and implement the CSR activities in due course.

21. Transfer of Unclaimed Dividend to Investor Protection Fund.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

22. Adequacy of Internal Financial Controls.

The Company has established and is maintaining internal controls and procedures. The Board of Directors have evaluated the effectiveness of the Company's internal controls and procedures and confirm that they are adequate based on the size and the nature of its business.

23. Internal Audit.

The Company has a well-established system of Internal Audit which carries out audit on Risk Management framework covering all the functions.

24. Auditors and Auditors report.

Statutory Auditors

M/s P C N & Associates have been appointed as statutory auditors from the conclusion of the 27th Annual General meeting for a period of five (5) years. This is the second year of their term of office, and they continue to be the statutory auditors of the company for the ensuing period.

Secretarial Auditor

The Board has appointed Mr. Y. Koteswara Rao, Practising Company Secretary, Hyderabad to conduct Secretarial Audit for the financial year 2022-23. However due to his non availability, the board has appointed Ms. T Durga Pallavi as the Secretarial Auditor for the period. The Secretarial Audit report as issued by Ms. T Durga Pallavi for the financial year ended March 31, 2023 is annexed here with in **Annexure-III**.

25. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

The detailed information as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished under

Annexure -IV as attached to this report.

26. Management Discussion and Analysis.

Management Discussion and Analysis Report forms a part of the Annual Report.

27. Explanation or comments on emphasis of matters or qualifications or reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports.

The Auditors report have laid Emphasis in respect of

- a. unpaid statutory dues. The company is in the process of reconciling the statutory dues and will remit the dues once the final liability is crystallised.
- b. Confirmation of Balances of Trade Payables and Trade Receivables The Company is in the process of obtaining the confirmation from Vendors and Clients and will furnish the same to the auditors as and when received.

28. Shares

Buy back of Securities.

The Company has not bought back any of its securities during the financial year under review.

Sweat Equity

The Company has not issued any Sweat Equity Shares during the financial year under review.

Bonus Shares

No Bonus Shares were issued during the financial year under review.

Employees Stock Option Plan

The Company has not provided for any Stock Options to its employees during the financial year under review.

29. Disclosures

1. The Foreign Currency Convertible Bonds (FCCBs) issued in 2018 are maturing on the 09th July 2023. The Investors have sought an extension of maturity date for a further period of one year i.e., up to 08th July 2024.

30. Corporate Governance

Pursuant to Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate report on corporate governance has been included in this Annual Report in **Annexure -V** together with a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for

the year 2022-23. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

31. Acknowledgement

Your directors place on records their sincere thanks to their employees, bankers, business associates, consultants, Legal Advisors and various government authorities for their continued support extended to your Company's activities during the financial year under review. Your directors also acknowledge gratefully for your support and for the confidence reposed on this Company.

For and on behalf of the Board of Directors of Orchas limited

P. Chandra Sekhar

Place: Hyderabad
Date: 30-08-2023

P.Chandra Sekhar
Managing Director.
DIN: 01647212

Annexure - I

Financial Statements of Subsidiaries

(Statement pursuant to Section 129 Subsection (3)(l) of the Companies Act 2013, read with Rule 5 of Companies Accounts Rules, 2014 relating to financial statements of subsidiary companies)

AOC-1		
(in'INR)		
Name of the Subsidiary	Cybermate Infotek Limited Inc.	Cybermate International, Unipessoal, LDA
Financial Year ended	31st December 2022	31st December 2022
Exchange Rate	1 USD =73.00INR	1 EUR = 89.27
Share Capital- Rs.	2,17,500	6825,00,000
Reserves & Surplus-Rs.	-	-
Total Assets-Rs.	2,17,500	6825,00,000
Total Liabilities-Rs.	2,17,500	6825,00,000
Turnover-Rs.	-	-
Profit/Loss-Rs.	-	-
% of Shareholding	100%	100%

Notes

1. Cybermate Infotek Limited Inc: The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.
2. Cybermate International, Unipessol, LDA. The company is in the process of transferring the investment into a new company and the process of setting up a new company is underway.

Annexure - II

Particulars of Employees information as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Information Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014		
1	Ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year	Please refer to Annexure-II A to this Report for details.
2	The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year.	Please refer to Annexure-II B to this Report for details.
3	The percentage increase / (decrease) in the median remuneration of employees.	The percentage decrease in the median remuneration in the financial year 2022-23 of employees on India Payroll was (-16.5%)

4	The number of permanent employees on the rolls of the company.	40
5	Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and pointout if there are any exceptional circumstances for increase in managerial remuneration	Average percentage increase made in the salaries of the employees other than the managerial personnel in the last financial year is Nil % for India based employees.
6	The key parameters for any variable component of remuneration availed by the Directors	Variable Component of Compensation for Directors would be on the basis of the recommendations of Nomination and Remuneration Committee.
7	Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration to employees of the Company is as per the remuneration policy of the Company.

Annexure - II A

Sr. No	Name of the Director	Ratio of remuneration of each director to the median remuneration of the employees of the Company
1	Mr.P Chandra Sekhar	0.90%
2	Mr.K S Shiva Kumar	0.80%

Notes:

1. Median remuneration of the employees is calculated on the basis of remuneration details of permanent employees on India payroll excluding Managing Director/s.

Annexure - II B

Sr. No	Name of the Director/ Key Managerial Personnel	Designation of the Director/ Key Managerial Personnel	% Increase in the Remuneration
1	Mr.P Chandra Sekhar	Managing Director & CFO	Nil
2	Mr.K S Shiva Kumar	Director - Operations	Nil

Remuneration Policy

The Remuneration Policy of the Company is designed in a way that attracts talent, motivate in order to retain manpower and to improve productivity by creating a cohesive work force, encouraging initiatives, personal growth and team work, and inculcating a sense of belongingness and nurtures the willingness to involve in the providing the best of their abilities, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Nomination & Remuneration Committee (NRC) determines individual remuneration packages for Directors, KMPs and senior Officials of the Company taking into account, factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. NRC consults the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by NRC to the Board of the Company.

Applicable:

This Remuneration Policy applies to the whole of the Company including directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

Guiding principle:

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Statutory requirements:

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven (11%) percent of the net profits of the Company.
- Section 197(5) of the Companies Act, 2013 provides for remuneration by way of sitting fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.
- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of Schedule V of the Companies Act, 2013
- The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten (10%) percent in case of more than one such official.
- The Company may pay remuneration to its part-time directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole-time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

Directors:

As per the policy followed by the Company since inception, the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently, sitting fee is Rs. 2,500/- per Board meeting and per Committee meeting per Independent and Non-Executive Director on Board of the Company.

Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. At the time of considering the appointment and remuneration of Whole Time Directors,

the members of the Nomination & Remuneration Committee (NRC) consider the pay and employment conditions in the industry, merit, seniority of the person and the payment capacity of the Company.

The NRC while designing the remuneration package, considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the present applicable sections read with relevant rules of Companies Act, 2013 and as modified from time to time.

The Independent Directors shall not be entitled to any stock option and may receive sitting fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

Reward principles and objectives:

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Reward policies:

Remuneration packages for Whole Time Directors are designed subject to the limits laid down under the Companies Act, 2013, to remunerate them fairly and responsibly.

The Whole Time Directors' remuneration comprises of salary, perquisites and performance-based commission/ reward apart from retirement benefits like P.F., Superannuation, Gratuity, etc. as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long term.

The Whole Time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment provide for severance payments as laid down under relevant sections of the Companies Act, 2013..

Key Managerial Personnel [KMP] Senior Management:

Appointment of KMP & senior management and cessation of their service are subject to the approval of NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Managing Director (MD) on the recommendation of the Whole Time Director concerned, wherever applicable, broadly based on the Remuneration Policy in respect of Whole Time Directors. Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites - in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to PF, superannuation, gratuity, etc. as governed by respective acts and rules prevailing in the Company from time to time.
4. Motivation /Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Managing Director based on the appraisal and recommendation of the concerned Whole Time Director, wherever applicable.
5. Severance payments - in accordance with terms of employment, and applicable statutory requirements, if any.

Other employees:

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary, they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, wherever applicable. Policies of motivation / reward / severance payments are applicable to this category of personnel as in the case of those in the management cadre.

Removal:

The Committee may recommend, to the Board, removal of a Director, KMP or Senior Management Personnel due to following reasons:

- Any disqualification
- Misconduct
- Breach of Contract or trust
- Conflict in interest
- Such recommendation to the Board shall be with reasons recorded in writing.

Disclosure of information:

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed

in the Company's annual financial statements as per statutory requirements.

Application of the Remuneration Policy:

This Remuneration Policy shall continue to guide all future employment of Directors, Senior Management including Key Managerial Personnel and other employees. Any departure from the policy can be undertaken only with the approval of the Board of Directors.

Annexure - III

FORM NO- MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March, 2023

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

To,
The Members
Orchasp Limited
Hyderabad, Telangana State.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices **Orchasp Limited (CIN: L72200TG1994PLC017485)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on **31st March, 2023** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the Rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made there under.
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (Applicable w.e.f 15th May, 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not Applicable during the audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (Not Applicable during the audit period) and.
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (Not Applicable during the audit period);

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The following are the changes in the composition of the Board of Directors during the year under review.

Appointments/Resignations

NIL

Change in Designation

Re-appointments

Name of the Director	Designation	Board Meeting	AGM
Mr. P.C. Pantulu	Chairman, Director & CEO	30-08-2022	19-09-2022
Mr.K.S. Shiva Kumar	Director & COO	22-08-2022	19-09-2022

Further, the following penalties were levied on the company by the BSE for delays in submission of compliance reports.

Period	Remarks	Regulation	Report	Amount (INR-Lakhs)		
				Levied	Waived	Paid
March 2022	Penalty for Non-Compliance	19(1)	Nomination and Remuneration Committee	1.00	-	1.00

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven (7) days' notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

T. Durga Pallavi

T. DURGA PALLAVI
ACS NO. 23864
C.P. NO.: 19724
UDIN Number : A023864E000883008

Place : Hyderabad
Date : 29-08-2023

Note: This report is to be read with my letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.

'ANNEXURE A'**To,****The Members****Orchasp Limited****Hyderabad, Telangana State.****My report of even date is to be read along with this letter.**

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



T. DURGA PALLAVI
ACS NO. 23864
C.P. NO.: 19724
UDIN Number : A023864E000883008

Place : Hyderabad
Date :29-08-2023

Annexure - IV

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

a. Conservation of Energy

The rising energy cost has laid great emphasis on conservation of energy further in addition to the global instability and rising inflation, the Company has taken various measures, including regular monitoring of consumption, reduction of losses and improved maintenance to increase the efficiency and reduce power costs.

The details of energy consumption is as follows:

Energy Consumed		
	2022-2023	2021-22
a) Purchased		
Units kWh	24,881	34,846
Total amount (INR)	4,47,805	4,02,748
Rate per unit (INR)	18.00	11.56
b) Own generation		
Through diesel generator		
Units (litres)	34.00	136.52
Units per litre of diesel oil	-	
Total costs (INR)	3,500.00	10,000.00
Costs per unit (INR)	102.94	73.25

b. Research and Development (R & D)

Research and Development of new products features for existing products are explored continuously during the course of software design and development that enhances productivity to users.

Your company is continuously strengthening its research exposure in platform development, application development, data migration and system integration aspects. Your company has set up practice units for web-related technologies to build technology platforms and mobile apps.

However, these activities are not in the nature as defined under the Indian Accounting Standard 38 on Intangible Assets.

c. Technology absorption, adaptation and Innovation

The Company is pleased to report that the company has been able to adapt to emerging technology areas like digitization and IoT and payment gateway technologies. The company has adapted to improved performance by deploying certain tools and applications in open source technologies.

Annexure - V

Corporate Governance Report

The Company's Corporate Governance Philosophy

Corporate Governance is more a way of Business life than a mere legal compulsion. Your Company believes that, though the prime focus of any business entity is on the core objective of earning profits, the same should be aligned with the expectations of stakeholders. In this direction, the Board of Directors of your Company is committed to adopt good corporate governance practice as a part of the corporate culture, a way of its corporate life and a kind of self-disciplinary code. And it is so designed to serve the ultimate goal of making the Company a value driven Organization. Effective corporate governance practices coupled with strong leadership have been the company's plus point.

Your company strictly adheres to the requirements of Listing Obligations and Disclosure Requirement, Regulations 2015 amended from time to time.

The corporate governance guidelines help fulfil the responsibility of the board towards the shareholders, the regulators to ensure that the board is empowered sufficiently to set up procedures to function and also evaluate the performance of the management.

The following is the Corporate Governance Report in accordance with the SEBI(LODR) regulations.

1. Board of Directors:

a. Size and Composition of Board:

At Orchasp Limited, the Board is characterized with Independence, objectivity professionalism, transparency in decision making and accountability.

The composition of the board is in accordance with the per statutory requirements, i.e an optimum mix of Executive, Non- Executive and Independent Directors which includes a woman director.

As on 31st March 2023, the Board comprises 7 Directors among whom Two (2) are promoters and hold Executive directorship, One (1) is a promoter and non-executive director and Four (4) others are Independent directors, one (1) of whom is a Woman Director as required under the Companies Act, 2013. The necessary disclosures regarding Committee positions have been made by all the Directors.

















Mr. P.C. Pantulu (Promoter, Chairman and CEO) passed away on 27-11-2022 and hence there is a reduction in number of Executive Directors.

b. Board Meetings:

The Board of Directors of the company met eight (8) times during the financial year 2022-23 at the company's corporate office on 30-05-2022, 13-08-2022, 22-08-2022, 31-10-2022, 11-11-2022, 29-11-2022, 02-01-2023 and 10-02-2023.

Composition of the Board and other Directorship/ Membership of the committees held as on 31st March 2023 along with Attendance of Board Meeting/AGM during the year are given below:

Attendance Record 2022-23

S.NO	Name of the Director	Category	Meetings Attended	% of Attendance At BM	Attended Last AGM 24-09-2021
1	Mr. P.C.Pantulu	Promoter & Executive	1	 13	
2	Mr. K.S. Shiva kumar	Promoter & Executive	8	 100	
3	Mr. P. Chandra Sekhar	Promoter & Executive	8	 100	
4	Mr. K Koteswara Rao	Promoter & Non-Executive	1	 13	
5	Mr. V.S. Roop Kumar	Independent	8	 100	
6	Mr. B. Srinivasa Reddy	Independent	8	 100	
8	Ms. G. Ponnari	Independent	6	 75	
9	Mr. B.V.B. Ravi Kishore	Independent	7	 88	

c. Policy for the Formal Evaluation of the Board:

Objective:

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

Criteria for Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and also the other directors on the Board.

- Attendance and contribution at Board and Committee meetings.
- His/her stature, appropriate mix of expertise, skills, experience, and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance. (This criteria is adopted based on the basic qualification and other acquired skills of the individual)
- Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company so as to achieve organizational successes.
- Quality of decision making in the various business processes, understanding financial statements and business performance.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

Evaluation of the performance:

The Committee shall evaluate the performance of each Board of Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company and also based on the above mentioned criteria.

Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criterion and also based on Board member feedback.

Effectiveness of the board:

Based on the ratings given by the Nomination & Remuneration Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company.

4. Board of Directors and Key Managerial Personnel.



Mr. P Chandra Sekhar

Executive Director

Managing Director & CFO
DIN : 01647212

Appointment date	30-06-2006
No. of shares held	3,03,100
Board Memberships in Indian Listed Companies	Response Informatics Ltd.
Board Memberships in Indian Unlisted Companies	CIL Infoserve Ltd. ,Bilwa Infrastructure Ltd. Orchasp Consulting Pvt. Ltd. , Orchasp Securities Pvt. Ltd.
Committee Details	Chairman - NIL Member - Corporate Social Responsibility Committee

Areas of Expertise



Mr. K S Siva Kumar

Executive Director

Director & COO
DIN : 02103299

Appointment date	05-05-1994
No. of shares held	8,93,010
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	CIL Infoserve Ltd.
Committee Details	Member - NIL

Areas of Expertise





Mr. K. Koteswara Rao

Non Executive Director
DIN : 06401491

Non-Executive & Non-Independent Director

Appointment date	30-09-1996
No. of shares held	1,78,200
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	NIL
Committee Details	Chairman - NIL Member - Stakeholder Relations Committee

Areas of Expertise



Large logistics
Management



Food Processing
Management



Construction & Contracting
Management



Mr. B.V.B Ravi Kishore

Independent Director
DIN 03271596

Independent Director

Appointment date	07-03-2016
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Agama IT BIZ Solutions (P) LTD.
Committee Details	Chairman - Nomination and Remuneration Committee Member - Audit Committee Member Stakeholder's Relationship Committee Chairman - Corporate Social Responsibility Committee

Areas of Expertise



Business
Operations



Software
Development & Training



Software
Delivery Management



Operations
Strategy



Mr. V. S. Roop Kumar

Independent Director
DIN : 05317482

Independent Director

Appointment date	07-03-2016
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	La Hospin Hotels and Resorts (P) Ltd Guindy Engineering Solutions India (P) Ltd.
Committee Details	Chairman - Audit Committee Member - Nomination and remuneration Committee

Areas of Expertise



Financial
Expertise



Audit



Risk
Expertise



Mr. B. Srinivasa Reddy

Independent Director
DIN : 01384074

Independent Director

Appointment date	07-03-2016
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	Wealth Aggregator Financial Services (P) Ltd. Sri Sesha Ramana Consulting Services (P) Ltd.
Committee Details	Chairman - Stakeholders Relationship Committee Member - Nomination & Remuneration Committee

Areas of Expertise



Financial
Analyst



Financial
Expertise



Stock Exchange
Members Investment Adv.



Risk
Expertise



Ms. Gottipati Ponnari

Independent Director
DIN : 09075036

Independent Director

Appointment date	05-02-2021
No. of shares held	NIL
Board Memberships in Indian Listed Companies	NIL
Board Memberships in Indian Unlisted Companies	NIL
Committee Details	Member-Audit Committee Chairman - Nomination & Remuneration Committee Member - Corporate Social Responsibility Committee

Areas of Expertise



Health Care Research

Independence of directors

The Board has received statement of disclosures from all the Independent Directors highlighting the fulfilment of all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. Every such statement submitted by the independent directors has been taken note of by the board.

Appointments, Re-appointments & Resignations

Chairman.

Mr. P.C. Pantulu, (DIN 01583136), Managing Director was appointed as Chairman, Director & CEO of the Company with effect from conclusion of the 26th Annual General Meeting up to conclusion of the 28th Annual General Meeting of the company for the years 2020-21 and 2021-22 in the meeting of the Board of Directors held on the 05th March 2021 and approved by the Shareholders at the 26th AGM by way of a special resolution on the 30th March 2021. Mr. P.C. Pantulu passed away on 27-11-2022.

Directors

Mr. K.S. Shiva Kumar, (DIN 02103299) Director was re-appointed as Director-Operations and COO of the Company with effect from conclusion of the 26th Annual General Meeting up to conclusion of the 26th Annual General Meeting of the company for the year 2020-21 and 2021-22 in the meeting of the Board of Directors held on the 05th March 2021 and approved by the Shareholders at the 26th AGM by way of a special resolution on the 30th March 2021.

Disclosures about receipt of any commission by MD /WTD from company or any commission/ remuneration from the subsidiaries

The Managing Director, or Whole-time directors are not in receipt of any commission from the company or any remuneration or commission from the subsidiaries.

Information placed before the Board

- Agenda papers along with detailed notes are being circulated in advance of each meeting of the board.
- Corporate Governance Reports
- Quarterly Compliance Reports & Investor Grievance Reports.
- Directors with material pecuniary or business relationship with the company.
- Limited Review Report and Internal Audit Report.
- Quarterly Financial Results Standalone & Consolidated with Notes thereon
- Minutes of the Board Previous Board Meetings.

- Materially important Litigations, demand, show cause, penalty, prosecution notices.
- Operations Review Information i.e., contracts etc.
- Litigations pertaining to Income Tax
- Other Statutory Compliances

2. Audit Committee

a. Scope

Audit committee is responsible for overseeing the work of the auditors. The committee also needs to ensure that the auditor has an appropriately independent mindset from management and is truly objective. Ultimately, this will enable the audit committee to draw conclusions about the effectiveness of the audit.

The committee establishes procedures for accepting confidential, anonymous concerns relative to financial reporting and internal control matters. Often referred to as a "whistle-blower policy," the procedures allow individuals to bring questions and issues to light without fear of retribution. It is the audit committee's responsibility to create an environment that accommodates an open discussion in a culture of integrity, respect and transparency between management and auditors.

The audit committee is responsible for the appointment, compensation and overview of the work of the auditor.

b. Composition:

Audit Committee comprises 3 Directors with relevant experience in Finance and audit, as follows:

Audit Committee	
Name of the Mamber	Designation
Mr. V.S. Roop Kumar	Chairman
Ms. G. Ponnari	Member
Mr. B.V.B. Ravi Kishore	Member from 10-11-2021

c. Meetings:

During the financial year 2022-23, four meetings of the committee were held and attendance to the audit committee meetings is as follows:

Name of the Member	Audit committee				% of Attendance
	No. of meetings held				
	1	2	3	4	
Mr. V.S. Roop Kumar					100
Ms. G. Ponnari					75
Mr. B.V.B. Ravi Kishore					100

d. Recommendations of Audit Committee

The Audit committee has reviewed the Unaudited/Audited Financial Statements submitted by the Management.

The Management is responsible for the company's internal control over financial reporting and the financial reporting process.

The independent auditors are responsible for performing an independent audit of the company's financial statements in accordance with Generally Accepted Auditing Principles and issuing a report thereon. The committee's responsibility is to monitor these processes.

Upon review of the financial reporting of the company the committee made recommendations with regard to disclosure of the following aspects.

- Related Party Transactions
- Notes on the Modified Opinion issued by the Auditors.
- Disclosures and Presentation of the Financial Statements in accordance with the revised Schedule III to Companies Act.

Further the committee has recommended the following to the board.

- The Standalone Audited Financial statements for the year ended 31st March 2023.
- The Consolidated Audited Financial statements for the year ended 31st March 2023

3. Nomination and Remuneration Committee:

a. Composition:

The nomination and remuneration committee comprises three members as follows:

Nomination and Remuneration Committee:	
Name of the Member	Designation
Mr. B.V.B. Ravi Kishore	Chairman
Mr. B. Srinivasa Reddy	Member
Mr. V.S. Roop Kumar	Member

Meetings:

During the financial year 2022-23 under review, four meetings of the committee were held and attendance to the nomination and remuneration committee meetings is as follows:

Nomination and Remuneration Committee					
Name of the Director	Number of meetings held and attended				% of Attendance
	1	2	3	4	
Mr. B.V.B. Ravi Kishore					
Mr. B. Srinivasa Reddy					
Mr. V.S. Roop Kumar					

The Nomination and remuneration committee screens the profiles of individuals to be nominated on the board as executive directors, non-executive directors and independent directors.

The committee also recommends to the board the members to retire by rotation, The Committee also reviews and recommends the compensation of CEO, COO, CFO, senior executives etc. The Company does not have any Employee Stock Option Scheme.

Managerial Remuneration

The nomination and remuneration committee has reviewed the provisions of Schedule V, Part II, Section II to the Companies Act 2013 on the Remuneration payable by companies having no profits or inadequate profit.

4. Stakeholders Relationship Committee:

The Stakeholder's relationship committee reviews and redresses shareholders grievances. The Committee meets at regular intervals in order to facilitate prompt and effective redressal of shareholders complaints to effect transfers, transmissions and give approval for issue of duplicate share certificates/name deletions etc. The company in coordination with the registrar and transfer agents takes all necessary steps for prompt resolution of all shareholder complaints and committee periodically reviews the report of the same.

a. Composition:

The Stakeholders Relationship committee comprises three independent directors as follows:

Stakeholders Relationship Committee	
Name of the Mamber	Designation
Mr. B. Srinivasa Reddy	Chairman
Mr. K. Koteswara Rao	Member
Mr. B.V.B. Ravi Kishore	Member

b. Meetings:

During the financial year 2022-23, the committee has met on four occasions and attendance of the shareholders grievances committee meetings is as follows.

Stakeholders Relationship Committee					
Name of the Director	Number of meet-ings held and attended				% of Attendance
	1	2	3	4	
Mr.B. Srinivasa Reddy					
Mr. K. Koteswara Rao					
Mr.B.V.B. Ravi Kishore					

The Stakeholders relationship committee noted that the 2773 shareholders, hold 561209 shares in physical form as at 31st March 2023 i.e 0.50 % of the total shares.

The committee has also noted that as at 31st March 2023, about 4,240 shareholders having shares in demat form and have not registered their e-mail ids with the Depositories.

The committee has also reviewed the communication and publication of quarterly results etc periodically.

c. Summary of Grievances:

The company did not receive any valid complaints from shareholders/Investors during the period 1st April 2022 to 31st March 2023.

As on March 31, 2023, there were no pending share transfers.

5. Meeting of Independent Directors:

During the year 2022-23 under review, the independent directors met on 28th June 2022, to discuss matters as follows

- A. Business Development, Shortfalls and working capital requirements.
- B. Compliances with the regulators, penalties, consequences there of.
- C. Other Legal issues.

They have taken note of the revisions to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Code of Conduct:

The Board of Directors of the company has laid down a code of conduct for all its members and senior management personnel of the company. This code of conduct is uploaded on company's website. The directors and senior management have affirmed their compliance with the code of conduct for the financial year 2022-23.

6. Details of previous Annual General Meetings and Special Resolutions passed at such Annual General Meetings:

Year	2019-20	2020-21	2021-22
Meeting	26th AGM	27th AGM	28th AGM
Date	30-03-2021	24-09-2021	19-09-2022
Time	10:30 AM	10:30 AM	10:30 AM
Special Resolution	(a) Appoint Mr. P.C.Pantulu as Managing Director & CEO	(a) Re-appoint Mr.Koteswara Rao Kanamarlapudi as non-executive director	(a) Approve & Confirm the Loan Agreement cum Memorandum of Understanding along with the Assinment Deed- Creditors dues
	(b) Re-appoint Mr.K.S. Shiva Kumar Director Operations & COO	(b) Appoint Mr.B.V.B. Ravi Kishore as an Independent Director	(b) Appoint Mr. P.C.Pantulu as Managing Director & CEO
	(c) Appoint Mr.P.Chandra Sekhar director and CFO 5 Years.	-	(c) Re-appoint Mr.K.S. Shiva Kumar Director Operations & COO
	(d) Re-appoint Mr. B.Srinivasa Reddy as Independent Director for 5 Years.	-	-
	(e) Re-appoint Mr. V.S. Roop kumar as independent director for 5 Years	-	-
	(f) Re-Appoint Ms.G.Ponnari as Independent director for 5 Years	-	-
Location	Video conference/ other audio visual means	-	Video conference/other audio visual means

7. Disclosures:

A. Related Party Transactions:

- a. During the year Mr.Krishna Shankar, Son of the Non Executive Non Independent Director Mr.K.Koteswara Rao entered into a contract

with the company after approval from the Board and has also provided Services to the company in the Middle East Markets. The transaction has been reported under Note 32 to financial statements in Related Party Transaction Disclosures.

- b. Pursuant to the disclosures received from the Senior Management Personnel of the company to the Board, there were no material, financial and commercial transaction, which could have potential conflict with the interest of the company at large.

B. Statutory Compliance, Penalties and Strictures:

During the year the Portuguese Authorities issued a notice of cancellation of registration of company with regard to the Wholly Owned Subsidiary i.e., Cybermate International, Unipessoal, LDA for non-filing of annual filings. The company has made a representation for extension of time for compiling and filing the information.

C. Disclosure relating to Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

In terms of requirements of Clause 4 of the SEBI (LODR) Regulations 2015, the Managing Director & CFO have made a certification to the board of Directors in the prescribed format, which has been reviewed by the Audit Committee and taken on record by the Board.

D. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations 2015.

The Company has also adopted Indian Accounting Standards in reporting of quarterly unaudited financial results during each quarter and has also prepared the financial statements for the period ended 31st March 2023 in compliance with the Ind AS.

The Company has also taken note of the amendments to the SEBI(LODR) as amended from time to time.

Compliance with Non-Mandatory requirements.

- i. The Management has clarified on the modified opinion in the audit report on the Company's financial statement for the twelve-month period ended on March 31, 2023 in the boards' report and the notes to accounts on
- a. Portuguese Subsidiary's Non Compliance
- b. Comments in the CARO Report pertaining to statutory dues.
- ii. There are no adverse comments or observations of the secretarial auditor.

8. Means of Communication.

- The Quarterly, half yearly and annual results have been approved by the Board and were intimated to the Stock Exchanges and were published in national newspaper

Business Standard and vernacular newspaper Nava Telangana.

- The company's website is periodically updated to include information on new developments and business opportunities of the company.
- The investors can contact on the email id secretarial@orchasp.com.
- Management Discussion and Analysis Report forms part of Annual Report.
- The company has as per initiatives taken by the ministry of corporate affairs, invited the members to register their email addresses with the company so that all communications/documents including the notice calling the annual general meeting and other general meeting of the members along with the explanatory statement thereto, balance sheets, directors report, auditors report etc can be sent to them in electronic mode.

9. General Shareholder Information:

a. Annual General Meeting:

Date : 25th September 2023

Time : 10.30 a.m.

Venue : Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

b. Financial Calender : 01st April to 31st March

c. Date of Book Closure/Record Date : 19-09-2023 to 25-09-2023 / 18-09-2023

d. Listing on Stock Exchanges : BSE Limited, 25th Floor, P.J.Towers, Dalal Street, Fort, Mumbai. 400 001

e. Stock Code : 532271

f. Corporate Identity Number(CIN) : L72200TG1994PLC017485

g. Registrar and Share Transfer Agent : Aarthi Consultants (P) Ltd
1-2-285, Domalguda, Hyderabad-29.

Ph:040 27634445/8111/27642217

Email: Info@aarthiconsultants.com

[url:www.aarthiconsultants.com](http://www.aarthiconsultants.com)

h. Market Price Data:

High, Low and number of equity shares traded during each month in the year 2021-22 on BSE.

Month	High Price	Low Price	No. Of Shares
APR-22	7.92	6.35	28,58,998
MAY-22	6.77	4.81	25,33,986
JUN-22	5.09	3.78	23,80,253
JUL-22	6.03	4.24	30,68,556
AUG-22	4.6	3.84	28,20,817
SEP-22	5.29	4.04	38,22,686
OCT-22	5.19	4.26	20,88,784
NOV-22	5.45	4.5	36,03,310
DEC-22	6	4.42	73,97,467
JAN-23	5.35	3.95	50,12,667
FEB-23	5.25	3.72	33,82,363
MAR-23	4.37	2.62	55,54,107

i. Performance of the Share Price of the Company on the BSE.

**j. Share transfer system:**

Shares held in Physical form i.e share certificates are received at the Registered office of the Company as well as directly at Registrar's Office. All are registered within 15 days from the date of receipt, if the documents submitted are found in order in all respects. The Stakeholders Relationship Committee authorized for approval of share transfers meets at regular intervals as required and the certificates duly endorsed for transfer are returned to shareholders within stipulated time of 30 days.

k. Shareholding as on 31st March 2023**Distribution Schedule at 31st March 2023**

Sl No.	Category	Holders	Holders Percentage	Shares	Amount (INR)	Amount Percentage
1	1 - 5000	29,621	87.00	1,42,62,286	2,85,24,572	12.60
2	5001- 10000	2,040	5.99	79,76,975	1,59,53,950	7.06
3	10001- 20000	1,125	3.30	87,74,947	1,75,49,894	7.77
4	20001- 30000	386	1.13	48,79,533	97,59,066	4.32
5	30001 - 40000	222	0.65	40,17,885	80,35,770	3.56
6	40001 - 50000	132	0.39	30,50,245	61,00,490	2.70
7	50001 - 100000	259	0.76	96,78,128	1,93,56,256	8.57
8	100001 & above	263	0.77	6,03,18,242	12,06,36,484	53.40
	TOTAL	34,048	100.00	11,29,58,241	22,59,16,482	100.00

Total Nominal Value Rs. 22,59,16,482, Nominal Value of each Share: Rs.2/-

Total No. of Shares/Units 11,29,58,241, Paid up Value of each Share: Rs.2/-

Distinctive No(s) from 01 to 11,29,58,241

ii. Dematerialization of shares and liquidity

Particulars	No. of Shares	% of total Capital Issued
Held in dematerialized form in CDSL	4,88,59,050	43.25
Held in dematerialized form in NSDL	6,35,37,982	56.25
Physical Form	5,61,209.00	0.50
Total	11,29,58,241	100.00

iii. Shareholding Pattern

Shareholding Pattern as at 31-03-2023		
Category	No of Shares	Percentage
Promoters	1,72,89,773	15.31
Financial institutions and banks	200	0.00
FII/FCB	-	-
Bodies corporate	14,68,837	1.30
NRIs	22,22,499	1.97
Overseas Corporate Bodies	80,23,638	7.10
Trusts	1,900	0.00
Clearing members	1,63,684	0.14
Resident individuals	8,37,87,710	74.18
Total	11,29,58,241	100.00

I. Address for Communication

Shareholders can correspond at the Registered Office of the Company at Secunderabad, addressed to the Company Secretary/Compliance Officer or to the Registrars & Share Transfer Agents, whose address has been mentioned elsewhere in this Report.

Other Shareholders related information:

Regulation 39 read with Schedule VI of the SEBI (LODR) Regulations 2015 with respect to Unclaimed Shares

Orchasp Limited has all its shares claimed by the respective shareholders. Hence, this clause of the listing agreement does not bind the company.

Code of Conduct

To uphold corporate philosophy, the Board of Directors of the company has laid down a code of conduct for all the board members and the senior management of the company as per the clause provided in the listing agreement.

I hereby confirm that the directors on board of the company, the senior management officials have provided an affirmation that they have complied with the code of conduct during the financial year 2022-23.

For and on behalf of the Board of Directors of Orchasp limited



P. Chandra Sekhar
Managing Director & CFO
DIN: 01647212

Place : Hyderabad
Date : 30-08-2023

Annexure – VI

Management Discussion and Analysis

Our Business

Orchasp Limited is a conventional IT Services firm known for its bespoke software services. Our innovative and cost-effective services ensure our customers gain competitive edge and remain on par with cutting edge technologies. Our focus remains on maintaining quality standards in our key deliverables. We ensure to deliver best-of-breed technological solutions to enable our customers to meet their software development requirements. We are a public limited company based in India, and have our registered and corporate office at Hyderabad, Telangana. Our company is listed on the Bombay Stock Exchange (BSE).

Our services include, compiling and selling products for general IT use and domain specific solutions. Some of the services we provide are listed below:



The Company is a highly customer-centric, flexible and transparent service provider. The Company believes in enhancing its client's business experience by taking process responsibility, improving cost efficiencies and adding value through continuous process improvements and quality assurances.

Application development & Automation services

Our expert team can build quick, reliable, and secure web applications.

- We use modern web frameworks.
- Our expert team of UI/UX designers translates concepts into wireframes through multiple iterations.
- We transform wireframes into a fully functional, production-ready web application.

We believe in automating repetitive, mundane tasks and can help your business with:

- Automating builds, tests, and deployments
- Scaling up in the cloud
- Monitoring applications to proactively address any issues

Cloud Enablement

As a cloud-first attitude becomes pervasive, and not just popular, companies must ensure that every cloud enablement box is selected. Gartner predicts that more than 95% of all new digital workloads will be deployed on cloud-native platforms by 2025. In addition, 85% of companies will adopt the cloud-first principle within the same timeframe, increasing the integration of cloud-native architectures and technologies. However, their plans to explore new revenue streams, reduce operational costs, and increase agility and scalability will not succeed without leveraging disruptive cloud patterns and benefits to deliver new-age resilient services and systems.

For those that are yet to start their cloud journey, the challenge is less about letting go of legacy infrastructure and processes, and more about making the digital experiences that cloud creates the primary focus.

The ubiquitous nature of the cloud means that companies need to be aware of what needs to be done and when. Simply migrating to the cloud won't solve the business need. Ensuring that the cloud solution is resilient, optimized, automated, and compatible with other cloud environments will be equally important.

Orchasp offers a comprehensive set of cloud-enablement services ranging from strategy, design and testing, to migration, integration, deployment and ongoing support. These services are tailored to address the needs of different organizations, their industry, and their level of cloud maturity.

Cyber Security

The cyber threat landscape is constantly evolving and increasingly complex, and most companies don't have the cyber security tools and capacity in-house to keep security measures up-to-date. Because it's easier than

ever for hackers to initiate an attack, organizations now experience increased risk and higher levels of uncertainty. Subsequently, breaches and successful attacks can cost companies millions – not to mention the harm to your brand's reputation.

Our portfolio of cyber security solutions consists of a variety of services designed to meet all of your company's needs. They're also customizable to your specific requirements and provide detailed notifications, reporting, and dashboards. We help you choose the best solution, tailored specifically for the cyber security threats your organization faces.

Data Analytics, AI&ML

Every organization faces the challenge of prioritizing use cases and realizing tangible business value from Data Analytics, AI & ML initiatives.

Orchasp transforms Data Analytics, AI & ML goals into reality with solutions that help across every stage of Data Analytics, AI & ML maturity. Our solutions ensure successful business outcomes from your Data Analytics, AI & ML investments through a framework that helps prioritize use cases, define platform architecture, scale model development, and operationalize models across the enterprise.

We have helped clients across industries accelerate development to operationalization of Data Analytics, AI & ML solutions with our expertise.

Blockchain in Healthcare

The most important thing to understand when it comes to using blockchains in healthcare is the scope of the opportunities. Several inherent advantages of blockchain technology, including its cost-effectiveness, security, and transparency, provide significant benefits when applied to the healthcare sector.

Probably the most important blockchain use case in healthcare is in securing patient data. Currently, most patient data exists in silos that aren't connected to each other. For example, your primary care physician has access to some of your medical data but not to data that specialists such as a cardiologist or an OB-GYN can access and vice versa.

Using blockchain technology could help solve this issue. A blockchain-based application might enable connecting to existing electronic medical record (EMR) systems at different healthcare providers. Anytime new information is put into any of these EMR systems, encrypted data about the information would be put into the blockchain. Other healthcare providers could access this information only when the patient consents, with the entire process managed by the blockchain app.

Internet of Things

Companies around the world are constantly seeking new opportunities for innovation and growth. And businesses have been able to seize exponential growth through the adoption of Internet of Things (IoT) technologies.

Large enterprises have been reaping benefits from IoT solutions (even during a year marred by the global

pandemic) as they were early adopters of the technology. It is now time for small and medium businesses to take advantage of IoT.

We specialize in full-stack IoT development for Industry 4.0 & Enterprises and the implementation of embedded technologies for Connected Vehicles. Leveraging our experience in Artificial Intelligence (AI) and Machine Learning (ML), we have developed the infrastructure for Predictive Maintenance in industries and intuitive Driver Monitoring Apps.

Business Process Services

We partner with enterprises, fuelling their growth by our focus on delivering exceptional business process services. We bring together the best in people, process and technology with an extreme focus on delivering value and best in class customer experience. Our methodology involves a holistic view from experts across all possible avenues of business process transformation. This involves bringing forth our operational expertise, domain knowledge and business process automation by harnessing Robotic Process Automation (RPA), Machine Learning (ML) and Artificial Intelligence (AI).

Services

Orchasp makes available a range of capable software developers on an immediate basis. All you need to do is

add your requirements and have a developer on board! software platform. Based on your needs and preferences.

Our staff augmentation services are designed to provide you with skilled, dedicated, and qualified IT Staff Augmentation that help you in completing your projects in the best way possible. Based on your specific requirements, needs, and preferences, we help you hire IT Staff Augmentation who have excelled in their respective fields and are equipped to leverage your overall productivity.

With our staff augmentation services, you can have access to dedicated professionals who are focused entirely on the project at hand. As they will not be affiliated with your company, there will be no distractions from the work they are assigned to do, helping you complete your projects effectively and on time.

Moreover, our services help you cut down the cost of hiring full-time IT employees for your organization. We help you in hiring IT professionals for performing dedicated tasks only when they are required. This prevents you from paying a fixed salary to your employees even for the times when their services are not required. You can rest assured that Orchasp would help you augment your IT staff with professionals who know their work and have garnered enough experience to provide you with their expertise.

Our future technology roadmap will be based on industry 4.0 related technologies as we are planning to gear up our strategies to in line with Industry 4.0 as shown below.



Client Acquisition

The Company has put in place a strong sales team in India and US and our sales pipeline has been consistently improving. We believe that we will be able to improve on our strong track record and have long term relationships with our domestic and international customers.

Our sales team is in place across major cities in India and we have sales in presence in UAE & USA as well. The twin engines for growth in this business will come from both domestic and international customers. We are also focussing on providing more end-to-end services to existing customers.

Quality

The Company has a robust Quality Management and Information Security Management system in place to identify potential risks, areas for improvement and further to have smooth business operations. Periodic Management Review meetings are conducted to review these.

Attrition

While attrition is an industry wide concern, the Company recognises the need to take proactive measures to ensure that we have an uninterrupted supply of right talent and have increased focus and rigor on retaining them through active engagement measures.

In order to maintain a seamless pipeline of talent, the Company has tied up with several skill development institutes. This ensures a steady supply of skilled talent with a good language mix, especially for the consulting business.

Our recruitment team conducted virtual campus drives at various colleges across the country for our internal hiring. Employee engagement during a period when most of the employees are working remote is an area that the Company has focused. Multiple virtual

events were conducted on occasions to bring together the employees on a virtual platform. We also moved our entire training online and integrated with our HRM.

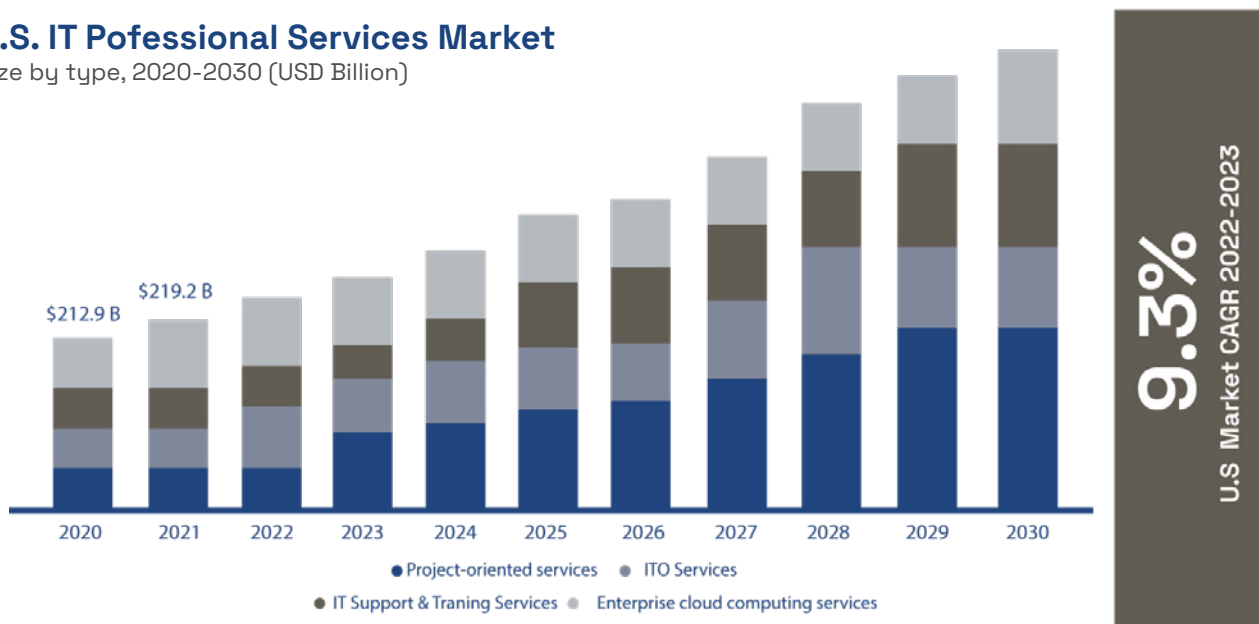
This helped ensure employees did not miss key training events that would help them develop in their career.

Global IT Services Market Size

The global IT professional services market size was valued at USD 777.28 billion in 2021 and is expected to register a compound annual growth rate (CAGR) of 11.2% from 2022 to 2030. The rise of automation to eliminate mundane tasks and radical shifts in customer demand such as customized pricing and enhanced customer experience are pushing enterprises to implement IT services across the globe. Additionally, the COVID-19 pandemic tested the professional services industry by forcing them to implement remote working at a large scale and adjust their business strategies to the rapidly changing market conditions. Additionally, the COVID-19 outbreak also accelerated several technological changes across industries, where firms survived the pandemic with the help of technology by focusing on resource management and talent acquisition.

U.S. IT Professional Services Market

Size by type, 2020-2030 (USD Billion)



In the current scenario, firms are preparing for possible challenges ahead, they are redesigning their business models to make sure they have the required skillsets, funds, and tools to gain an advantage in the long run. IT professional services help organizations in identifying the areas for cost-saving and offer multiple other benefits, such as Business Intelligence (BI), accurate forecasting, improved business operations, and reduced wastage of resources. Several firms are expected to utilize IT professional services to streamline their business post-pandemic further boosting the business growth.

Professional service firms can offer a combination of services such as consultation, audit & accounting, implementation support, and immunity from financial risk. They offer analytic capabilities and a basis for managing business information. In today's competitive market it is hard to survive with silos of data & legacy tools, so organizations depend on IT professional services to use advanced tools. These tools facilitate sharing of resources, automate the delivery process and provide accurate insights, which will further drive the industry growth.

Implementation of IT professional services can be found in various private and public sectors; some businesses may use professional services as the primary line of business, whereas for some businesses, it works as a value driver to the core offering. As businesses grow, firms need more robust tools to work efficiently, in such cases it is extremely helpful to deploy professional services as it oversees projects, track time and bill, manage resources and automate mundane back-end tasks. IT professional services utilize several advanced technologies such as Robotic Process Automation (RPA), Artificial Intelligence (AI), Machine Learning (ML), Internet of Things (IoT), chatbots, blockchain, and big data analytics to create new business models and consequently map their business strategies to enhance their returns.

Increased competition and digitalization is pushing organizations to engage with professional service providers. These service providers primarily focus on helping organizations to improve their operational efficiency by addressing issues related to poor service infrastructure and improper staffing. The IT professional service providers offer a streamlined and standardized approach to the organization's administrative processes which help in the digital transformation of the organization's operations. Based on the strategy, firms can categorize the usage of professional services into two sections. First, business-centric which offers value-driven revenue models, and second, employee-centric that can be utilized for the recruitment of hybrid talent and fill the skill gap.

Type Insights

The project-oriented services segment dominated the IT professional services market in 2021 and accounted for a revenue share of over 35%. These services are related to installation, modernization, timely maintenance, and decommissioning of a project. These services are often custom-built to meet the specific client needs, assisting them to optimize operational efficiency and deliver projects on time within the allocated budget. Organizations can be benefitted in multiple ways as project-oriented services help in resource management, scope management, revenue management, preparing improved quotations, and effective delivery of the project. These are the major factors fuelling the demand for the segment.

Information Technology Outsourcing (ITO) service segment is expected to witness the fastest CAGR of 12.0% during the forecast period due to its ability to help organizations across various industries to respond to changing business needs allowing organizations to focus on innovation instead of IT infrastructure. Organizations utilize ITO services to gain access to deep technical expertise, deliver automation, and bring down costs by choosing an appropriate delivery model. Additionally, ITO services offer a deep pool of resources to create an effective Return on Investment (ROI), and it bridges the gap between legacy IT systems and innovation. High-performance computing, adherence to compliance, security, and scalability are a few advantages that are expected to boost the growth of this segment.

Indian Market

 Growing Demand	 Global Footprint	 Competitive Advantage	 Policy Support
<p>In FY22 the top three Indian IT companies, TCS, Wipro, Infosys, are expected to offer 1.05 lakh job opportunity due to the increasing demand of talent. India's IT and business services market is projected to reach US\$ 19.93 billion by 2025.</p> <p>According to Gartner estimates IT spending in India was forecasted to be US\$ 81.9 billion in 2021 and further increase to US\$ 101.8 billion in 2022, a 24.32% YOY increase.</p>	<p>Indian IT firms have delivery centres all across the world.</p> <p>IT & BPM industry is well diversified across verticals such as BFSI, telecom and retail.</p> <p>Increasing strategic alliances between domestic and international players to deliver solution across the globe.</p>	<p>In FY21, India ranked third world wide with 608,000 cloud experts across all verticals including technology.</p> <p>The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 81.31 billion between April 2000 and December 2021.</p>	<p>In the Union Budget 2022-23 the allocation for IT and telecom sector stood at ₹ 88,567.57 crore (US\$ 11.58 billion).</p> <p>The government introduced the STP scheme, which is a 100% export-oriented scheme for the development and export of professional services.</p>

The global sourcing market in India continues to grow at a higher pace compared to the IT- industry. India is the leading sourcing destination across the world, accounting for approximately 55% market share of the US\$ 200-250 billion global services sourcing business in 2019-20.

India's rankings improved four places to 46th position in the 2021 edition of the Global Innovation Index (GII).

The IT industry accounted for 8% of India's GDP in 2020. According to STPI (Software Technology Park of India), software exports by the IT companies connected to it, stood at Rs. 1.20 lakh crore (US\$ 16.29 billion) in the first quarter of FY22.

Market Size

According to the National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue is expected to touch US\$ 227 billion in FY22 from US\$ 196 billion in FY21.

According to Gartner estimates, IT spending in India is expected to increase to US\$ 101.8 billion in 2022 from an estimated US\$ 81.89 billion in 2021.

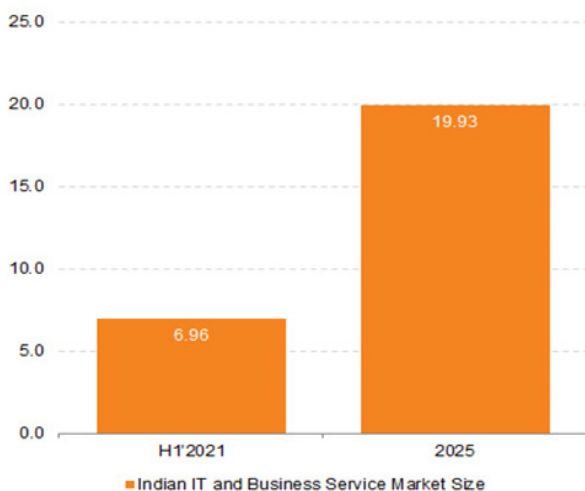
Indian software product industry is expected to reach US\$ 100 billion by 2025. Indian companies are focusing to invest internationally to expand global footprint and enhance their global delivery centres.

The data annotation market in India stood at US\$ 250 million in FY20, of which the US market contributed 60% to the overall value. The market is expected to reach US\$ 7 billion by 2030 due to accelerated domestic demand for AI.

Exports from the Indian IT industry stood at US\$ 149 billion in FY21. Export of IT services has been the major contributor, accounting for more than 51% of total IT export (including hardware). BPM and Engineering and R&D (ER&D) and software products exports accounted for 20.78% each of total IT exports during FY21. ER&D market is expected to grow to US\$ 42 billion by 2022.

The IT industry added 4.5 lakh new employees in FY22 (as of February), the highest addition in a single year. Women accounted for 44% of the total new employees.

Market size of IT industry in India (US\$ billion)



Risks and Concerns

The business risks involved in our industry are varied. The International business is affected by the global slowdown and the COVID-19 Pandemic. Towards end of the year, the market in US showed signs of returning to normalcy and we believe that this area will grow in the current year.

The Domestic business was severely impacted due to the pandemic while the Company was able to rebound from this, the fourth wave of the pandemic may hit us as hard as the first and this is an area that the Company is closely monitoring.

Financial Risks

We have a global footprint and the revenues in the international segment are dependent on clients located predominantly in US. Our international business also has been increasing the last year. As a strategy we continue to focus on increasing the share of our export revenues as the margins are better compared to Domestic business. As a result, the Company is exposed to various risks typically associated with doing business in various countries, many of which are beyond the control of the management.

Pressure on margins

Our margins can be impacted due to pressure on pricing owing to competition. The Company engages customers regularly briefing them on the value-added support being provided. Since our processes, especially in the consulting segment are heavily dependent on manpower our margins may be impacted if there are increases in salaries on account of revision in minimum wages in any of our locations.

Exchange Fluctuations

Movements in exchange rates continue to be a major threat. There has been volatility in the exchange rate between INR and USD in the recent years and these currencies may continue to fluctuate significantly in future as well. During the year there have been significant volatility in the rupee with a low of INR 72.26 and a high of INR 76.40.

Our results of operation will be affected if the rupee-dollar rates continue to behave in a volatile manner in future or rupee appreciates significantly against dollar and other currencies.

Exchange Fluctuations

Movements in exchange rates continue to be a major threat. There has been volatility in the exchange rate between INR and USD in the recent years and these currencies may continue to fluctuate significantly in future as well. During the year there have been significant volatility in the rupee with a low of INR 72.26 and a high of INR 76.40.

Our results of operation will be affected if the rupee-dollar rates continue to behave in a volatile manner in future or rupee appreciates significantly against dollar and other currencies.

II. Financial /operational performance:

The Company has adopted Indian Accounting Standards (Ind AS) from current financial year in the preparation and presentation of Financial Statements.

Sources of Funds

1. Reserves and Surplus

The Company's Reserves and Surplus as on 31st March 2022 were INR 80.86 Cr as against INR 80.79 Cr as on 31st March 2021

These reserves include an amount of Rs. 57.85 Cr pertaining to Equity Component in Foreign Currency Convertible Bonds in accordance with Note No 34 to Notes to Accounts.

2. Property Plant and Equipment

During the year there are marginal additions to Tangible Fixed Assets or Intangible Fixed Assets of company.

3. Investments in Subsidiaries

CIL Inc : The Company is working with partners to restart operations.

Cybermate International Unipessoal LDA : The Company has commenced efforts to rebuild operations after the pandemic.

4. Deferred taxes – Assets and Liabilities

The Company has Deferred Tax Asset (Net) amounting to Rs. 8.54 Lacs as against Rs.15.40 Lacs in previous year.

5. Trade Receivables

The position of outstanding debtors is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 month	6 months-1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed trade receivables considered good	11,21,57,375	18,24,70,796	6,77,90,466	7,15,11,353	31,43,15,138	74,82,45,128

6. Inventories

The Company does not have any inventories as at 31st March 2022

7. Cash and Cash Equivalents

The balance of cash and cash equivalents as at the beginning of the year was Rs. 12.35 lacs.

The closing balance of Cash and Cash Equivalents is Rs. 7.44 Lacs held as cash, balances in current account and in deposit accounts and reconciliation elements.

8. Trade Payables and Other Current Liabilities

The position of trade payables is as follows:

Particulars	Outstanding as at 31-03-2022 for following periods from due date of payment				INR
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME					
(ii) other	1,60,18,322	4,29,51,222	5,35,82,664	2,44,86,152	13,70,38,360
(iii) Disputed dues MSME					
(iv) Disputed dues - others					

9. Provisions.

Provisions include an amount of Rs.73.87 Lacs towards outstanding Salaries and expenses.

III. Results of Operations

1. Income

The Company has turned around its performance after the reduced operations in the previous period on account of (a) Covid-19 Pandemic and (b) Corporate Insolvency Resolution Process. Though the activity is not comparable in terms of the period of operations, we report that the turnover of the company for the period 2021-22 was Rs.3279.41 Lakhs as against Rs.818.32 Lakhs for the period 2020-21.

2. Expenditure

During the year 2021-22 the employee benefit expenses were Rs.2964.12 lakhs as against Rs.623.15 Lakhs for the year 2020-21

Interest on Foreign Currency Convertible Bonds is provided each quarter

though it is payable at the maturity of the bonds in 2023

3. Depreciation and Amortisation

Depreciation on Tangible and Intangible assets was provided for the full year.

4. Other Income- Net

Other income of the company includes Dividend income from investment in Shares of Listed Companies and gain on foreign exchange rate variation.

5. Net Profit

The Company had earned a net profit of Rs. 14.75 lakhs as against Rs. 34.44 lakhs in the previous year.

6. EPS after Exceptions

EPS for the year was Rs. 0.01 as against 0.02 in the previous year.

7. Liquidity

Liquidity has remained challenging due to delayed realisations and reduced activity

8. Related Party Transactions

Transactions with related parties have been made at an arms length basis and hence are not prejudicial to the interest of the company.

These have been discussed in detail in Note no 32 to the standalone financial statements in this Annual report.

iv. Opportunities and Threats

Our Strengths

We have positioned ourselves as a custom built application development company suiting the requirements of mid and emerging companies.

Our strengths include:

Product development –

We have invested time and effort in enhancing our domain expertise in health care, telecom, engineering, energy, logistics and retail segments. We have been able to quickly adopt to the emerging developments in trade practices and enabling new features to our products to keep our customers ahead of their expectations.

End to End Offerings –

Our end to end business solutions include transaction processing, data management, integration with third party tools and applications, independent testing and validation , network and surveillance, IT Support and Analytics.

Relationships-

We have long standing relationships with mid-sized companies and Government Business Units and are quite seasoned in their processes which enable us seek repeat business. Our track record delivering quality solutions help us strengthen these relationships over time.

Quality and Process Execution-

Our clients have always been appreciative of our process implementation procedures and documentation which helps us maintain a healthy relationship and achieve business value.

Our Strategy-

We are exploring opportunities to build strategic partnership with start-ups to create innovative solutions in emerging technology space. We also intend to create platforms on analytics, cyber security, IT infrastructure and Business process outsourcing capabilities apart from strengthening our core product offerings across domains. We wish to make significant investments in these partnerships, our acquisitions to build capabilities to deliver emerging mobile and digital technology solutions.

Our Competition-

We compete with small and mid-sized companies in Government and large corporations in application development, maintenance and business process outsourcing segments.

v. Outlook, Risks & Concerns

- Our revenue and expenses are difficult to predict and can vary significantly from period to period.
- Our success largely depend upon retaining skilled technology professionals and our ability to hire, motivate and retain them.

- We are a company in mid segment space and may not be providing adequate confidence to companies / customers for long term contracts.
- We may not be able to sustain the working capital cycles.
- Our liquidity may not keep us comfortable to stay in the race in case of long sale cycles.
- We may be unable to recoup investments made in developing our software products.
- Our success depends on our management team and key personnel and our ability to attract and retain them.
- Our failures to complete fixed price and fixed time frame contracts or transaction based pricing contracts within budget and on time may adversely affect our profitability.

We may not be able to provide end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could impact our business.

vi. Internal Control Systems and their adequacies

The CEO and CFO certification provided in the Annual report discusses the adequacy of our internal control systems and procedures.

vii. Material Developments in Human Resources / industrial relations , number of people employed.

Human Capital

As at March 31st 2021, the company employed about 40 employees which include software engineers, trainees , process executives and administration.

Recruitment

We have built our software programming skill set by recruiting new graduates from different Engineering colleges and IT training institutes. We have recruited process executives from Government aided foundations and aided consultancies.

We have in place a robust process which includes aptitude tests and interviews followed by a technology task approach in screening our programmers.

Training and development

CIL has always been conducting on the job training programmes on technology , business process , quality and presentation skills to mould its resources into techno commercial resources.

Compensation and Benefits

CIL has always been a mid sized company attracting trainees to build their capabilities. CIL has always been facing challenges to retain its talent from large corporations which offer packages liked to performance and E- SOPs.

In order to address this challenge, CIL has in this year proposed a resolution to implement E-SOPs to retain its talent.

Risk Management Framework:

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for

the business. Your Company's Board believes that to ensure sustainable business growth with stability of affairs and operations of the Company, periodical review of various risks having a bearing on the business and operations is vital to proactively manage uncertainty and changes in the

internal and external environment to limit negative impacts and capitalize on opportunities. Further, it is also belief of your management that Risk Management Framework enables a systematic approach to risk identification, leverage of any opportunities and provides treatment strategies to manage, transfer and avoid or minimize the impact of the risks.

Keeping in view of the above, your Company's risk management is embedded in the continuous business processes and as a part of review of business and operations, your Board with the help of the management periodically reviews various risks associated with the business and products of the Company and considers appropriate risk mitigation process. However there are certain risks which cannot be avoided but the impact can only be minimized.

The risks and concerns associated with each segment of your company's business are discussed while reviewing segment-wise Management and Discussion Analysis. The other risks that the management reviews also include:

a. Industry & Services Risk:

this includes Economic risks like demand and supply chain, Profitability, Gestation period etc.; Services risk like infrastructure facilities;

Market risk like consumer preferences and distribution channel etc.; Business dynamics like inflation/deflation etc.; Competition risks like cost effectiveness

b. Management and Operational Risk:

this includes Risks to Property; Clear and well defined work process; changes in technology / up gradation; R&D Risks; Agency network Risks; Personnel & labour turnover Risk; Environmental and Pollution Control Regulations etc.; Locational benefits near metros

c. Market Risk:

this includes Raw Material rates; Quantities, quality, suppliers, lead time, interest rates risk and forex risk.

d. Political Risk:

this includes Elections; War risk; Country/Area Risk; Insurance risk like Fire, strikes, riots and civil commotion, marine risk, cargo risk etc.; Fiscal/Monetary Policy Risk including Taxation risk.

e. Credit Risk:

this includes Creditworthiness; Risk in settlement of dues by clients and Provisions for doubtful and bad debts.

f. Liquidity Risk:

this includes risks like Financial solvency and liquidity; Borrowing limits, delays; Cash/Reserve management risks and Tax risks.

g. Disaster Risk this includes Natural calamities like fires, floods, earthquakes etc.

Manmade risk factors arising under the Factories Act, Mines Act etc.; Risk of failure of effective disaster Management plans formulated by the Company.

h. System Risk this includes System capacities: System reliability;

Obsolescence risk; Data Integrity risk & Co-ordination and Interface risk.

i. Legal Risk: this includes Contract risk:

; Contractual liability; Frauds; Judicial Risk and Insurance risk.

j. Government Policy:

This includes Exemptions, import licenses, income tax and sales tax holidays, subsidies, tax benefits etc.

Annexure - VII

Managing Director and CFO Certification

The Board of Directors

Orchasp Limited, Secunderabad.

Dear Members of the Board,

We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, all the notes on accounts and the Boards Report.
2. These statements do not contain any materially untrue statement or omit to state any material fact or contain statements that might be misleading:
3. The financial statements and other financial information present a true and fair view of the Company's affairs, the Company's financial condition, results of operations, cash flows of the company for the period ended 31st March 2022 are in compliance with existing Accounting Standards, applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2022 are fraudulent, illegal or violative of the Company's code of conduct except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to the auditors and the audit committee of the board of directors.
 - a. Significant changes in internal control over financial reporting during the year under
 - b. Significant changes in accounting policies during the year that the same have been disclosed in notes to the financial statements and
 - c. Instances of significant fraud if any, 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.

For and on behalf of the Board of Directors of Orchasp limited

P. Chandra Sekhar

Place: Hyderabad
Date: 30-08-2023

P. Chandra Sekhar
Managing Director and CFO

Annexure - VIII**Certificate of Corporate Governance****To,****The Members****Orchasp Limited****Hyderabad, Telangana State.**

I have examined the compliance of conditions of Corporate Governance by **ORCHASPLIMITED (CIN:L72200TG1994PLC017485)** ('the Company'), for the year ended 31st March 2022, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period April 1, 2022 to March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examinations has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

I state that such compliance 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.



Place : Hyderabad
Date : 29-08-2023

T. DURGA PALLAVI
ACS NO. 23864
C.P. NO.: 19724
UDIN Number : A023864E000882997

Annexure - IX**Certificate of Non-Disqualification of Directors**

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To,

The Members

Orchasp Limited

Hyderabad, Telangana State.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ORCHASP LIMITED having CIN L72200TG1994PLC017485 and having registered office at PLOT NO-19&20, MOTI VALLEY, TRIMULGHERRY SECUNDERABAD TG 500015 (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) as considered necessary and explanations furnished to me / us by the Company & 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 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No	Name	DIN	Date of Appointment
1	Mr.Chenchaiah Pantulu Pattapurathi	01583136	01/04/2004
2	Mr.Kanakadandi Satya Shiva Kumar	02103299	05/05/1994
3	Mr.Chandra Sekhar Pattapurathi	01647212	30/03/2021
4	Mr.Koteswara Rao Kanamarlapudi	06401491	30/09/1996
5	Mr.Bade Srinivasa Reddy	01384074	07/03/2016
6	Mr.Sai Rookumar Vegunta	05317482	07/03/2016
7	Ms.Ponnari Gottipati	09075036	13/02/2021
8	Mr.bhattiprolu Vithaleswara Brahmananda Ravi Kishore	03271596	28/06/2021

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

T. Durga Pallavi

T. DURGA PALLAVI
ACS NO. 23864
C.P. NO.: 19724
UDIN Number : A023864E000882975

Place : Hyderabad
Date : 29-08-2023



**Standalone
Financial
Statement**

.....



Independent Auditor's Report

To the Members of Orchasp Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of M/s. Orchasp Limited ("the company"), which comprise the Balance Sheet as at 31st March, 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 significant accounting policies and other explanatory information.

Based on the information and explanations provided to us, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, we are of the opinion that the Statement:

- is presented in accordance with the requirements of Regulation 33 and 52 of the Listing Regulations; and
- gives a true and fair view in conformity with applicable Indian accounting standards prescribed under section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India, of the net profit, total comprehensive income and other financial information of the Company for the year ended March 31, 2023.

Basis for Qualified Opinion

- We refer to the carrying value of investments of Rs 6825 lakhs held in Wholly Owned Subsidiary at Portugal in Cybermate International, Unipessoal, LDA which has been non-operational for over two years. The Company has defaulted in statutory filings for the period and the Portuguese Authorities have issued a notice of cancellation of Certificate of Incorporation. We are unable to comment upon the carrying value of investments whether any provision for impairment in the value of investments is required.

Emphasis of Matter

- The Company has not paid the Statutory Dues for a period of more than 6 Months from the date they became payable. The details are as: given below

Name of the Statute	Due amount (In Rs)	Nature of Due	Period to Which Amount Relates	Remarks
1. Telangana Professional Act	3,18,667/-	Professional tax	September 2014 to March 2023	Amount not paid till date
2. Employees Provident Fund & Misc Provisions Act, 1952	24,67,176/-	Provident Fund	September 2014 to March 2023	Amount not paid till date.
3. Income Tax Act, 1961	45,64,701/-	TDS	March 2015 to March 2023	Amount not paid till date.
4. Income Tax Act, 1961	1,24,07,619/-	Income Tax for FY 2018-19	FY 2018-19	Amount not paid till date.
5. Income Tax Act, 1961	22,69,620/-	Income Tax for FY 2019-20	FY 2019-20	Amount not paid till date.
6. Income Tax Act, 1961	8,95,390/-	Income Tax for FY2020-21	FY 2020-21	Amount not paid till date.
7. Income Tax Act, 1961	2,30,121/-	Income Tax	FY2021-22	Amount not paid till date.
8. Employee State Insurance Act, 1948	2,83,007/-	ESI	September 2014 to March 2023	Amount not paid till date.

- The Trade Receivables are due from more than 6 months. In the absence of confirmations of Trade payables, Trade Receivables and various advances/loans, we are unable to comment on the extent to which such balances are payable/recoverable.

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 independence requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules made there under, 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 Standalone Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

• Issue of Foreign Currency Convertible Bonds(FCCB)

The company has issued FCCB of US\$ 1,05,00,000 (Rs.68,25,00,000/-), 1% coupon Foreign Currency Convertible Bonds due upon completion of five years from the date of issue. Interest is payable at the time of maturity only. The bonds will bear interest at the rate 1% per annum, from the interest commencement date up to the date prior to the date of maturity.

How the matter was addressed in our audit:

The recognition of FCCB in Books of Accounts as per "Ind AS 109- Financial Instruments "and "Ind AS 32- Financial Instruments". Presentation involves professional judgment relating to determination of repayment and convertible obligations over the tenure of FCCB's. The FCCB's converted into equity as on 31-03-2023 is for an amount of Rs. 7,15,00,000/-

Refer Note No.34 in Notes to Standalone Ind AS Financial Statements.

Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers"

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

How the matter was addressed in our audit:

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- » Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- » Selected a sample of continuing and new contracts,

and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.

- » Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- » Selected a sample of continuing and new contracts and performed the following procedures:
 - Read, analyzed and identified the distinct performance obligations in these contracts.
 - Compared these performance obligations with that identified and recorded by the Company.
 - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
 - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
 - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
 - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
 - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
 - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
 - We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date
- » Evaluation of uncertain tax positions

The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.

How the matter was addressed in our audit:

Obtained details of completed tax assessments and demands for the year ended March 31, 2023 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain Tax Positions as at April 1st 2023 to evaluate whether any change was required to management's position on these uncertainties.

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 Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS 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 Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Ind AS 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 Ind AS 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 Ind AS

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

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements:

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists; we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to

modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS 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 Ind AS 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 Ind AS 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 the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. 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 relevant books of account.
 - d. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under.
 - 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 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 of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a qualified 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 Ind AS Financial Statements. (Refer Note No: 26 of Notes to Standalone Financial Statements)
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other 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 ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds 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 ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations in sub-clause (i) and (ii) of Rule 11(e), as provided under (iv) and (v) above contain any material misstatement.
- V. The company has not declared or paid any dividend during the year.

For P C N & Associates.,
Chartered Accountants
FRN: 016016S

Sd/

K.Gopala Krishna
Partner
M.No. 203605
UDIN No.23203605BGRTTJ1354

Place: Hyderabad
Date:26-05-2023

Annexure - "A" To The Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Orchasp Limited of even date)

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a. (A) The Company has maintained proper records showing full Particulars, including quantitative details and situation of Property, Plant & Equipment.

(B) The company has maintained proper records showing full Particulars of intangible assets.
 - b. As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable..
 - c. According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no immovable properties held in the name of the Company.
 - d. According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.
 - e. As represented to us and according to the information given to us, the Company does not hold any Benami Property. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - a. The Company does not have any inventory
 - b. The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. As per the information and explanation given to us and in our opinion, the Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act.
- v. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 of "the Act" and hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of "the Act" the Rules framed there under are not applicable to the Company at present.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The company is not regular in depositing the undisputed statutory dues, including Provident Fund, Employees State Insurance, Goods and Service Tax and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were undisputed amounts payable in respect of Provident fund, Employees state Insurance, Income Tax, Goods and Service tax, 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.

Name of the Statute	Due amount (In Rs)	Nature of Dues	Period to which Amount Relates	Remarks
1. Telangana Professional Act	3,18,667/-	Professional tax	September 2014 to March 2023	Amount not paid till date
2. Employees Provident Fund & Misc Provisions Act, 1952	24,67,176/-	Provident Fund	September 2014 to March 2023	Amount not paid till date.
3. Income Tax Act, 1961	45,64,701/-	TDS	March 2015 to March 2023	Amount not paid till date.
4. Income Tax Act, 1961	1,24,07,619/-	Income Tax for FY 2018-19	FY 2018-19	Amount not paid till date.
5. Income Tax Act, 1961	22,69,620/-	Income Tax for FY 2019-20	FY 2019-20	Amount not paid till date.
6. Income Tax Act, 1961	8,95,390/-	Income Tax for FY 2020-21	FY 2020-21	Amount not paid till date.
7. Income Tax Act, 1961	2,30,121/-	Income Tax	FY 2021-22	Amount not paid till date.
8. Employee State Insurance Act, 1948	2,83,007/-	ESI	September 2014 to March 2023	Amount not paid till date.

C. According to the information and explanations given to us, and based on the records examined by us, amount outstanding towards income tax and FEMA on account of dispute are; (Refer Note No: 26 of Standalone Ind AS Financial statements)

Name of the Statute	Nature of Dues	Under Section	Amount (INR)	Period to which the Amount Relates	Forum where the Dispute is pending
1. Income tax act, 1961	Income Tax	154	6,40,88,348 /-	AY 2009-10	Pending with CIT (A) - NFAC
2. Income tax act, 1961	Income Tax	147 rws 144	66,78,883/-	AY 2011-12	Pending with CIT (A) - NFAC
3. Income tax act, 1961	Income Tax	147	3,83,56,680/-	AY 2013-14	Pending with CIT (A) - NFAC
4. Income tax act, 1961	Income Tax	143(3) rws 254	1,18,26,580/-	AY 2013-14	NFAC
5. Income tax act, 1961	Income Tax	143(3)	2,24,09,220/-	AY 2014-15	ITAT (APPEALS)
			45,00,00,000/-	FY 2001-02 to 2011-12	
6. Foreign Exchange Management Act.	Enforcement directorate penalty.	SEC 13 (1) OF FEMA	45,00,00,000/-	FY 2011-12	Appellate Authority at Delhi
			21,57,12,000/-	FY 2011-12 to 2015-16	
			2,00,000/-	FY2004 TO 2008	

- 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(43 of 1961) as income during the year.
- ix. (a) Based on our audit procedures and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. According to the information and explanations given to us and on the basis of our examination of records, the company has not been declared willful defaulter by any bank or financial institution or other lender
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year.
- 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 examination of the financial statements, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or associate.
- f. According to the information and explanations given to us and procedures performed by us, we report that the company has not raised any loans during the year on the pledge of securities held in its subsidiary or associate.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year.
- xi. (a) Based on examination of books and records of the Company and according to the information and explanations given to us, no material 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 has been filed in form ADT- 4 as prescribed under rule 13 of the companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company.

- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us, in our opinion, during the year 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. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.\
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.
- c. The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.
- d. The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended).
- xvii. The company has not incurred cash losses in the current financial year and there is no cash loss in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Ind AS Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company is not covered under the provisions of Section 135 of the Companies Act, 2013.

**For P C N & Associates.,
Chartered Accountants
FRN: 016016S**

Sd/

**K.Gopala Krishna
Partner
M.No. 203605
UDIN No.23203605BGRTTJ1354**

Place: Hyderabad

Date: 26-05-2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 (‘The Act’)

We have audited the internal financial controls over financial reporting of M/s. Orchasp Limited(“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor’s Judgment, including the assessment of the risk of material misstatement of the Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company’s internal financial control system over financial reporting

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

BBecause of the inherent limitation 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.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion, the company has in all material respects reasonable internal financial controls system over financial reporting but not adequate and such internal financial controls over financial reporting were operating effectively as at March 31st 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 P C N & Associates.,
Chartered Accountants
FRN: 016016S

Sd/

K.Gopala Krishna
Partner
M.No. 203605
UDIN No.23203605BGRTTJ1354

Place: Hyderabad

Date:26-05-2023

Orchasp Limited
Standalone Balance Sheet as at March 31, 2023

Particulars	Notes	As at 31 March,23	As at 31 March,22
		(INR - Lakhs)	(INR - Lakhs)
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	4.45	9.61
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets	3	1.41	1.41
(f) Intangible Assets under Development		-	-
(g) Financial Assets		-	-
(i) Investments	4	6,827.18	6,827.18
(ii) Receivables		-	-
(iii) Other Financial Assets		-	-
(h) Deferred Tax Assets (net)	5	7.80	8.54
(i) Other Non-Current Assets		-	-
Current Assets			
(a) Financial Assets			
(i) Investments	6	0.77	0.73
(ii) Trade Receivables	7	10,358.08	7,392.09
(iii) Cash and Cash Equivalent	8	19.63	7.44
(iv) Bank Balances Other than(iii) Above		-	-
(v) Loans		-	-
(vi) Others (to be Specified)	9	8.03	8.03
(b) Current Tax Assets (Net)		-	-
(c) Other Current Assets	10	278.22	285.50
Total Assets		17,505.57	14,540.52

Standalone Balance Sheet (Contd.)

Particulars	Notes	As At 31 March,23	As At 31 March,22
		(INR - Lakhs)	(INR - Lakhs)
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	11	2,259.16	1,979.16
(b) Other Equity	12	7,841.01	8,085.91
LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other Financial Liabilities (Other than those Specified in item (b), to be Specified)	13	-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities		-	-
Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payable	14	4,073.07	1,370.38
(ii) Other Financial Liabilities (other than those Specified in item (c))	15	2,097.41	2,059.87
(b) Other Current Liabilities	16	836.57	670.16
(c) Provisions	17	156.23	144.83
(d) Current Tax Liabilities (Net)	18	242.13	230.20
Total Equity and Liabilities		17,505.58	14,540.52

summary of significant accounting policies 1

The accompanying notes 1-39 are integral part of standalone financial statement

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

For and on behalf of the Board of Orchasp Ltd.

Sd/

P. Chandra Sekhar



Sangeeta Mundhra

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRRTTJ1354

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212

K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26th May 2023

Orchasp Limited			
Statement of Standalone Profit and Loss for the Year ended March, 31, 2022			
Particulars	Notes	As at 31 March,23	As at 31 March,22
		(INR - Lakhs)	(INR - Lakhs)
INCOME			
Revenue from Operations	19	2,345.58	3,729.41
Other Income	20	492.09	77.48
Total Income		2,837.67	3,806.89
EXPENSES			
Consumption of Goods/Services		-	33.96
Purchases of Licenses for Software Applications		48.54	-
Changes in Inventories of Finished Goods, Stock-in -Trade and Work-in-Progress			-
Employee Benefits Expense	21	2,459.33	2,964.12
Finance Costs	22	77.62	65.00
Depreciation and Amortization Expenses	2&3	6.00	5.90
Other Expenses	23	198.47	723.15
Total Expenses		2,789.95	3,792.13
Profit/(loss) before Exceptional Items and Tax		47.72	14.75
Exceptional Items			
Profit/ (loss) before exceptions items and Tax			
Tax Expense:			
(1) Current Tax	18	11.93	2.30
(2) Deferred Tax	5	0.74	6.86
Profit (Loss) for the Period from continuing Operations		35.05	5.59
Profit/(Loss) from Discontinued Operations		-	-
Tax expenses of discontinued Operations		-	-
Profit/(Loss) from Discontinued Operations(after tax)		-	-

Standalone Profit and Loss (Contd.)

Particulars	Notes	As at 31 March,22	As at 31 March,21
		(INR - Lakhs)	(INR - Lakhs)
Profit/(Loss) for the Period		35.05	5.59
Other Comprehensive Income			
A. (i) Items that will not be Reclassified to Profit or Loss		-	0.35
(ii) Income tax relating to items that will not be Reclassified to Profit or Loss		-	-
B. (i) Items that will be reclassified to Profit or Loss		-	-
(ii) Income tax relating to items that will be Reclassified to Profit or Loss		-	-
Total Comprehensive Income for the period (XIII+XIV)Comprising Profit (Loss) and Other Comprehensive Income for the period)		35.05	5.94
Earnings per Equity Share (for continuing operation):			
(1) Basic		0.03	0.01
(2) Diluted		0.03	0.01

summary of significant accounting policies

1

The accompanying notes 1-39 are integral part of standalone financial statement

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

For and on behalf of the Board of Orchasp Ltd.

Sd/

P. Chandra Sekhar



Sangeeta Mundhra

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRTTJ1354

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212

K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26th May 2023

Orchasp Limited

Standalone Cash Flow Statement for the year ended 31st March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
	(INR - Lakhs)	(INR - Lakhs)
A. Cash Flow from Operating Activities:		
Profit before Taxation	47.72	14.75
Adjustments for :-		
Depreciation	6.00	5.90
Interest Expense	77.62	65.00
Amortisation of Product Development Cost		
Diminution in Value of Investment		
Impairment of Intangible Asset		
Other Income	-10.25	-10.10
Dividend Income	- 0.04	-0.05
Bad Debts Written Off		
Operating Profit before working capital changes	121.05	75.50
Increase / (Decrease) in Current Tax Liability	11.93	2.30
(Increase) / Decrease in Trade Receivables	-2,964.99	-1,572.19
(Increase) / Decrease in Other Current Assets	7.28	-14.09
Increase / (Decrease) in Trade Payables	2,701.68	159.82
Increase / (Decrease) in Other Current Liabilities	166.40	158.75
Increase / (Decrease) in Short Term Provisions	11.40	-9.38
Cash Generated from Operations	54.75	-1,199.29
Taxes Paid	11.93	2.30
Net Cash Generated from Operating activities (A)	42.82	-1,201.59
B. Cash Flow from Investing Activities :		
Purchase of Tangible Assets/Intangible Assets (Net) including Transfer from CWIP	-0.85	-0.37
Sale of Fixed Assets		
Decrease in Capital Work In Progress		
Other Income	10.25	10.10
Dividend Income	0.04	0.05
(Increase) in Current Investments		
(Decrease) in Other Non Current liabilities	-	-49.80
(Decrease) in Non Current Investments	-	-
Net Cash Flow from Investing Activities (B)	9.44	-40.02

Standalone Cash Flow Statement (Contd.)

Particulars	As at 31 March 2023	As at 31 March 2022
	(INR - Lakhs)	(INR - Lakhs)
C. Cash Flow from Financing Activities :		
Issue of Share Capital		
Increase in other Equity		
Increase in Short Term Borrowings	37.54	1,301.71
Interest Paid	-77.61	-65.00
Increase in Long Term liabilities		
Net Cash from Financing Activities (C)	-40.07	1,236.71
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	12.19	-4.91
Cash & Cash Equivalents at the Beginning of the Year	7.44	12.35
Cash & Cash Equivalents at the End of the Year	19.63	7.44

Notes

- 1.The Cash flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.
2. The accompanying notes are an integral part of the financial statements.
3. Previous year figures have been regrouped /reclassified to conform to current year classification.
4. Cash and Cash Equivalents Comprise

	As at 31 March 2023	As at 31 March 2022
Cash on Hand	4.49	1.95
Balances with Banks in Current and Deposit Accounts	15.15	5.48
Total	19.63	7.44

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

Sd/

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRTTJ1354

For and on behalf of the Board of Orchasp Ltd.

P.Chandra Sekhar

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212

K.S.Shiva Kumar

K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26th May 2023

Note 1: Significant Accounting Policies

1. Corporate information

Orchasp Limited is a Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad. India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to Health Care, Telecom, Manufacturing, Engineering, Energy, Retail and Railways.

The financial statements for the year ended 31st March 2023 were approved by the Board of Directors on the 26th May 2023.

a. Basis Of Preparation Of Financial Statements:

Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

i. Historical Cost Convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

ii. Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

iii. Functional and Presentation Currency :

The Financial Statements are presented in Indian Rupees (*) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupees in lakhs.

2. Summary of Significant Accounting Policies

c. Property, Plant & Equipment:

i. Recognition and measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions

including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit & Loss as incurred.

Gains or losses arising from discard/sale of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit & Loss when the asset is discarded/sold.

ii. Depreciation

The company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

b. Intangible assets:

i. Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if its probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when: It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

ii. Depreciation

The company amortises/depreciates intangible assets on the basis of estimated useful lives of intangible assets are as follows:

Software acquired

Particulars	Useful life
Software License	2 Years
Software internally developed	
Particulars	Useful life
Product/Platform	4 Years

c. Impairment:

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

d. Foreign Currency Transactions:**i. Functional and Presentation Currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

ii. Transactions and Balances:

Transactions in foreign currencies are translated into functional currency of the Company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Profit & Loss and reported with in Foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) carried at Fair Value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the Fair Value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

e. Revenue Recognition:

The Company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

The Company recognised revenue when the amount of

revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company computes its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

i. Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

ii. Fixed- Price Contracts:

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from Customers'.

iii. Services Contracts:

Revenue from services contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

iv. Sale of Licenses & Subscriptions

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is

probable that economic benefits associated with the transaction will flow to the company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from sale of subscriptions shall be recognized linear to the period of the contract.

v. Ecommerce/Retail

Revenue from Ecommerce transactions i.e sale of third-party products/applications/services shall be recognized on realization of the merchandise.

vi. Other Income

Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Dividend income is recognized when the company's right to receive dividend is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

f. Income Tax:

Income tax comprises current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the income tax Act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

Deferred tax is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of profit & loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Minimum Alternate Tax (MAT) credit is recognised 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.

g. Provisions, Contingent Liabilities, Commitments and Contingent Assets:

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

h. Earnings Per Share:

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI) attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures, or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

i. Segment Reporting:

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended 31st March 2023.

There are no secondary reportable segments (Geographical Segments).

j. Financial Assets:

i. Initial Recognition and Measurement:

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii. Revenue Recognition:

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Financial asset at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve 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. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) to present the subsequent changes in fair value through profit and loss account.

Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) at fair value through profit and loss account.

iii. Impairment of Financial Assets :

The Company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with Ind AS 109.

iv. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

k. Investment in Subsidiaries, Associates And Joint Ventures:

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone financial statements.

l. Earnings Per Share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

m. Employee Benefits

Contributions to Provident and Employee State Insurance etc accruing during the accounting period are charged to the statement of profit and loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

3. Critical Accounting – Estimates, Assumptions and Judgements:

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, 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 effects only that period or in the period of the revision and future periods if the revision affects both current and future years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

The Company has given due consideration of the possible effects that may result from the pandemic related to Covid-19 on the carrying amount of receivables and unbilled revenues.

Estimates and underlying assumptions are reviewed on a regular basis. The following areas of revenues, expenses, assets and liabilities are likely to be impacted by events which give rise to revision of estimates made.

i. Revenue

The Company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

ii. Provisions/Expenses

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

iii. Property, Plant & Equipment:

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

iv. Intangibles:

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles are carried at net book value on transition.

v. Income Taxes

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

vi. Other Estimates:

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required

(INR - Lakhs)

Statement of Changes In Equity (Standalone) for the Year Ended 31st March, 2023

A. Equity Share Capital

(1) Current Reporting Period

Balance at the Beginning of the Current Reporting Period

Balance at the end of the Current Reporting period

2,119.16

(2) Previous Reporting Period

Balance at the Beginning of the previous Reporting Period

Balance at the end of the previous Reporting Period

1,979.16

B. Other Equity

(1) Current Reporting Period

(INR - Lakhs)

Particulars	Reserves & Surplus										Total Equity Attributable to Equity Holders of the Company	
	Share Application money pending allotment	Equity Component of Compound Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Business Transfer Adjustment Reserve	Equity Instruments through other Comprehensive Income	Other Comprehensive Income	Money Received against Share Warrant		
Balance as at 1st April, 2022	-	-	296.27	1,289.08	-	-	-	6,500.56	-	-	-	8,085.91
Changes in Equity for the year ended March 31, 2022	-	-	-	-	-	-	-	-715.00	-	-	-	-715.00
Increase in Share Capital on Account of Fresh issue	-	-	435.00	-	-	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the Net Defined benefit Liability/ Asset, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of Investments, Net of Tax Effect	-	-	-	-	-	-	-	0.05	-	-	-	0.05
Equity Instruments through other Comprehensive Income, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	35.05	-	-	-	-	-	-	-	35.05
Balance as at 31st March, 2023	-	-	731.27	1,324.13	-	-	-	5,785.60	-	-	-	7,841.01

Statement of Changes In Equity (Standalone)(Contd.)

(INR - Lakhs)

(2) Previous reporting period

Particulars	Reserves & Surplus						Other Comprehensive Income			Total Equity Attributable to Equity Holders of the Company	
	Share Application Money Pending Allotment	Equity Comment of compound Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Business Transfer Adjustment Reserve	Equity Instruments through other Comprehensive Income	Other Items of other Comprehensive Income		Money Received Against share Warrant
Balance as at 1st April, 2021	-	-	296.27	1,283.49	-	-	-	6,500.21	-	-	8,079.98
Changes in Equity for the year ended March 31, 2021	-	-	-	-	-	-	-	-	-	-	-
Increase in Share Capital on Account of Fresh Issue	-	-	-	-	-	-	-	-	-	-	-
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net Defined Benefit Liability/Asset, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of Investments, Net of Tax Effect	-	-	-	-	-	-	0.35	-	-	-	0.35
Equity Instruments through other Comprehensive Income, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	5.59	-	-	-	-	-	-	5.59
Balance as at 31st March, 2022	-	-	296.27	1,289.08	-	-	-	6,500.56	-	-	8,085.91

For and on behalf of the Board of Orchasp Ltd.

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

Sd/

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRJTJ1354

Place: Hyderabad
Date : 26th May 2023



P. Chandra Sekhar

P.Chandra Sekhar
Managing Director, CFO
DIN : 01647212



Sangeeta Mundhra
Company Secretary
M.No 59771

Note 2 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31,2023

(INR - Lakhs)

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2022	-	58.54	20.84	149.68	130.05	359.12
Additions		0.85			-	0.85
Deductions						-
Gross Carrying Value as of 31st March, 2023	-	59.39	20.84	149.68	130.05	359.97
Additions		-				-
Deductions		-				-
Accumulated depreciation as of April 1, 2022	-	58.54	20.84	145.36	124.77	349.51
Depreciation		0.05	-	4.19	1.76	6.00
Accumulated Depreciation on Deletions					-	-
Accumulated depreciation as of March 31, 2023	-	58.60	20.84	149.55	126.53	355.52
Carrying Value as of March 31, 2023	-	0.80	-	0.14	3.52	4.45
Carrying Value as of April 1, 2022	-	-	-	4.33	5.28	9.61

Note 2 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31,2022

(INR - Lakhs)

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2021	-	58.54	20.84	149.31	130.05	358.75
Additions		-	-	0.37	-	0.37
Deductions		-				-
Gross Carrying Value as of 31st March, 2022	-	58.54	20.84	149.68	130.05	359.12
Additions						-
Deductions						-
Accumulated depreciation as of April 1, 2021	-	58.54	20.84	141.22	123.01	343.62
Depreciation		-	-	4.14	1.76	5.90
Accumulated depreciation on deletions						-
Accumulated depreciation as of March 31,2022	-	58.54	20.84	145.36	124.77	349.51
Carrying Value as of March 31, 2022	-	-	-	4.33	5.28	9.61
Carrying Value as of April 1, 2021	-	-	-	8.09	7.04	15.13

Note 3 : Intangible Assets

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2023 are as follows: (INR - Lakhs)

Particulars	Total
Gross carrying value as of 1st April, 2022	3,848.46
Additions	-
Deletions	-
Gross carrying value as of March 31,, 2023	3,848.46
Accumulated amortisation as of 1st April, 2022	3,847.06
Amortisation expenses	-
Deletions	-
Accumulated amortisation as of March 31, 2023	3,847.06
Carrying value as of March 31, 2023	1.41
Carrying value as of March 31, 2022	1.41

Note 3 : Intangible Assets

The changes in the carrying value of acquired intangible assets for the year ended march 31, 2022 are as follows: (INR - Lakhs)

Particulars	Total
Gross carrying value as of 1st April, 2021	3,848.46
Additions	-
Deletions	-
Gross carrying value as of March 31,, 2022	3,848.46
Accumulated amortisation as of 1st April, 2021	3,847.06
Amortisation expenses	-
Deletions	-
Accumulated amortisation as of March 31, 2022	3,847.06
Carrying value as of March 31, 2022	1.41
Carrying value as of March 31, 2021	1.41

Note 4 : Financial Investments

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Investment in Subsidiaries		
Equity Shares		
Cybermate Infotek Limited Inc.USA	2.18	2.18
Cybermate International, Unipessol, LDA	6,825.00	6,825.00
Total Non Current Investments	6,827.18	6,827.18

Note 5 : Deferred Tax Asset

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Opening Deferred tax Asset	8.54	15.40
During the Year	-0.74	-6.86
Deferred Tax Liability/ (Asset) - Net	7.80	8.54

Note 6 : Current Investments

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Equity instruments of other Companies-Quoted		
Tech Mahindra Ltd @ Rs.1103.2 (20 equity shares of Rs.5/- each)	0.22	0.23
HCL Infosystems Ltd @ Rs.12.50 (100 Equity Shares of Rs. 2/- each)	0.01	0.02
CANARA Bank Ltd @ 194.40 (15 Equity Shares of Rs.10/- each)	0.04	0.03
HCL Technologies Ltd @ Rs.1098.15 (40 Equity Shares of Rs.2/- each)	0.44	0.41
APTECH LTD @ Rs.2.0 (25 Equity Shares of Rs.2/- each)	0.00	0.00
ITC Ltd @ Rs.378.93 (15 Equity Shares of Rs.1/- each)	0.06	0.04
Total Current Investments	0.77	0.73

Note 7 : Trade Receivables

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Current		
Unsecured		
Considered good	10,358.08	7,392.09
Considered doubtful	-	-
Total Trade Receivables	10,358.08	7,392.09

Notes : We have made Disclosure in accordance with Schedule III to Companies Act in Note 28

Note 8 : Cash & Cash Equivalents

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Balances with Banks		
In Current & Deposit accounts	15.15	5.48
Cash on hand	4.49	1.95
Total Cash & Cash Equivalents	19.63	7.44

Note 9 : Other Financial Assets

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Current		
Security Deposits	4.73	3.00
Rental Deposits	3.30	5.04
Total Other Financial Assets	8.03	8.03

Note 10 : Other Current Assets

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31,2022
Current		
Advances Recoverable in cash or kind	17.98	17.98
Advance Taxes & Duties	260.25	267.53
Other Current Assets	-	-
Total Other Current Assets	278.22	285.50

Note 11 : Share Capital

(INR - Lakhs)

Particulars	As at March 31,2023	As at March 31, 2022
Equity Share Capital		
Authorised	8,500.00	8,500.00
C.Y 42,50,00,000 (P.Y. 42,50,00,000) shares of Re.2/- each		
Issued,Subscribed and Paid up	2,259.16	1,979.16
C.Y 11,28,58,241 (P.Y. 9,89,58,241) shares of Re.2/- each		
Total Paid up Equity Share Capital	1,979.16	1,979.16

Authorised

The Company's Authorised Capital is of Rs.8500.00 lakh (Previous Year Rs.8500.00 lakh) distributed into 42,50,00,000 (previous year 42,50,00,000) Equity Shares of Rs.2/- each

Issued, Subscribed & Paid-Up

The Issued and Subscribed Capital of the Company as at 31st March 2023 is of Rs.2259.16 lakh represented by 11,29,58,241 Equity shares of Rs.2/- each and Paid up Capital as at 31st March 202 is of Rs.1979.16 lakh represented by 9,89,58,241 Equity Shares of Rs.2/- each.

The Reconciliation of the Equity Share Capital of the Company is given as under:

(INR - Lakhs)

	Amount in lakhs, except as stated otherwise					
	Issued & Subscribed		Fully Paid-up		Partly Paid-up	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance as at 31st March 2022	9,89,58,241	1,979.16	9,89,58,241	1,979.16	-	-
Add :Issue of Shares on Conversion of 5 Nos FCCBs on 31st October 2022	65,00,000	130.00	65,00,000	130.00	-	-
Add :Issue of Shares on Conversion of 6 Nos FCCBs on 2nd January 2023	75,00,000	150.00	75,00,000	150.00	-	-
Balance as at 31st March 2023	11,29,58,241	2,259.16	11,29,58,241	2,259.16	-	-

The Company's Paid-up Capital of Rs. 2259.16 lakh (Previous Year 1979.16 Lakh), of 11,29,58,241 (Previous Year 9,89,58,241) Equity Shares of Rs.2/- each, is distributed as under

Shareholders holding more than 5% of the paid up Capital	As at 31st March 2023		As at 31st March 2022	
	Number	%	Number	%
1. Mrs.P.Rajeswari	85,48,372	7.57	77,923	-
2.Mr.P.Chandra Sekhar	78,04,371	6.94	3,03,100	-
3.Mr.P.C.Pantulu	5,65,820	0.50	1,68,11,269	16.99
b) Others- bond holders				
1.Global Focus Fund	80,08,438	7.09	1,39,64,179	14.12

Shares held by Promoters at the end of the year			% Change during the Year
Promoter name	No. of Shares	% of Total shares	
P.Rajeswari	85,48,372	7.57	7.49
P Chandra Sekhar	78,04,371	6.91	6.60
P C Pantulu	5,65,820	0.50	16.49
K S Shiva Kumar	1,93,010	0.17	0.73
K Koteswara Rao	1,78,200	0.16	-
Total	1,72,89,773	15.31	31.31

Note 12 : Other Equity

(INR - Lakhs)

	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as at 1st April,2021	296.27	1,283.49	-	-	-	6,500.21	-	8,079.98
Changes in equity for the year ended March 31,2021	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	-	-	-	-	-	-	-	-
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	0.35	-	0.35
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	5.59	-	-	-	-	-	5.59
Balance as at 31st March,2022	296.27	1,289.08	-	-	-	6,500.56	-	8,085.91
Balance as at 1st April,2022	296.27	1,289.08	-	-	-	6,500.56	-	8,085.91

Note 12 : Other Equity (contd.)

Changes in equity for the year ended March 31,2022	-	-	-	-	-	-715.00	-	-715.00
Increase in share capital on account of fresh issue	435.00	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	0.05	-	0.05
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	35.05	-	-	-	-	-	35.05
Balance as at 31st March,2023	731.27	1,324.13	-	-	-	5,785.60	-	7,841.00

Note 13 : Financial Liabilities

Particulars	(INR in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Other Financial Liabilities	-	-
Total Financial Liabilities	-	-

Note 14 : Trade Payables

Particulars	(INR in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Dues to other than Micro and small enterprises		
(A) Total Outstanding dues to Micro Enterprise and small Enterprise	-	-
(B) Total Outstanding dues of creditors other than Micro Enterprise and small Enterprise	4,073.07	1,370.38
Notes : We have not received intimation from any vendor/creditor confirming their status under MSME category hence this classification		
Total Trade Payables	4,073.07	1,370.38

Notes : We have made Disclosure in accordance with Schedule III to Companies Act in Note 2

Note 15 : Other Financial Liabilities

Particulars	(INR in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current maturities of Long Term Borrowings	-	-
Short Term Borrowings		
From Related Parties	1,830.79	1,805.75
From Others	266.62	254.12
Total Other Financial Liability	2,097.41	2,059.87

Notes : We have made adequate disclosure under Related Party Transaction in Note No 32

Note 16 : Other Current Liabilities

(INR in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Interest Payable		
Outstanding Expenses Payable	-	-
Audit Fee Payable	12.26	9.76
Directors Remuneration Payable	459.84	390.16
Other Payable	364.46	270.24
Total Other Current Liabilities	836.57	670.16

Note 17 : Provisions

(INR in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
PF Payable	24.67	21.62
ESI Payable	2.83	2.66
PT Payable	3.19	3.10
Salaries Payable	79.89	73.87
Others	-	-
Statutory Liabilities	45.15	43.08
Others	0.50	0.50
Total Provisions	156.23	144.83

Note 18 : Income Tax Liability

(INR in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Income Tax	230.20	227.90
Current Year Income Tax (Net)	11.93	2.30
Total	242.13	230.20

Note 19 : Revenue from Operations

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03. 2023	Year Ended 31.03. 2022
I	Revenue from Operations		
	Domestic Sales	117.89	0.25
	Export Sales	2,227.69	3,729.16
	Total Revenue from Operations	2,345.58	3,729.41

Note 20 : Other Income

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Dividend Income	0.04	0.05
	(b) Net Gain on sale of Investments / Assets	-	-
	(c) Other non-operating income	-	-
	(d) Other income	10.25	10.10
	e) Exchange Rate Variation	481.80	67.33
	Total Other Income	492.09	77.48

Note 21 : Employee Benefit Expenses

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Salaries & Wages	2,457.31	2,961.72
	(b) Contribution to Provident & Other Funds	1.60	2.00
	(c) Staff Welfare Expenses	0.42	0.40
	Total Employee Benefit Expenses	2,459.33	2,964.12

Note 22 : Finance Cost

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Interest Expense	77.62	65.00
	Total Finance Cost	77.62	65.00

Note 23 : Administrative & other Operating Expenses

(INR in Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Telephone, Postage and Others	1.03	1.15
	(b) Business Promotion Expenses	4.97	2.93
	(c) Conveyance	2.38	0.82
	(d) Travelling expenses	1.74	0.69
	(e) Office Maintenance	6.85	11.86
	(f) Printing & Stationery Expenses	0.18	1.12
	(g) Service charges	-	-
	(h) Managerial Remuneration	68.70	81.00
	(i) RTA & Secretarial Expenses	11.01	16.58

Note 23 : Administrative & other Operating Expenses (contd.)

(j) Professional Consultancy fee	-	0.11
(k) Board Meeting Expenses	1.55	0.80
(l) Bank Charges	0.96	1.05
(m) Rent	20.43	19.46
(n) Legal Expenses	0.50	0.20
(o) Electricity & Water	4.59	4.48
(p) AGM Expenses	0.18	0.33
(q) Auditors Remuneration		
(i) Statutory Audit Fee	2.00	2.00
(ii) For Taxation Matters	0.50	0.50
(r) Recruitment charges	62.40	571.58
(s) Rates & Taxes	6.05	1.97
(t) Repair & maintainance	0.77	1.34
(u) Operating Expenses	1.67	3.20
Total Administrative & Other Expenses	198.47	723.15

Notes to accounts.**24. Explanation to Modified Opinion on Financial Statements**

The Statutory Auditors have expressed a modified opinion on the financial statements with regard to the investments made in the wholly owned subsidiary at Portugal viz Cybermate International, Unipessoal, LDA for which, We clarify that the Portuguese authority has issued a notice of cancellation of the Certificate of Incorporation of the WOS due to non-filing of statutory information. We are considering transferring the investment to another subsidiary and rectifying the non-compliance. We have sought a legal opinion on the matter, and we are in the process of the same

25. Statutory Dues- Emphasis of Matter

The Auditors report have laid Emphasis in respect of

- a. Unpaid Statutory dues. We clarify that non-payment of statutory dues to appropriate authorities was on account of pending reconciliation of challans for the pre covid period which need rectification consequent to the reconciliation in the EPF interface.
- b. Non-Receipt of trade receivables and payables due for more than 6 months.
- c. We are of the opinion that the delays have been caused due to adverse conditions prevailing in the business and financial markets. We are hopeful of realizing a substantial portion in the ensuing quarter, failing which we would initiate a provisioning for bad/doubtful debts as necessary in the ensuing period.

26. Contingent Liabilities:

The Following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor on the basis of merits.

a. Income tax dues

Name of the statute	Nature of Dues	Under Section	Amount (Rs.In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	154	640.88	AY 2009-10	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	147 r.w.s. 144	66.79	AY 2011-12	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	147	383.57	AY 2013-14	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	143 (3) r.w.s. 254	118.26	AY 2013-14	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	143(3)	224.09	AY 2014-15	ITAT (Appeals)
		Total	1,415.50		

b. Penalty Levied by the Enforcement Directorate.

With regard to the order of the Enforcement Directorate, on 28th December 2021 levying penalty for non-filing of APRs and Write off pertaining to Unrealised Receivables from Overseas Debtors,- on the company has filed an appeal and the company has not made any provision. The total amount of fines levied on the company is Rs.111.59 crores.

27. Sundry Creditors Disclosures in Accordance with Schedule III to Companies Act along with Micro, Small and Medium Enterprises Classification.

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the Ind AS Schedule to the Companies Act 2013

Particulars	INR in lakhs				
	Outstanding as at 31-03-2023 for following periods from due date				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Other	2,717.57	87.85	381.94	885.71	4,073.07
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-

Particulars	INR in lakhs				
	Outstanding as at 31-03-2022 for following periods from due date				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Other	160.18	429.51	535.83	244.86	1,370.38
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-

28. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act.

Particulars	Outstanding as at 31-03-2023 for following periods from due date of payment					INR in lakhs
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
	(i) Undisputed Trade Receivables- Ronsidered good	1,627.93	1,149.14	3,344.87	-84.16	4,320.30
(ii) Undisputed Trade Receivables which have Significant increase in Credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Dispute Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables which have Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed receivables - Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding as at 31-03-2022 for following periods from due date of payment					INR in lakhs
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
	(i) Undisputed Trade Receivables- considered good	1,353.27	1,777.64	2,663.22	954.95	643.02
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Receivables - credit impaired	-	-	-	-	-	-
(iv) Dispute Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in Credit risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit impaired	-	-	-	-	-	-

29. Subsidiary Companies

1. Cybermate Infotek Limited Inc : The company is considering incorporating a new company and closing the existing company on account of operational challenges in seeking business for the existing company due to NIL Operations for a prolonged period.
2. Cybermate International, Unipessol, LDA. The company is in the process of transferring the investment into a new company and the process of setting up a new company is underway.

Further a statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in form AOC - 1 is annexed to the directors' report as **Annexure D** pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (accounts) rules, 2014.

30. Segment Reporting

In accordance with the requirement of Ind AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

31. Earnings Per Share

	2023	2022
	INR	INR
Profits Attributable to Equity Shareholders	35,04,611	21,12,521
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	11,29,58,241	9,89,58,241
Basic EPS - Rs.	0.03	0.01
Diluted EPS- Rs.	0.03	0.01

32. Related Party Disclosures

I. Key Management Personnel

1. Mr.P.C.Pantulu – Chairman & CEO – Upto 27-11-2022
2. Mr.K.S.Shiva Kumar – Director
3. Mr.P.Chandra Sekhar – Director
4. Mr.K.Koteswara Rao - Director
5. Mr.V.S.Roop Kumar- Director
6. Mr.B.Srinivasa Reddy - Director
7. Ms.G.Ponnari – Director
8. Mr.B.V.B.Ravie Kishore
9. Ms.Sangeeta Mundhra-Company Secretary & Compliance Office

II. Parties where Control exists - Wholly Owned Subsidiary

1. Cybermate Infotek Limited Inc
2. Cybermate International, Unipessol, LDA

III. Enterprises Controlled by key management personnel

1. Orchasp Consulting (P) Ltd
2. Orchasp Securities (P) Ltd
3. CIL Infoserve Ltd
4. Bilwa Infrastructure Ltd
5. Aagama IT Biz Solutions (P) Ltd
6. Aagama Consulting Group
7. Kora Trading & Contracting Co.WLL.
8. Waha AI Mesela for Contracting.

IV. Relatives of Key Management Personnel

1. Mrs.P.Rajeswari – Wife of Mr P.C.Pantulu.
2. Mrs. P. Sirisha – Daughter of Mr. P.C.Pantulu
3. Mr.P.Srikrishna – Brother of Mr. P.C.Pantulu
4. Mrs.K.Sirisha- Wife of Mr.P.Chandra Sekhar
5. Mr.P.Manjush- cousin of Mr.P.Chandra Sekhar

Related party transaction 2022-23				
	2022-23		2021-22	
	Transaction value	Closing balance	Transaction value	Closing balance
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
A. Rendering Services				
(a) CIL infoserve Ltd	1.98	256.27	0.11	254.29
(b) Bilwa infrastructure Ltd	6.09	144.81	6.24	138.72
(c) Orchasp securities (P) Ltd	2.05	14.91	2.01	12.86
(d) Orchasep Consulting (P) Ltd	36.07	-59.65	6.40	-95.72
Total	46.19	356.34	14.77	310.15
(i) Payables				
(a) Aagama IT Biz Solutions (P)Ltd	-3.50	-3.50	-	-
(b) Aagama Consulting Group	-9.00	-9.00	-	-
(c) Kora Trading & Contracting Co., WLL	-839.98	-839.98	-	-
(d) Waha AI Messila for Contracting	-712.06	-712.06	-	-
Total	-1,564.54	-1,564.54	-	-
B. Advances from				
(i) Key management personnel				
(a) Mr. P.C. Pantulu	-	1,653.81	1,316.46	1,653.81
(b) Mr. P. Chandra Sekhar	17.69	98.14	6.94	80.45
Total	17.69	1,751.95	1,323.40	1,734.26
(ii) Relative of key managerial personnel				
(a) Ms. Rajeswari Pattapurathi	-	17.03	-	17.03
(b) Ms. Sirisha Kasukhela	7.35	55.03	6.42	47.68
(c) Mr. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. Srikrishna Pattapurathi	-	1.77	-	1.77
Total	7.35	78.83	6.42	71.48
C. Managerial Remuneration				
(a) Mr. K.S. Shiva Kumar	14.78	117.37	15.00	102.59
(b) Mr. P. Chandra Sekhar	29.78	166.26	30.00	136.48
(c) Mr. P.C. Pantulu	23.56	174.66	36.00	151.10
Total	68.12	458.29	81.00	390.16
D. Directors Sitting Fee				
(a) Mr. K. Koteswara Rao	0.06	0.12	0.06	0.06
(b) Mr. B. Srinivasa Reddy	0.40	0.55	0.38	0.15
(c) Mr. V.S. Roop kumar	0.40	0.55	0.38	0.15
(d) Ms. G. Ponnari	0.23	0.31	0.28	0.08
(e) Mr. B.V.B. Ravi Kishore	0.48	0.58	0.18	0.10
Total	1.57	2.11	1.48	0.54

Statement of Aggregated Related Party Transactions for the Period Ended 31st March 2023					INR in Lakhs
Name of Transaction	Associated/ subsidiary	Key Management personnel	Relatives of key Management personnel	Enterprises controlled by relatives of key Management personnel	Total
Remuneration	-	69.69(82.28)	-	-	69.69(82.28)
Trade payables	-	-	-	1564.54(NIL)	1564.54(NIL)
Trade receivables	-	-	-	46.19(14.77)	46.19(14.77)
Advances/loans/ICDs Received	-	17.69(1323.40)	7.35(6.41)	NIL(NIL)	25.04(1329.81)
Advances/ Loans / ICDs Repaid	-	NIL	NIL(NIL)	NIL(NIL)	NIL(NIL)
Balance outstanding as on 31-03-2023	-	-	-	-	-
Receivable	-	-	-	46.19(14.77)	46.19(14.77)
Payable	-	87.38(1405.68)	7.35(6.41)	1564.54(NIL)	1641.70(1410.81)

Previous Years Figures have been Regrouped where ever necessary

33. Audit Fees:

Particulars	2023	2022
	INR in Lakhs	INR in Lakhs
As Auditor		
For statutory Audit	2.00	2.00
For tax Audit	0.50	0.50
Total	2.50	2.50

34. Foreign Currency Convertible Bonds

Utilisation of Proceeds

No of FCCBs Issued	105
Value of each bond USD	1,00,000
Total FCCB Offering USD	1,05,00,000
Investment in Wholly owned Subsidiary- USD	1,05,00,000
Balance Unutilised -USD	-

The proceeds of the FCCB have been utilized in accordance with the purpose allowed by the reserve bank of india as per the LRN No 201803190 dated 28th March 2018.

b. No of Bonds Outstanding

No. of FCCBs issued	105
No of Bonds converted into Equity Shares	26
Balance FCCBs outstanding	79

c. Initial Recognition of Foreign Currency Convertible Bonds (FCCB)

Particulars	Amount in INR
Total FCCBs issued	68,25,00,000
Less : Converted into Equity	10,40,00,000
Equity Component as on Balance Sheet date	57,85,00,000

d. Extension of Maturity Date:

The FCCBs are repayable or convertible into equity shares on or before maturity date 09-July 2023 vide offering circular dated 09-July 2018. The Board of Directors at their meeting held on 06th July 2023, has decided to extend the due date of maturity for the balance FCCBs for a further period of one year i.e., up to 08-07-2024.

e. Disclosure

The FCCB is disclosed under other Equity as it is treated as an embedded derivative in accordance with Ind AS 32, 107 and 109 as mentioned in the accounting policy on financial instruments. The FCCBs are repayable or convertible into equity shares on maturity date 09-July 2023 vide offering circular dated 09-July 2018.

35. Earnings in Foreign Currency

Particulars	2023	2022
	INR - Lakhs	INR - Lakhs
Export Earning	2227.69	3729.15
Total	2227.69	3729.15

36. Expenditure in Foreign Currency

Particulars	2023	2022
	Rs in Lakhs	INR - Lakhs
Operational Expenses	-	-
Consultancy & Professional Fee	2328.51	2175.99
Service Charges	18.51	42.82
Interest - FCCB	77.61	65.00
Recruitment & Office Costs	62.40	571.57
Travel	-	-
Training	24.47	84.86
Total	2511.50	2940.24

37. Debtors, Creditors, Loans and Advances are Subject to Confirmation and Reconciliation.

38. Previous Year Figures have been Regrouped and Rearranged wherever necessary to conform to this Years' Classification.

39. Additional Regulatory Information

- i. Title deeds of Immovable Properties not held in name of the Company . The company does not own any land or buildings wither in its name or any other name and hence there are no title deeds for submission.
- ii. The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii. The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv. The Company has not granted any loan or advance in the nature of loan to Promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment
- v. There are no proceedings initiated or are pending against the company for hlosing any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- vii. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- viii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- ix. The Company does not have any perent Company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. is not applicable for the year under Consideration.

x. Key Financial Ratios:

Particulars	Numerator	Denominator	March, 2022	March, 2023	Variance in %
Current Ratio	Current investments + Trade receivables + Cash & cash equivalents + other current assets	Trade Payables + Other Financial Liabilities + Other Current Liabilities + Provisions + Current Tax Liabilities	1.72	1.44	-0.28
Debt-Equity Ratio	Equity Component of FCCB	Equity Share Capital	3.28	2.56	-0.72
Debt service Coverage Ratio	Profit before Tax + Interest of FCCB	Interest on FCCB	1.23	1.61	0.39
Return on Equity Ratio	Profit after Tax	Equity Share Capital	0.00	0.02	0.01
Trade Receivables Turnover ratio	Sales	(Opening Trade Receivables + Closing Trade Receivables) /2	0.56	0.26	-0.30
Trade Payables Turnover ratio	Employee benefit Exp + Other Expenses	(Opening Trade Payables + Closing Trade Payables) /2	2.86	0.98	-1.88
Net Capital Turnover Ratio	Sales	Equity Share Capital + Other Equity	0.37	0.23	-0.14
Net profit ratio	Profit after Tax	Sales	0.15	1.49	1.34
Return on Capital Employed	Profit after Tax	Equity Share Capital + Other Equity	0.06	0.35	0.29
Return on Investment	Profit after Tax	Equity Share Capital	0.28	1.55	1.27

- xi. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xii. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiv. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xv. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

As per our report of even date
For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

Sd/

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRJTJ1354

Place: Hyderabad
Date : 26th May 2023

For and on behalf of the Board of Orchasp Ltd.

P.Chandra Sekhar

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212



K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra

Sangeeta Mundhra
Company Secretary
M.No 59771





Consolidated Financial Statements

.....

Independent Auditor's Report

**To the Members of
M/s Orchasp Limited**

Report on the audit of Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of M/s. Orchasp Limited (previously known as Cybermate Infotek Limited) (hereinafter referred to as Holding Company) which includes its two foreign subsidiaries (the Holding company and its Subsidiaries together referred to as "The Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, and 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 significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Ind AS Financial Statements").

The Consolidated Financial statements includes the following entities.

1. Cybermate Infotek Limited Inc, USA
2. Cybermate International, Unipessoal, LDA

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Consolidated Ind AS 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 and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2023, its consolidated loss and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

1. We refer to the carrying value of investments of Rs 6825 lakhs held in Wholly Owned Subsidiary at Portugal in Cybermate International, Unipessoal, LDA which has been non-operational for over two years. The Company has defaulted in statutory filings for the period and the Portuguese Authorities have issued a notice of cancellation of Certificate of Incorporation. We are unable to comment upon the carrying value of investments whether any provision for impairment in the value of investments is required.

Emphasis of Matter

2. The Company has not paid the Statutory Dues for a period of more than 6 Months from the date they became payable. The details are as given below:

Name of the Statute	Due amount (In Rs)	Nature of Due	Period to Which Amount Relates	Remarks
Telangana Professional Act	3,18,667/-	Professional tax	September 2014 to March 2023	Amount not paid till date
Employees Provident Fund & Misc Provisions Act, 1952	24,67,176/-	Provident Fund	September 2014 to March 2023	Amount not paid till date.
Income Tax Act, 1961	45,64,701/-	TDS	March 2015 to March 2023	Amount not paid till date.
Income Tax Act, 1961	1,24,07,619/-	Income Tax for FY 2018-19	FY 2018-19	Amount not paid till date.
Income Tax Act, 1961	22,69,620/-	Income Tax for FY 2019-20	FY 2019-20	Amount not paid till date.
Income Tax Act, 1961	8,95,390/-	Income Tax for FY 2020-21	FY 2020-21	Amount not paid till date.
Income Tax Act, 1961	2,30,121/-	Income Tax	FY 2021-22	Amount not paid till date.
Employee State Insurance Act, 1948	2,83,007/-	ESI	September 2014 to March 2023	Amount not paid till date.

The Trade Receivables are due from more than 6 months. In the absence of confirmations of Trade payables, Trade Receivables and various advances/loans, we are unable to comment on the extent to which such balances are payable/recoverable.

We conducted our audit of the Consolidated Ind AS 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 Ind AS 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 Ind AS Financial Statements under the provisions of the Act and the Rules made there under, 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 Consolidated Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS 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 the matters described below to be the key audit matters to be communicated in our report.

- **Issue of Foreign Currency Convertible Bonds (FCCB)**

The company has issued FCCB of US\$ 1,05,00,000 (Rs.68,25,00,000/-), 1% coupon Foreign Currency Convertible Bonds due upon completion of five years from the date of issue. Interest is payable at the time of maturity only. The bonds will bear interest at the rate 1% per annum, from the interest commencement date up to the date prior to the date of maturity.

- **How the matter was addressed in our audit:**

The recognition of FCCB in Books of Accounts as per "Ind AS 109- Financial Instruments" and "Ind AS 32- Financial Instruments". Presentation involves Professional Judgment relating to determination of repayment and convertible obligations over the tenure of FCCB's. The FCCB's converted into equity as on 31-03-2023 is for an amount of Rs. 7,15,00,00,000/-

Refer Note No.34 in Notes to Consolidated Ind AS Financial Statements.

- Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers"

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting

standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

- **How the matter was addressed in our audit:**

We assessed the Holding Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- » Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- » Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- » Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- » Selected a sample of continuing and new contracts and performed the following procedures:
 - Read, analyzed and identified the distinct performance obligations in these contracts.
 - Compared these performance obligations with that identified and recorded by the Company.
 - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
 - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
 - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
 - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.

- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
- We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

- **Evaluation of uncertain tax positions**

The Holding Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.

- **How the matter was addressed in our audit:**

Obtained details of completed tax assessments and demands for the year ended March 31, 2023 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain Tax Positions as at April 1st 2023 to evaluate whether any change was required to management's position on these uncertainties.

- **Information Other than the Financial Statements and Auditor's Report Thereon.**

The Holding 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, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Ind AS Financial Statements, Standalone Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

- **Management's Responsibility for the Consolidated Ind AS Financial Statements.**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group 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. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial 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 Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards 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 Boards of Directors either intend to liquidate their respective entities or to cease operations, or have 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 Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the 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. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such

other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Ind AS 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 Ind AS 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 Ind AS 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.

• Other Matters

We didn't audit the financial statements and other financial information, in respect of the two foreign subsidiaries, whose Ind AS Financial Statements include total Revenues Rs. Nil and total profit after tax Rs. Nil total comprehensive profit of Rs. Nil for the year ended 31st March 2023, as considered in financial statements of the Group. The Management of the Holding Company has prepared the financial statements and furnished to us and our conclusion on statement in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of Management and procedures performed by us as stated above.

Our conclusion on the statement is not modified in respect of the above matter.

• **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 Ind AS Financial Statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, as amended.
 - e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2023, and taken on record by the Board of Directors, none of the directors of the Holding Company 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 of the companies included in the group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - g. With respect to 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".
 - ii. "The Group" does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
 - iv. The management of the holding company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the holding company 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 ("Ultimate Beneficiaries") by or on behalf of the holding company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- v. The management of the holding company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been received by the holding company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations in sub-clause (i) and (ii) of Rule 11(e), as provided under (iv) and (v) above contain any material misstatement.
- vii. The group has not declared or paid any dividend during the year.

**For P C N & Associates.,
Chartered Accountants
FRN: 016016S**

Sd/

**K.Gopala Krishna
Partner
M.No. 203605
UDIN NO.23203605BGRTTK9124**

Place: Hyderabad

Date: 26-05-2023

“Annexure -A”

Annexure to Independent Auditors' Report of Even Date on The Consolidated Ind As Financial Statements Of Orchasp Limited

(Referred to in paragraph 1(f) Under 'Report on other Legal and Regulatory Requirements' section of our report to the members of orchasp limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of the Sub-section 3 of the section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting of M/s.Orchasp Limited ('the company') as of 31st March 2023 in conjunction with our audit of Financial Statements of the company for the year ended on that date.

Management's Responsibility for internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both

applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk of material misstatement of the Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company's internal financial control system over financial reporting.

Meaning of internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, 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 principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation 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.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion, the company has in all material respects reasonable internal financial controls system over financial reporting but not adequate and such internal financial controls over financial reporting were operating effectively as at March 31st 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 P C N & Associates.,
Chartered Accountants
FRN: 016016S

Sd/

K.Gopala Krishna
Partner
M.No. 203605
UDIN NO.23203605BGRTTK9124

Place: Hyderabad
Date: 26-05-2023

Orchasp Limited
Consolidated Balance Sheet as at March 31, 2023

Particulars	Notes	As At 31 March,23 (INR - Lakhs)	As At 31 March,22 (INR - Lakhs)
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	4.45	9.61
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets	3	1.41	1.41
(f) Intangible Assets under Development		-	-
(g) Financial Assets		-	-
(i) Investments	4	6,825.00	6,825.00
(ii) Receivables		-	-
(iii) Other Financial Assets		-	-
(h) Deferred Tax Assets (Net)	5	7.80	8.54
(i) Other Non-Current Assets		-	-
Current Assets			
(a) Financial Assets			
(i) Investments	6	0.77	0.73
(ii) Trade Receivables	7	10,358.08	7,394.27
(iii) Cash and Cash equivalents	8	19.63	7.44
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Others (to be specified)	9	8.03	8.03
(b) Current Tax Assets (Net)		-	-
(c) Other Current Assets	10	280.40	285.50
Total Assets		17,505.57	14,540.52

Consolidated Balance Sheet(Contd.)

Particulars	Notes	As at 31 March,23 (INR - Lakhs)	As at 31 March,22 (INR - Lakhs)
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	11	2,259.16	1,979.16
(b) Other Equity	12	7,841.02	8,079.98
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other Financial Liabilities (other than those specified in item (b), to be specified)	13	-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities		-	-
Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	14	4,073.07	1,370.38
(ii) Other Financial Liabilities (other than those specified in item (c))	15	2,097.41	2,059.87
(b) Other Current Liabilities	16	836.57	670.16
(c) Provisions	17	156.23	144.83
(d) Current Tax Liabilities (Net)	18	242.17	230.20
Total Equity and Liabilities		17,505.57	14,540.52

summary of significant accounting policies 1

The accompanying notes 1-39 are integral part of financial statement

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

For and on behalf of the Board of Orchasp Ltd.

Sd/

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRITK9124

P.Chandra Sekhar

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212



K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26th May 2023

Orchasp Limited			
Statement of Consolidated Profit and Loss for the year ended March, 31, 2023			
Particulars	Notes	As at 31 March,23 (INR - Lakhs)	As at 31 March,22 (INR - Lakhs)
INCOME			
Revenue from operations	19	2,345.58	3,729.41
Other Income	20	492.09	77.48
Total Income		2,837.67	3,806.89
EXPENSES			
Consumption of Goods/Services		-	33.96
Purchases of Licenses for Software Applications		48.54	-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress			-
Employee Benefits Expense	21	2,459.33	2,964.12
Finance Costs	22	77.62	65.00
Depreciation and Amortization Expenses	2&3	6.00	5.90
Other expenses	23	198.47	723.15
Total Expenses		2,789.95	3,792.13
Profit/(Loss) before Exceptional Items and Tax		47.72	48.71
Exceptional Items			
Profit/ (Loss) before Exceptions Items and Tax			
Tax Expense:			
(1) Current Tax	18	11.93	2.30
(2) Deferred Tax	5	0.74	6.86
Profit (Loss) for the Period from Continulng Operations		35.05	5.59
Profit/(Loss) from Discontinued Operations		-	-
Tax Expenses of Discontinued Operations		-	-
Profit/(Loss) from Discontinued Operations (After Tax)		-	-
Profit/(Loss) for the Period		35.05	5.59

Statement of Consolidated Profit and Loss (Contd.)

Particulars	Notes	As at 31 March,23 (INR - Lakhs)	As at 31 March,22 (INR - Lakhs)
Other Comprehensive Income			
A. (i) Items that will not be Reclassified to Profit or Loss		-	0.35
(ii) Income Tax relating to items that will not be Reclassified to Profit or Loss		-	-
B. (i) Items that will be Reclassified to Profit or Loss		-	-
(ii) Income Tax Relating to Items that will be Reclassified to profit or loss		-	-
Total Comprehensive Income for the period (XIII+XIV)Comprising Profit (Loss) and Other.comprehensive Income for the period)		35.05	5.94
Earnings Per Equity Share (for Continuing Operation):			
(1) Basic		0.03	0.01
(2) Diluted		0.03	0.01

summary of significant accounting policies

1

The accompanying notes 1-39 are integral part of financial statement

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

Sd/

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRTTK9124

For and on behalf of the Board of Orchasp Ltd.

P. Chandra Sekhar

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212



K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26th May 2023

Orchasp Limited		
Consolidated Cash Flow Statement for the year ended 31st March 2023		
Particulars	As at 31 March 2023	As at 31 March 2022
	(INR - Lakhs)	(INR - Lakhs)
A. Cash Flow from Operating Activities:		
Profit before taxation	47.72	14.75
Adjustments for : -		
Depreciation	6.00	5.90
Interest Expense	77.61	65.00
Amortisation of Product Development Cost		
Diminution in Value of Investment		
Impairment of Intangible Asset		
Other Income	-10.25	-10.10
Dividend Income	- 0.04	-0.05
Bad Debts Written Off		
Operating Profit before working capital changes	121.04	75.50
Increase / (Decrease) in Current Tax Liability	11.93	2.30
(Increase) / Decrease in Trade Receivables	-2,964.99	-1,572.19
(Increase) / Decrease in Other Current Assets	7.28	-14.09
Increase / (Decrease) in Trade Payables	2,702.68	159.82
Increase / (Decrease) in Other Current Liabilities	166.40	158.75
Increase / (Decrease) in Short Term Provisions	11.40	-9.38
Cash generated from Operations	54.75	-1,199.29
Taxes Paid	11.93	2.30
Net Cash Generated from Operating activities (A)	42.82	-1,201.59
B. Cash Flow from Investing Activities :		
Purchase of Tangible Assets/Intangible Assets (Net) including Transfer from CWIP	-0.85	-0.37
Sale of Fixed Assets		
Decrease in Capital Work In Progress		
Other Income	10.25	10.10
Dividend Income	0.04	0.05
(Increase) in Current Investments		
(Decrease) in Other Non Current liabilities	-	-49.80
(Decrease) in Non Current Investments	-	-
Net Cash Generated from Investing Activities (B)	9.44	-40.03

Consolidated Cash Flow Statement (Contd.)

Particulars	As at 31 March 2023	As at 31 March 2022
	(INR - Lakhs)	(INR - Lakhs)
C. Cash Flow from Financing Activities :		
Issue of Share Capital		
Increase in other Equity		
Increase in Short Term Borrowings	37.53	1,301.71
Interest Paid	-77.61	-65.00
Increase in Long Term liabilities		
Net Cash from Financing Activities (C)	-40.07	1,236.71
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	12.19	-4.91
Cash & Cash Equivalents at the beginning of the year	7.44	12.35
Cash & Cash Equivalents at the end of the year	19.63	7.44

Notes

- 1.The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.
2. The accompanying notes are an integral part of the financial statements.
3. Previous year figures have been regrouped /reclassified to conform to current year classification.
4. Cash and Cash Equivalents Comprise

	As at 31 March 2023	As at 31 March 2022
Cash on hand	4.49	1.95
Balances with Banks in Current and Deposit Accounts	15.15	5.48
Total	19.63	7.44

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

For and on behalf of the Board of Orchasp Ltd.

Sd/

P. Chandra Sekhar



Sangeeta Mundhra

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRTTK9124

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212

K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26th May 2023

Note 1: Significant accounting policies

1. Corporate Information

Orchasp Limited is Public limited company incorporated in India with its registered and corporate office at 19 & 20, Moti Valley, Trimulgherry, Secunderabad, India. The Company is listed on the BSE Limited. The company is engaged in providing IT Services, solutions, platforms and has been providing services to industry segments viz Health Care, Telecom, Manufacturing, Engineering, Energy Retail and Railways.

The financial statements for the year ended 31st March 2023 were approved by the Board of Directors on the 26th May 2023.

Basis of Preparation of Financial Statements:

Compliance with Ind AS

The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

i. Historical Cost Convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

ii. Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realisation in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

iii. Functional and Presentation Currency :

The Financial Statements are presented in Indian Rupees (*) which is the company's functional and presentation currency, and all amounts are rounded to the nearest rupees in lakhs.

iv. Principles of Consolidation

The Consolidated Financial Statements of Orchasp Limited and its overseas subsidiaries viz Cybermate Infotek Limited inc and Cybermate International, Unipessoal LDA are prepared in accordance with the generally accepted accounting principles as applicable in India and the Indian accounting standard (Ind AS) 110 on Consolidated Ind AS Financial Statements.

The Consolidated Ind AS Financial Statements are prepared using uniform accounting policies for similar transactions to the extent in similar circumstances.

The company consolidates financial statements of all entities which are controlled by it.

The Financial Statements of the company and its subsidiaries are consolidated on a line by line basis by adding together like items of assets and liabilities, income and expenses. Intragroup balances and intra group transactions and resulting unrealised profits have been eliminated.

List of overseas subsidiaries considered in Consolidated Ind AS Financial Statements.

Name of The Subsidiary	Country of Incorporation	Extent of Holding as on	
		31-03-2023	31-03-2022
Cybermate Infotek Limited	USA	100%	100%
Cybermate International, Unipessoal, LDA	Portugal	100%	100%

2. Summary of Significant Accounting Policies

a. Property, Plant & Equipment:

i. Recognition and Measurement

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to property, plant & equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit & loss as incurred.

Gains or losses arising from discard/sale of property, plant & equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit & loss when the asset is discarded/sold.

ii. Depreciation

The company depreciates property plant and equipment on straight-line-method (SLM) as per the useful life of assets, as estimated by the management/independent professional, which are generally in line with Schedule-II to the Companies Act, 2013.

b. Intangible Assets:**i. Recognition and Measurement**

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. In case of internally generated intangible asset arising from development activity is recognised at cost only if it is probable that the asset would generate future economic benefit and the expenditure attributable to said assets during its development can be measured reliably. Capital expenditure on purchase and development of identifiable on monetary assets without physical substance is recognised as Intangible Assets when:

It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measure reliably.

ii. Depreciation

The company Amortises/Depreciates Intangible Assets on the basis of estimated useful lives of Intangible assets are as follows:

Software acquired

Particulars	Useful life
Software License	2 Years

Software internally developed

Particulars	Useful life
Product/Platform	4 Years

c. Impairment:

The carrying amount of Property, Plant & Equipment, Intangible Assets and Investment Property are reviewed at each Balance Sheet date to assess impairment, if any based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed, if there has been an improvement in recoverable amount.

d. Foreign Currency Transactions:**i. Functional and Presentation Currency:**

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the entity operates ("functional Currency"). The Financial Statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

ii. Transactions and Balances:

Transactions in foreign currencies are translated into functional currency of the company at rates prevailing at the date of the transaction. Foreign exchange gain or losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in profit & loss and reported with in foreign exchange gain/(losses), except when deferred in other comprehensive income as qualifying cashflow hedges.

Non-monetary items that are measured in times of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items (other than investment in shares of subsidiaries, joint ventures and associates) carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. Exchange component of the gain or loss arising on fair valuation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to such exchange difference.

e. Revenue Recognition:

The company derives revenue primarily from software development, maintenance of software/hardware and allied services, sale of software licenses, subscriptions for services and ecommerce.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts and value added taxes.

The company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The company estimates its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

i. Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

ii. Fixed- Price Contracts:

Revenues from fixed-price contracts, including IT infrastructure development and integration contracts are recognized using the "percentage of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to

measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers.'

iii. Services Contracts:

Revenue from services contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

iv. Sale of Licenses & Subscriptions

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

v. Ecommerce/Retail

Revenue from Ecommerce transactions i.e sale of third-party products/applications/services shall be recognized on realization of the merchandise.

vi. Other Income

Profit on Sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Dividend income is recognized when the company's right to receive dividend is established.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

f. Income Tax

Income tax comprises current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the income tax act, 1961 enacted in India and tax laws, prevailing in the respective tax, jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

The company offsets current tax assets and current tax liabilities, where it has legally enforceable right to set off the recognised amounts and where it intends to settle on net basis, or to realise the asset and liability simultaneously.

Deferred tax is provided on temporary difference arising between the tax bases of assets & liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured using the tax rate that are expected to apply in the year when the asset is realized or the liability is settled based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized directly in equity/other comprehensive income (OCI) is recognised in equity/ other comprehensive income (OCI) and not in the statement of profit & loss. Deferred tax asset is recognised to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carry forward unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Minimum alternate tax (MAT) credit is recognised 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.

g. Provisions, Contingent Liabilities, Commitments and Contingent

Assets:

Provisions are recognised for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability and commitments, unless the probability of outflow of resources embodying economic benefits is remote. Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

h. Earnings Per Share:

Basic earnings per share is computed using the net profit/(loss) for the year (without taking impact of OCI)

attributable to the equity shareholders and weighted average number of shares outstanding during the year. The weighted average numbers of shares also include fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures, or any other instrument, from the date consideration is received (generally the date of their issue) of such instruments. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effect of potential dilutive equity shares unless impact is anti-dilutive.

i. Segment Reporting:

In accordance with the requirement of AS-108 on Segment reporting, the company has determined its business segment as Computer Programming Consultancy and related services. There are no other primary reportable segments. Thus, the segment revenue, segment result, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation during the year are all reflected in the financial statement of the company for the year ended 31st March 2020.

There are no secondary reportable segments (Geographical Segments).

J. Financial Assets:

Initial Recognition and Measurement: All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTP L), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. “

Revenue Recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Financial asset at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income which is held with objective to achieve 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. The Company has made an election for its investments which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) to present the subsequent changes in fair value through profit and loss account.

Financial assets at fair value through profit or loss:

A financial asset which is not classified in any of the above categories are subsequently fair valued through

profit or loss. The Company has elected to measure its investments, which are classified as equity instruments (other than investment in shares of Subsidiaries, Joint Ventures, and Associates) at fair value through profit and loss account.

iii. Impairment of Financial Assets :

The company assesses at each balance sheet date whether a financial asset is impaired. The company recognises the loss if any on such impairment in accordance with IND AS 109.

iv. Financial Liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. Financial liabilities at fair value through profit and loss includes financial liability held for trading and financial liability designated upon initial recognition as at fair value through profit and loss.

k. Investment in Subsidiaries, Associates and Joint Ventures:

Investment in equity shares of subsidiaries, associates and joint ventures is carried at cost in the standalone Financial Statements.

l. Earnings Per Share:

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

m. Employee Benefits:

Contributions to Provident and Employee State Insurance etc. accruing during the accounting period are charged to the statement of Profit and Loss. Provision for liabilities in respect of gratuity are accrued and provided at the end of each accounting period. Gratuity liability towards existing eligible employees will be met by the fund administered by LIC.

3. Critical Accounting – Estimates, Assumptions and Judgements:

The preparation of Financial Statements in conformity with Indian Accounting Standards (Ind AS) requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures at the date of the Financial Statements. The judgements, 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 effects only that period or in the period of

the revision and future periods if the revision affects both current and future Years and if material, their effects are disclosed in the notes to the Financial Statements. Actual results could vary from these estimates.

The company has given due consideration of the possible effects that may result from the pandemic related to covid-19 on the carrying amount of receivables and unbilled revenues.

Estimates and underlying assumptions are reviewed on an regular basis. The following areas of revenues, expenses, assets and liabilities are likely to be impacted by events which give rise to revision of estimates made

i. Revenue

The company uses estimates for computation of costs and efforts as a proportion of total costs and efforts made. These estimates are then used to derive the progress made towards completion of the contract.

ii. Provisions/Expenses

Provision for future expenses, liabilities are made on some occasions on the basis of pending effort for completion.

iii. Property, Plant & Equipment:

External advisor and/or internal technical team assesses the remaining useful life and residual value of property, plant & equipment. Management believes that the assigned useful lives and residual values are reasonable.

iv. Intangibles:

Internal technical and user team assess the remaining useful lives of intangible assets. Management believes that assigned useful lives are reasonable. All intangibles

are carried at net book value on transition.

v. Income Taxes

The provision for income tax at the end of each period is made on the basis of estimates on revenues and the receivables.

vi. Other Estimates:

The Company estimates the un-collectability of accounts receivables by analysing historical payment patterns, customer concentrations, customer creditworthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

In addition to the above the uncertainty due to Covid-19 pandemic, the company continues to revisit the parameters for the estimates made in computing the income, expenses, assets, and liabilities.

Statement of Changes In Equity (Standalone) for the Year Ended 31st March, 2023

A. Equity Share Capital

(1) Current Reporting Period

Balance at the Beginning of the Current Reporting Period	Changes in Equity Share Capital during the Current year	Restated Balance at the beginning of the Current Reporting Period	Changes in Equity Share Capital due to prior Period Errors	Restated Balance at the beginning of the Current Reporting Period	Balance at the end of the Current Reporting period
1,979.16	140.00	-	-	-	2,119.16

(2) Previous Reporting Period

Balance at the Beginning of the previous Reporting Period	Changes in Equity Share Capital during the previous year	Restated balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Balance at the end of the previous Reporting Period
1,979.16	-	-	-	-	1,979.16

B. Other Equity

(1) Current Reporting Period

Particulars	Share Application money pending allotment	Equity Component of Compound Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Reserves & Surplus				Total Equity Attributable to Equity Holders of the Company	
							Equity Instruments through other Comprehensive Income	Equity Instruments through other Comprehensive Income	Business Transfer Adjustment Reserve	Other items of other Comprehensive Income		Money Received against Share Warrant
Balance as at 1st April, 2022	-	-	296.27	1,289.08	-	-	-	6,500.56	-	-	-	8,085.91
Changes in Equity for the year ended March 31, 2022	-	-	-	-	-	-	-	-715.00	-	-	-	-715.00
Increase in Share Capital on Account of Fresh issue of Share Warrants	-	-	435.00	-	-	-	-	-	-	-	-	435.00
Remeasurement of the Net Defined benefit Liability/ Asset, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of Investments, Net of Tax Effect	-	-	-	-	-	-	-	0.05	-	-	-	0.05
Equity Instruments through other Comprehensive Income, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	35.05	-	-	-	-	-	-	-	35.05
Balance as at 31st March, 2023	-	-	731.27	1,324.13	-	-	-	5,785.60	-	-	-	7,841.01

Statement of Changes In Equity (Standalone)(Contd.)

(2) Previous reporting period

Particulars	Reserves & Surplus							Other Comprehensive Income			Total Equity Attributable to Equity Holders of the Company
	Share Application Money Pending Alloment	Equity Comment of compound Financial Instruments	Securities Premium Reserve	Retained Earnings	General Reserve	Share Warrants	Business Transfer Adjustment Reserve	Equity Instruments through other Comprehensive Income	Other Items of other Comprehensive Income	Money Received Against share Warrant	
Balance as at 1st April,2021	-	-	296.27	1,283.49	-	-	-	6,500.21	-	-	8,079.98
Changes in Equity for the year ended March 31,2021	-	-	-	-	-	-	-	-	-	-	-
Increase in Share Capital on Account of Fresh Issue	-	-	-	-	-	-	-	-	-	-	-
Issue of Share Warrants	-	-	-	-	-	-	-	-	-	-	-
Remeasurement of the net Defined Benefit Liability/Asset, Tet of Tax Effect	-	-	-	-	-	-	-	-	-	-	-
Fair Valuation of Investments, Net of Tax Effect	-	-	-	-	-	-	-	0.35	-	-	0.35
Equity Instruments through other Comprehensive Income, Net of Tax Effect	-	-	-	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	-	5.59	-	-	-	-	-	-	5.59
Balance as at 31st March,2022	-	-	296.27	1,289.08	-	-	-	6,500.56	-	-	8,085.91

For and on behalf of the Board of Orchasp Ltd.



P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212



K.S.Shiva Kumar
Director
DIN : 02103299



Sangeeta Mundhra
Company Secretary
M.No 59771

For P C M & Associates
Chartered Accountants
Firm Regn. No. 016016S

Sd/

K.Gopala Krishna
Partner
Membership No. 2036605
UDIN: 23203605BGR1TK9124

Place: Hyderabad
Date : 26th May 2023

Note 2 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31,2023

INR-Lakhs

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April,2022	-	58.54	20.84	149.68	130.05	359.12
Additions		0.85			-	0.85
Deductions						-
Gross Carrying Value as of 31st March,2023	-	59.39	20.84	149.68	130.05	359.97
Additions		-				-
Deductions		-				-
Accumulated Depreciation as of April1,2022	-	58.54	20.84	145.36	124.77	349.51
Depreciation		0.05	-	4.19	1.76	6.00
Accumulated depreciation on deletions						-
Accumulated Depreciation as of March31,2023	-	58.60	20.84	149.55	126.53	355.52
Carrying Value as of March 31, 2023	-	0.80	-	0.14	3.52	4.45
Carrying Value as of April 1, 2022	-	-	-	4.33	5.28	9.61

Note 2 : Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31,2022

INR-Lakhs

Particulars	Buildings	Electrical Equipment	Office Equipment	Computer Equipment	Furniture and Fixtures	Total
Gross Carrying Value as of 1st April, 2021	-	58.54	20.84	149.31	130.05	358.75
Additions		-	-	0.37	-	0.37
Deductions	-	-				-
Gross Carrying Value as of 31st March,2022	-	58.54	20.84	149.68	130.05	359.12
Additions						-
Deductions						-
Accumulated Depreciation as of April 1,2021	-	58.54	20.84	141.22	123.01	343.62
Depreciation		-	-	W 4.14	1.76	5.90
Accumulated depreciation on deletions						-
Accumulated Depreciation as of March 31,2022	-	58.54	20.84	145.36	124.77	349.51
Carrying Value as of March 31, 2022	-	-	-	4.33	5.28	9.61
Carrying Value as of April 1,2021	-	-	-	8.09	7.04	15.13

Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2023 are as follows: INR-Lakhs

Particulars	Total
Gross carrying value as of 1st April, 2022	3,848.46
Additions	-
Deletions	-
Gross carrying value as of March 31st, 2023	3,848.46
Accumulated amortisation as of 1st April, 2022	3,847.06
Amortisation expenses	-
Deletions	-
Accumulated amortisation as of March 31st, 2023	3,847.06
Carrying value as of March 31, 2023	1.41
Carrying value as of March 31, 2022	1.41

Note 3 : Intangible Assets

The Changes in the Carrying Value of acquired intangible assets for the year ended March 31, 2022 are as follows: INR-Lakhs

Particulars	Total
Gross carrying value as of 1st April, 2021	3,848.46
Additions	-
Deletions	-
Gross carrying value as of March 31,, 2022	3,848.46
Accumulated amortisation as of 1st April, 2021	3,847.06
Amortisation expenses	-
Deletions	-
Accumulated amortisation as of March 31, 2022	3,847.06
Carrying value as of March 31, 2022	1.41
Carrying value as of March 31, 2021	1.41

Note 4 : Financial Investments

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Investment in Non Current Investments by the Subsidiary Cybermate International, Unipessoal, LDA		
Healthcare Infotek, Togo	6,825.00	6,825.00
Total Non Current Investments	6,825.00	6,825.00

Note 5 : Deferred Tax Asset

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Opening Deferred tax Asset	8.54	15.40
During the year	-0.74	-6.86
Deferred Tax Liability/ (Asset) - Net	7.80	8.54

Note 6 : Current Investments

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Equity instruments of other Companies-Quoted		
Tech Mahindra Ltd @ Rs.1103.2 (20 equity shares of Rs.5/-each)	0.22	0.23
HCL Infosystems Ltd @ Rs.12.50 (100 Equity Shares of Rs. 2/- each)	0.01	0.02
CANARA Bank Ltd @ 194.40 (15 Equity Shares of Rs.10/- each)	0.04	0.03
HCL Technologies Ltd @ Rs.1098.15 (40 Equity Shares of Rs.2/- each)	0.44	0.41
APTECH LTD @ Rs.2.0 (25 Equity Shares of Rs.2/- each)	0.00	0.00
ITC Ltd @ Rs.378.93 (15 Equity Shares of Rs.1/- each)	0.06	0.04
Total Current Investments	0.77	0.73

Note 7 : Trade Receivables

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Current		
Unsecured		
Considered good	10,358.08	7,394.27
Considered doubtful	-	-
Notes : We have made Disclosure in accordance with Schedule III to Companies Act in Note 29		
Total Trade Receivables	10,358.08	7,394.27

Note 8 : Cash & Cash Equivalents

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Balances with Banks		
In Current & Deposit accounts	15.15	5.48
Cash on hand	4.49	1.95
Total Cash & Cash Equivalents	19.63	7.44

Note 9 : Other Financial Assets

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Current		
Security Deposits	4.73	3.00
Rental Deposits	3.30	5.04
Total Other Financial Assets	8.03	8.04

Note 10 : Other Current Assets

INR-Lakhs

Particulars	As at March 31,2023	As at March 31,2022
Current		
Advances Recoverable in Cash or kind	20.15	17.98
Advance Taxes & Duties	260.25	267.53
Other Current Assets	-	-
Total Other Current Assets	280.40	285.50

Note 11 : Share Capital

INR-Lakhs

Particulars	As at March 31,2023	As at March 31, 2022
Equity Share Capital		
Authorised	8,500.00	8,500.00
C.Y 42,50,00,000 (P.Y. 42,50,00,000) shares of Rs.2/- each Issued,Subscribed and Paid up	2,259.16	1,979.16
C.Y 11,29,58,241 (P.Y. 9,89,58,241 shares) shares of Re.2/- each		
Total Paid up Equity Share Capital	2,259.16	1,979.16

Authorised

The Company's Authorised Capital is of Rs.8500.00 lakh(Previous Year Rs.8500.00 lakh) distributed into 42,50,00,000 (Previous Year 42,50,00,000) Equity Shares of Rs.2/- each

Issued, Subscribed & Paid-Up

The Issued and Subscribed Capital of the Company as at 31st March 2023 is of Rs.2259.16 lakh represented by 11,29,58,241 Equity shares of Rs.2/- each and Paid up Capital as at 31st March 2022 is of Rs.1979.16 lakh represented by 9,89,58,241 Equity Shares of Rs.2/- each .

The reconciliation of the Equity Share Capital of the Company is given as under:

	Amount in lakhs, except as stated otherwise					
	Issued & Subscribed		Fully Paid-up		Partly Paid-up	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Balance as at 31st March 2022	9,89,58,241	1,979.16	9,89,58,241	1,979.16	-	-
Add :Issue of Shares on Conversion of 5 Nos FCCBs on 31st October 2022	65,00,000	130.00	65,00,000	130.00	-	-
Add :Issue of Shares on Conversion of 6 Nos FCCBs on 2nd January 2023	75,00,000	150.00	75,00,000	150.00	-	-
Balance as at 31st March 2023	11,29,58,241	2,259.16	11,29,58,241	2,259.16	-	-

The Company's Paid-up Capital of Rs. 22,59,16,482 (Previous Year Same) Equity Shares of Rs.2/- each, is distributed as under

Shareholders holding more than 5% of the paid-up Capital	As At 31st March 2023		As At 31st March 2022	
	Number	%	Number	%
a) Promoter & Promoter Group				
1. Mrs.P.Rajeswari	85,48,372	7.57	77,923	-
2.Mr.P.Chandra Sekhar	78,04,371	6.94	3,03,100	-
3.Mr.P.C.Pantulu	5,65,820	0.50	1,68,11,269	16.99
b) Others- bond holders				
1.Global Focus Fund	80,08,438	7.09	1,39,64,179	14.12

Shares held by promoters at the end of the year 31-03-2023			% Change during the year
Promoter Name	No. of Shares	% of total shares	
P.Rajeswari	85,48,372	7.57	7.49
P Chandra Sekhar	78,04,371	6.91	6.60
P C Pantulu	5,65,820	0.50	16.49
K S Shiva Kumar	1,93,010	0.17	0.73
K Koteswara Rao	1,78,200	0.16	-
TOTAL	1,72,89,773	15.31	31.31

Note 12 : Other Equity

Particulars	Reserves & Surplus					Other Comprehensive Income		Total Equity attributable to equity holders of the company
	Securities Premium Reserve	Retained Earnings	General reserve	Share Warrants	Business transfer adjustment reserve	Equity Instruments through other comprehensive income	Other items of other comprehensive income	
Balance as at 1st April,2021	296.27	1,283.49	-	-	-	6,500.21	-	8,079.98
Changes in equity for the year ended March 31,2021	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	-	-	-	-	-	-	-	-
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	0.35	-	0.35
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	5.59	-	-	-	-	-	5.59
Balance as at 31st March,2022	296.27	1,289.08	-	-	-	6,500.56	-	8,085.91
Balance as at 1st April,2022	296.27	1,289.08	-	-	-	6,500.56	-	8,085.91
Changes in equity for the year ended March 31,2022	-	-	-	-	-	-715.00	-	-715.00
Increase in share capital on account of fresh issue	435.00	-	-	-	-	-	-	435.00
Issue of Share Warrants	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-	-	-
Fair Valuation of investments, net of tax effect	-	-	-	-	-	0.05	-	0.05
Equity Instruments through other comprehensive income, net of tax effect	-	-	-	-	-	-	-	-
Reversal of Provision	-	-	-	-	-	-	-	-
Profit for the Period	-	35.05	-	-	-	-	-	35.05
Balance as at 31st March,2023	731.27	1,324.13	-	-	-	5,785.60	-	7,841.00

Note 13 : Financial Liabilities

Particulars	(Amount in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Other Financial Liabilities	-	-
Total Financial Liabilities	-	-

Note 14 : Trade Payables

Particulars	(Amount in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Dues to other than Micro and Small Enterprises		
(A) Total Outstanding dues to Micro Enterprise and small Enterprise	-	-
(B) Total Outstanding dues of Creditors other than Micro Enterprise and small Enterprise	4,073.07	1,370.38
Notes : We have not received intimation from any Vendor/Creditor Confirming their status under MSME Category hence this Classification		
Total Trade Payables	4,073.07	1,370.38

Note 15 : Other Financial Liabilities

Particulars	(Amount in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current maturities of Long Term Borrowings	-	-
Short Term Borrowings		
From Related Parties	1,830.79	1,805.75
From Others	266.62	254.12
Notes : We have made adequate disclosure under Related Party Transaction in Note No 32		
Total Other Financial Liability	2,097.41	2,059.87

Note 16 : Other Current Liabilities

Particulars	(Amount in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Interest Payable		
Outstanding Expenses Payable	-	-
Audit Fee Payable	12.26	9.76
Directors Remuneration Payable	459.84	390.16
Other Payable	364.46	270.24
Total Other Current Liabilities	836.57	670.16

Note 17 : Provisions

Particulars	(Amount in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
PF Payable	24.67	21.62
ESI Payable	2.84	2.66
PT Payable	3.19	3.10
Salaries Payable	79.89	73.87
Others	-	
Statutory Liabilities	45.15	43.08
Others	0.50	0.50
Total Provisions	156.23	144.83

Note 18 : Income Tax Liability

Particulars	(Amount in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for Income Tax	230.20	227.90
Current Year Income Tax (Net)	11.97	2.30
Total	242.17	230.20

Note 19 : Revenue from Operations

S. No.	Particulars	(INR - Lakhs)	
		Year Ended 31.03.2023	Year Ended 31.03.2022
I	Revenue from Operations		
	Domestic Sales	117.89	0.25
	Export Sales	2,227.69	3,729.16
	Total Revenue from Operations	2,345.58	3,729.41

Note 20 : Other Income

S. No.	Particulars	(INR - Lakhs)	
		Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Dividend Income	0.04	0.05
	(b) Net Gain on sale of Investments / Assets	-	-
	(c) Other Non-Operating Income	-	-
	(d) Other Income	10.25	10.10
	e) Exchange Rate Variation	481.80	67.33
	Total Other Income	492.09	77.48

Note 21 : Employee Benefit Expenses

(INR - Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Salaries & Wages	2,457.31	2,961.72
	(b) Contribution to Provident & Other Funds	1.60	2.00
	(c) Staff Welfare Expenses	0.42	0.40
	Total Employee Benefit Expenses	2,459.33	2,964.12

Note 22 : Finance Cost

(INR - Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Interest Expense	77.62	65.00
	Total Finance Cost	77.62	65.00

Note 23 : Administrative & Other Operating Expenses

(INR - Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
I	(a) Telephone, Postage and Others	1.03	1.15
	(b) Business Promotion Expenses	4.97	2.93
	(c) Conveyance	2.38	0.82
	(D) Travelling Expenses	1.74	0.69
	(e) Office Maintenance	6.85	11.86
	(f) Printing & Stationery Expenses	0.18	1.12
	(G) Service Charges	-	-
	(h) Managerial Remuneration	68.70	81.00
	(i) RTA & Secretarial Expenses	11.01	16.58
	(j) Professional Consultancy fee	-	0.11
	(k) Board Meeting Expenses	1.55	0.80
	(l) Bank Charges	0.96	1.05
	(m) Rent	20.43	19.46
	(n) Legal Expenses	0.50	0.20
	(o) Electricity & Water	4.59	4.48
	(p) AGM Expenses	0.18	0.33
	(q) Auditors Remuneration		
	(i) Statutory Audit Fee	2.00	2.00
	(ii) For Taxation Matters	0.50	0.50
	(R) Recruitment Charges	62.40	571.58
	(s) Rates & Taxes	6.05	1.97

Note 23 : Administrative & Other Operating Expenses (Contd.)

(INR - Lakhs)			
S. No.	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
	(T) Repair & Maintenance	0.77	1.34
	(u) Operating Expenses	1.67	3.20
	Total Administrative & Other Expenses	198.47	723.15

Notes to Accounts.

24. Explanation to Modified Opinion on Financial Statements

The Statutory Auditors have expressed a modified opinion on the financial statements with regard to the investments made in the wholly owned subsidiary at Portugal viz Cybermate International, Unipessoal, LDA for which, We clarify that the Portuguese authority has issued a notice of cancellation of the Certificate of Incorporation of the WOS due to non-filing of statutory information. We are considering transferring the investment to another subsidiary and rectifying the non-compliance. We have sought a legal opinion on the matter, and we are in the process of the same.

25. Statutory Dues- Emphasis Of Matter

The auditors report have laid emphasis in respect of

- Unpaid Statutory dues. We clarify that non-payment of statutory dues to appropriate authorities was on account of pending reconciliation of challans for the pre covid period which need rectification consequent to the reconciliation in the EPF interface.
- Non-Receipt of trade receivables and payables due for more than 6 months.

We are of the opinion that the delays have been caused due to adverse conditions prevailing in the business and financial markets. We are hopeful of realizing a substantial portion in the ensuing quarter, failing which we would initiate a provisioning for bad/doubtful debts as necessary in the ensuing period.

26. Contingent Liabilities:

The following are the contingent liabilities not provided for in respect of matters under dispute as the company is confident that the outcome would be in its favor on the basis of merits.

- Income Tax Dues

Name of the statute	Nature of Dues	Under Section	Amount (Rs.In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	154	640.88	AY 2009-10	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	147 r.w.s. 144	66.79	AY 2011-12	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	147	383.57	AY 2013-14	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	143 (3) r.w.s. 254	118.26	AY 2013-14	Pending with CIT (A)- NFAC
Income Tax Act, 1961	Income tax	143(3)	224.09	AY 2014-15	ITAT (Appeals)
		Total	1,415.50		

- Penalty Levied by the Enforcement Directorate.

With regard to the order of the Enforcement Directorate, on 28th December 2021 levying penalty for non-filing of APRs and Write off pertaining to Unrealised Receivables from Overseas Debtors, on the company has filed an appeal and the company has not made any provision. The total amount of fines levied on the company is Rs.111.59 crores.

27. Sundry Creditors Disclosures in Accordance with Schedule III to Companies Act along with Micro, Small And Medium Enterprises Classification.

The Company has not received any intimation from "Suppliers" regarding their status under micro, small and medium enterprises development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the Ind AS schedule to the Companies Act 2013

Particulars	INR in lakhs				
	Outstanding as at 31-03-2023 for following periods from due date of Payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total -INR
(i) MSME	-	-	-	-	-
(ii) Other	2,717.57	87.85	381.94	885.71	4,073.07
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues- others	-	-	-	-	-

Particulars	INR in lakhs				
	Outstanding as at 31-03-2022 for following Periods from due date of Payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total -INR
(i) MSME	-	-	-	-	-
(ii) Other	160.18	429.51	535.83	244.86	1,370.38
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues- others	-	-	-	-	-

28. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act along.

Particulars	INR in lakhs					
	Outstanding as at 31-03-2023 for following Periods from Due Date of Payment					Total -INR
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed trade receivables- considered good	1,627.93	1,149.14	3,344.87	-84.16	4,320.30	10,358.08
(ii) Undisputed Trade Receivables which have Significant Increase in Credit Risk	-	-	-	-	-	-
(iii) Undisputed receivables - credit impaired	-	-	-	-	-	-

28. Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act along. (Contd.)

Particulars	Outstanding as at 31-03-2023 for following Periods from Due Date of Payment					INR in lakhs
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total -INR
(iv) Dispute trade receivables - Considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables which Have Significant Increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed Receivables - Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding as at 31-03-2022 for following periods from due date of payment					INR in lakhs
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total-INR
(i) Undisputed trade receivables- considered good	1,353.27	1,777.64	2,663.22	954.95	643.02	7,392.09
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed receivables - credit impaired	-	-	-	-	-	-
(iv) Dispute trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed receivables - credit impaired	-	-	-	-	-	-

29. Subsidiary Companies

1. Cybermate Infotek Limited Inc has been re-instated on the records of Delaware Division of Corporations. The Company is working with partners to set up operations in the ensuing period.
2. Cybermate International, Unipessol, LDA. The company is in the process of recommencing the operations and identifying representatives to rebuild the team.

Further a Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures in Form AOC - 1 is annexed to the Directors' Report as Annexure D pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

30. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments.

There are no secondary reportable segment (Geographical Segments).

31. Earnings Per Share

	2023	2022
	INR-Lakhs	INR-Lakhs
Profits attributable to Equity Shareholders	35,04,611	5,58,624
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	11,29,58,241	9,89,58,241
Basic EPS - Rs.	0.03	0.01
Diluted EPS- Rs.	0.03	0.01

32. Related Party Disclosures

I. Key Management Personnel

1. Mr.P.C.Pantulu – Chairman & CEO – Upto 27-11-2022
2. Mr.K.S.Shiva Kumar – Director
3. Mr.P.Chandra Sekhar – Director
4. Mr.K.Koteswara Rao - Director
5. Mr.V.S.Roop Kumar- Director
6. Mr.B.Srinivasa Reddy - Director
7. Ms.G.Ponnari – Director
8. Mr. B.V.B. Ravi Kishore
9. Ms.Sangeeta Mundhra-Company Secretary & Compliance Officer

II. Parties where Control Exists - Wholly Owned Subsidiary

1. Cybermate Infotek Limited Inc
2. Cybermate International Unipessol, LDA

III. Enterprises Controlled by Key Management Personnel

1. Orchasp Consulting (P) Ltd
2. Orchasp Securities (P) Ltd
3. CIL Infoserve Ltd
4. Bilwa Infrastructure Ltd
5. Aagama IT Biz Solutions (P) Ltd
6. Aagama Consulting Group
7. Kora Trading & Contracting Co.WLL.
8. Waha AI Mesela for Contracting.

IV. Relatives of Key Management Personnel

1. Mr.P.Rajeswari – Wife of Mr.P.C.Pantulu.
2. Mr. P.Sirisha – Daughter of Mr.P.C.Pantulu
3. Mr.P.Srikrishna – Brother of Mr.P.C.Pantulu
4. Mr.K.Sirisha- Wife of Mr.P.Chandra Sekhar
5. Mr.P.Manjush – Cousin of Mr.P.Chandra Sekhar

Related Party Transaction 2022-23				
	2022-23		2021-22	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
	INR lakhs	INR lakhs	INR lakhs	INR lakhs
A. Rendering Services				
(a) CIL Infoserve Ltd	1.98	256.27	0.11	254.29
(b) Bilwa Infrastructure Ltd	6.09	144.81	6.24	138.72
(c) Orchasp Securities (P) Ltd	2.05	14.91	2.01	12.86
(d) Orchasep Consulting (P) Ltd	36.07	-59.65	6.40	(95.72)
Total	46.19	356.34	14.77	310.15
(ii) Payables				
(a) Agama IT Biz Solutions (P)Ltd	-3.50	-3.50	-	-
(b) Agama Consulting Group	-9.00	-9.00	-	-
(c) Kora Trading & Contracting Co., WLL	-839.98	-839.98	-	-
(d) Waha AI Messila for Contracting	-712.06	-712.06	-	-
Total	-1,564.54	-1,564.54	-	-
B. Advances From				
(i) Key management personnel				
(a) Mr. P.C. Pantulu	-	1,653.81	1,316.46	1,653.92
(b) Mr. P. Chandra Sekhar	17.69	98.14	6.94	89.33
Total	17.69	1751.95	1,323.40	1,743.26
(ii) Relative of Key Managerial Personnel				
(a) Ms. Rajeswari Pattapurathi	-	17.03	-	17.03
(b) Ms. Sirisha Kasukhela	7.35	55.03	6.42	47.68
(c) Mr. Manjush Pattapurathi	-	5.00	-	5.00
(d) Mr. Srikrishna Pattapurathi	-	1.77	-	1.77
Total	7.35	78.93	6.42	71.48
C. Managerial Remuneration				
(a) Mr. K.S. Shiva Kumar	14.78	117.37	15.00	102.59
(b) Mr. P. Chandra Sekhar	29.78	166.26	30.00	136.48
(c) Mr. P.C. Pantulu	23.56	174.66	36.00	151.10
Total	68.12	458.29	81.00	390.16
D. Directors Sitting Fee				
(a) Mr. K. Koteswara Rao	0.06	0.12	0.06	0.06
(b) Mr. B. Srinivasa Reddy	0.40	0.55	0.38	0.15
(c) Mr. V.S. Roop kumar	0.40	0.55	0.38	0.15
(e) Ms. G. Ponnari	0.23	0.31	0.28	0.08
(f) Mr. B.V.B. Ravi Kishore	0.48	0.58	0.18	0.10
Total	1.57	2.11	1.28	0.54

Aggregated related party disclosure					INR - Lakhs
Name of Transaction	Associated/ Subsidiary	Key Management personnel	Relatives of key Management Personnel	Enterprises Controlled by Relatives of key Management Personnel	Total
Remuneration	-	69.69(82.28)	-	-	69.69(82.28)
Trade Payables	-	-	-	1564.54(NIL)	1564.54(NIL)
Trade Receivables	-	-	-	46.19(14.77)	46.19(14.77)
Advances/Loans/ICDs Received	-	17.69(1323.40)	7.35(6.41)	NIL(NIL)	25.04(1329.81)
Advances/ Loans / ICDs Repaid	-	NIL(NIL)	NIL(NIL)	NIL(NIL)	NIL(NIL)
Balance Outstanding as on 31-03-2023	-	-	-	-	-
Receivable	-	-	-	46.19(14.77)	46.19(14.77)
Payable	-	87.38(1405.68)	7.35(6.41)	1564.54(NIL)	1641.70(1410.81)

Previous Years figures have been regrouped where ever necessary

33. Audit Fees:

Particulars	2023	2022
	INR-Lakh	INR-Lakh
As Auditor		
For Statutory Audit	2.00	2.00
For Tax Audit	0.50	0.50
Total	2.50	2.50

34. Foreign Currency Convertible Bonds

a. Utilisation of proceeds

No of FCCBs Issued	105
Value of each Bond USD	1,00,000
Total FCCB Offering USD	10,500,000
Investment in Wholly Owned Subsidiary- USD	10,500,000
Balance Unutilised -USD	-

The proceeds of the FCCB have been utilized in accordance with the purpose allowed by the Reserve Bank of India as per the LRN No 201803190 dated 28th March 2018.

b. No of bonds outstanding

No. of FCCBs issued	105
No of Bonds converted into Equity Shares	26
Balance FCCBs outstanding	79

c. Initial recognition of foreign currency convertible bonds(FCCB)

Particulars	Amount (Rs.)
Total FCCBs issued	68,25,00,000
Less : Converted into Equity	10,40,00,000
Equity Component as on Balance Sheet date	57,85,00,000

d. Extension of Maturity Date:

The FCCBs are repayable or convertible into equity shares on maturity date 09-July 2023 vide offering circular dated 09-July 2018. The Board of Directors at their meeting held on 06th July 2023, has decided to extend the due date of maturity for the balance FCCBs for a further period of one year i.e., up to 08-07-2024.

e. Disclosure

The FCCB is disclosed under other Equity as it is treated as an embedded derivative in accordance with IND AS 32, 107 and 109 as mentioned in the accounting policy on Financial Instruments. The FCCBs are repayable or convertible into equity shares on maturity date 09-July 2023 vide offering circular dated 09-July 2018.

35. Earnings in Foreign Currency

Particulars	2023	2022
	INR - Lakhs	INR - Lakhs
Export Earning	2227.69	3729.15
Total	2227.69	3729.15

36. Expenditure in Foreign Currency

Particulars	2022	2021
	Rs in Lakhs	INR - Lakhs
Operational Expenses	-	531.24
Consultancy & Professional Fee	2175.99	-
Service Charges	42.82	10.93
Interest - FCCB	65	65
Recruitment & Office Costs	571.57	43.74
Travel	-	-
Training	84.86	21.87
Total	2940.24	672.78

37. Debtors, Creditors, Loans and Advances are Subject to Confirmation and Reconciliation.**38. Previous year figures have been regrouped and rearranged wherever necessary to conform to this Years' classification.**

39. Additional regulatory information

- i. Title deeds of Immovable Properties not held in name of the Company The company does not own any land or buildings wither in its name or any other name and hence there are no title deeds for submission.
- ii. The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii. The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv. The Company has not granted any loan or advance in the nature of loan to Promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment
- v. There are no proceedings initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- vii. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- viii. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- ix. The Company does not have any perent Company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. is not applicable for the year under Consideration.
- x. Key Financial Ratios

Particulars	Numerator	Denominator	March, 2022	March, 2023	Variance in %
Current Ratio	Current Investments + Trade Receivables + Cash & Cash Equivalents + Other Current Assets	Trade Payables + Other Financial Liabilities + Other Current Liabilities + Provisions + Current Tax Liabilities	1.72	1.44	-0.28
Debt-Equity Ratio	Equity component of FCCB	Equity Share Capital	3.28	2.56	-0.72
Debt Service Coverage Ratio	Profit Before Tax + Interest of FCCB	Interest on FCCB	1.23	1.61	0.39
Return on Equity Ratio	Profit after Tax	Equity Share Capital	0.00	0.02	0.01
Trade Receivables Turnover Ratio	Sales	(Opening Trade Receivables + Closing Trade Receivables) /2	0.56	0.26	-0.30
Trade Payables Turnover Ratio	Employee Benefit Exp + Other Expenses	(Opening Trade Payables + Closing Trade Payables) /2	2.86	0.98	-1.88
Net Capital Turnover Ratio	Sales	Equite Share Capital + Other Equity	0.37	0.23	-0.14
Net Profit Ratio	Profit after Tax	Sales	0.15	1.49	1.34
Return on Capital Employed	Profit after Tax	Equity Share Capital + Other Equity	0.06	0.35	0.29
Return On Investment	Profit after Tax	Equity Share Capital	0.28	1.55	1.27

- xi. There are no Schemes of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

- xii. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. The Company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiv. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the Years.
- xv. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

As per our report of even date.

For P C N & Associates
Chartered Accountants
Firm Regn. No. 016016S

Sd/

K.Gopala Krishna
Partner
Membership No. 203605
UDIN: 23203605BGRTTK9124

For and on behalf of the Board of Orchasp Ltd.

P.Chandra Sekhar

P.Chandra Sekhar
Managing Director,CFO
DIN : 01647212



K.S.Shiva Kumar
Director
DIN : 02103299

Sangeeta Mundhra

Sangeeta Mundhra
Company Secretary
M.No 59771

Place: Hyderabad
Date : 26 - 05 - 2023

Board of Orchasp Limited

Mr. P. Chandra Sekhar	-	Managing Director & CFO
Mr. K. S. Shiva Kumar	-	Director & COO
Mr. K. Koteswara Rao	-	Non-Executive & Non-Independent Director
Mr. B. Srinivasa Reddy	-	Independent Director
Mr. V. S. Roop Kumar	-	Independent Director
Ms. G. Ponnari	-	Independent Director
Mr. B.V.B. Ravi Kishore	-	Independent Director
Ms. Sangeeta Mundhra	-	Company Secretary & Compliance Officer
Auditors: Statutory Auditor:	-	P C N & Associates , Chartered Accountants Plot No. 12, "N Heights" Ground Floor,Software unit, Cyberabad, Hyderabad - 500 081
Secretarial Auditor:	-	T. Durga Pallavi 7-2-1669, Athena C504, Lodha Casa Paradiso Apts. Sanatnagar, Hyderabad- 500018
CIN:	-	L72200TG1994PLC017485
Registered Office:	-	Plot No 19 & 20, Moti Valley, Trimulgherry Secunderabad. 500015 Telangana.
E-mail: Investors General	-	secretarial@orchasp.com info@orchasp.com
Website:	-	https://www.orchasp.com
Listing:	-	BSE Ltd, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001
ISIN No:	-	INE215B01022
Scrip Code:	-	532271
Registrar & Share Transfer Agent:	-	Aarthi Consultants (P) Ltd, Gagan Mahal, Street No 7 Aravindra Nagar, Domalguda, Hyderabad - 500029. Telangana



ORCHASP

Orchasp Limited

CIN: L72200TG1994PLC017485



Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Tirumalghery, Secunderabad - 500 015. Telangana State, India.
Phone:+91 40 47766123 / 24, Fax: +91 40 47766143
Email: info@orchasp.com Website: www.orchasp.com