September 07, 2023

To

BSE Limited	National Stock Exchange of India Limited
Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 *Scrip Code: 542367*	Listing Department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 *Scrip Symbol: XELPMOC*

Dear Sir/Madam,

Sub: Annual Report of Xelpmoc Design and Tech Limited ('Company') for Financial Year 2022-23

This is to inform you that the 8th Annual General Meeting ("**AGM**") of the Company scheduled to be held on Saturday, September 30, 2023 at 11.00 a.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses as set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (**"Act"**), and General circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular dated January 05 2023 read together with circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as 'SEBI Circulars')

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report for Financial Year 2022-23 including the Notice convening the AGM of the Company have been sent electronically, to the members of the Company, whose e-mail address is registered with the Company / Registrar and Share Transfer Agent, KFin Technologies Limited ("KFinTech") / Depository Participant(s).

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report including the Notice convening the AGM of the Company.

The Annual Report including Notice of AGM is also available on our website at the link: https://www.xelpmoc.in/annualreports.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Xelpmoc Design and Tech Limited

VAISHALI LAXMAN KONDBHAR

Digitally signed by VAISHALI LAXMAN KONDBHAR
DN: c=IN, st=Maharashtra,
2.5.4.20=563ad4a7f0faffa31d889cd6c3293812972b67ecb57d63653920af757e7ed806, postalCode=400101,
street=ROOM NO 06 HANUMAN GALLI NO 15 AMBIKA RAHIWASI SEVA SANGH LINK ROAD BHAGATSINGH NAGAR NO 1 MOTILAL NAGAR GOREGAON WEST MUMBAI MH 400104,MUMBAI,Maharashtra-400101,
pseudonym=ad73900c3ef9bf1572118bdbed67d97a,
serialNumber=172d19e3e6ea1fd48b426c2cca027ebc37512e59139a1d208893ae3ceeb87784, o=Personal,
cn=VAISHALI LAXMAN KONDBHAR
Date: 2023.09.07 19:13:08 +05'30'

Vaishali Kondbhar
Company Secretary and Compliance Officer

Enc: as above

{xelp}

{BUILDING INDIA GROUND UP}

23

XELPMOC DESIGN AND TECH LIMITED

ANNUAL REPORT 2022-23

FIND INSIDE

STRATEGIC REVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

{BUILDING INDIA GROUND UP}

Xelpmoc ("Xelp" or "the Company") has been at the forefront of building India from the ground up, driven by a profound commitment to the well-being of society. The objective and approach is clear - the socially-significant sectors, which are typically deficient in technology, have access to technology at par with global standards. Emphasising these four pillars of Health, Education, Agriculture, and Livelihood (HEAL), Xelp's unwavering dedication to technology-driven solutions and strategic investments has fortified these core sectors.

Recognising the transformative potential of technology in shaping the future of India, Xelp continues to empower promising ventures dedicated to technological innovation. The Company's belief in the power of HEAL is evident in its relentless support for and investment in organisations that share its vision for a thriving and prosperous India.

In recent times, global events, including the pandemic, job losses, inflationary pressures, geopolitical uncertainties, and supply chain disruptions, among others, have magnified the significance of HEAL for businesses, economies, and governments alike concurring with Xelp's focus.

The surge in startups prioritising technology in Health and Education, coupled with the essential functions transitioning to technology-based platforms during these challenging times, further reinforces the transformative role of technology in these sectors. Amidst rising unemployment, Xelp has taken concerted efforts to provide livelihood opportunities, ensuring that no one is left behind in the pursuit of progress. Agriculture, as India's backbone, has also experienced the infusion of technology, proving to be a game-changer for the nation's agricultural landscape.

"As we look ahead, Xelp's inventive journey in India's transformation continues. With an ever-expanding focus on HEAL and technological innovation, Xelp remains committed to strengthening India's foundation, creating lasting impact, and shaping a brighter future for generations to come.

{XELP} UNIVERSE

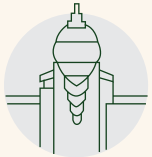
Xelpmoc Design and Tech Limited (referred to as 'Xelp', 'Xelpmoc', or 'the Company') is a trailblazing technology enterprise that has been at the forefront of innovation since its inception in 2015 in Bengaluru. Founded by technocrat Sandipan Chattopadhyay, the Company has established itself as a prominent provider of professional and technical consulting services in the domains of product development, data science, and analytics.

Xelp's role as an innovation catalyst has a strategic approach that enables them to identify and harness transformative technologies, positioning the Company as the go-to partner for clients seeking pioneering solutions to their most complex business problems.

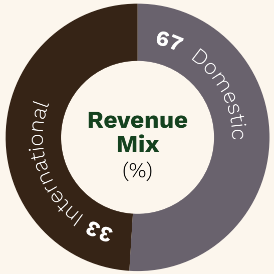
Simplicity lies at the core of Xelp's philosophy. They believe in crafting technologies that bring clarity to the intricate challenges faced by their valued clientele. Their expertise in developing next-generation Artificial Intelligence and Machine Learning technology sets them apart, with a distinct specialisation in Natural Language Processing and Data Analytics.

The locations

Bengaluru (RO)



Gurugram



Mumbai

Hyderabad

London

19
Investee Companies

59*
Clients

115
Team size

*Served till date

The approach

Complex problems } Design thinking } Technology } Data science } Solutions that scale

BFSI COMMUNICATION CONSTRUCTION RECRUITMENT SOCIAL MEDIA

INDUSTRIES WE CATER TO

E-COMMERCE

MEDIA & TECHNOLOGY

The Company emphasises the ever-evolving needs of their clients, ensuring that their solutions are scalable and adaptive, catering to the dynamic landscapes of diverse clients like governments, businesses, individuals, and startups. As a Technology Partner and Consultant, Xelp collaborates seamlessly, leveraging their expertise to optimise data and empower clients to achieve their aspirations.

The capabilities

- Experience in deep tech
- Large scale data modelling
- Product-market fit
- Optimal solution creation
- GTM strategy

CONSUMER BUSINESS

EDUCATION

HEALTHCARE

TRADE DOCUMENTATION & EXPORT FINANCE TRANSPORTATION & LOGISTICS RETAIL

YESTERDAYS THAT SHAPED TOMORROWS

8 YEARS

In just eight years, Xelp has achieved remarkable milestones and significant growth. In FY23, the Company made some critical decisions that will shape its performance in the years ahead. Xelp's incredible journey and its ongoing determination to deliver more, especially in 'HEAL' areas, makes for a promising future.

2015

Incorporated in Bengaluru as **'Xelpmoc Design and Tech Private Limited'**

First technology services agreement with Fortigo Network Logistics Private Limited

2017

Joint Venture agreement with Fortigo Network Logistics Private Limited

First agreement with a government organisation for services

2019

Listed on BSE and NSE platforms through an IPO

Woovly becomes Xelp's **5th company** to receive **institutional funding**

2021

Achieved its ambition of **turning break-even**

2022

Newport Asia invests 5% equity in Xelp

Established wholly owned foreign subsidiary, **'Xelpmoc Design and Tech UK Limited'**, for international expansion

Opened the **5th location in India at Hyderabad** and **first international** location at **London**

2023

Focussed on developing more **Government-Tech capabilities**

Subscribed to 25% equity of Mayaverse Inc., a Company incorporated in the United States

INVESTING IN TRANSFORMATIVE AREAS

Since its founding in 2015, Xelp has placed a strong emphasis on investments in the essential sectors: Health, Education, Agriculture, and Livelihood (HEAL). Believing in the transformative power of these areas, Xelp operates with a clear vision to make technology accessible to them, bringing them up to par with global standards.

By focusing on sectors that Xelp truly believes in, the Company is actively bridging the technology gap in industries that traditionally lack them, while driving positive change.

Criteria for selection

In addition to serving as the backbone of society, these sectors play a pivotal role in driving the growth and development of the nation. Hence, Xelp firmly believes that its contributions to these sectors will, in turn, facilitate a significant and tangible impact at the grassroots level.

Challenges for investment in these sectors

Historically, these sectors have been the primary focus of government, both at the state and central levels. Consequently, they heavily depend on government policies and public spending, making it challenging for private enterprises to effectively engage with them, given their reliance on the government.

Data in support of the HEAL growth story

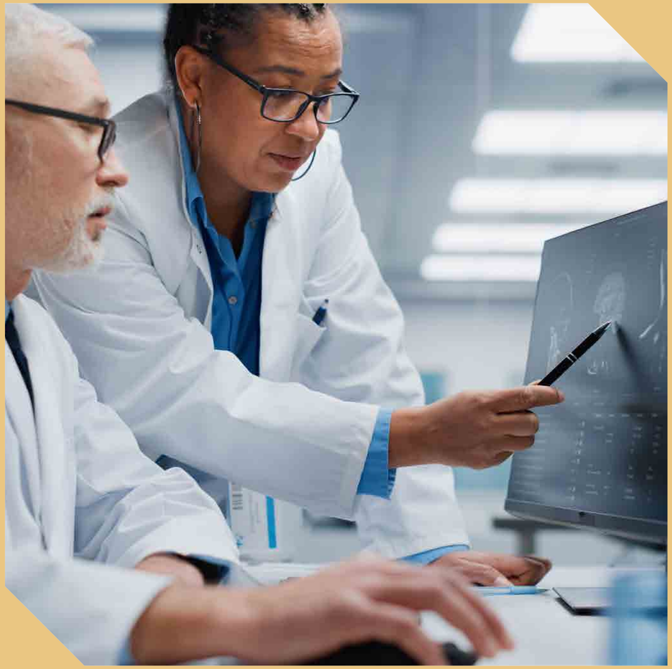
As per NASSCOM Zinnov India Tech Startup Landscape Report 2022, EdTech, HealthTech, and AgriTech were in the top 10 startup sectors of the Indian tech startups. With EdTech on 5th, HealthTech on 8th and AgriTech on 10th ranking, they are amongst the highest growth sectors. The year 2022 has been challenging for technology startups. The founders have struggled with a skills shortage, which was made worse by the economic downturn. Thus, the livelihood sector becomes important, especially in terms of developing skills for tech startups.

Reasons to seek startups focussed on these sectors

- Xelp firmly believes in the immense potential of these sectors, recognising the vast opportunities for technological development and the significant impact they can achieve
- The Company actively seeks out startups that are invested in enhancing infrastructure, systems, and processes within these critical sectors, as those areas are the most critical
- These socially-significant sectors are typically deficient in technology, and need to have access to technology at par with global standards
- The COVID-19 pandemic has further highlighted the importance of these sectors, as technology played a massive role in addressing health, education, and livelihood challenges during lockdowns
- The ever-growing food demands of India's population, coupled with the country's export ambitions, make the AgriTech sector a promising area for growth
- Xelp has always considered these sectors to be vital, and the pandemic reinforced this belief, further affirming their significance
- Looking towards the post-pandemic economic and social landscape, Xelp is confident that the evolution of these sectors will play a pivotal role in driving global growth
- The HEAL sectors, previously supported out of altruism, are now expected to become the key drivers of India's progress and development in the future

HEAL PORTFOLIO

Xelp remains devoted to its HEAL portfolio while also actively exploring opportunities in other high-growth sectors. The data indicates that a significant portion of innovation in India is currently centred on these sectors, thereby further enhancing Xelp's diverse portfolio.



Health

Catailyst Inc. is a healthcare technology platform leveraging cutting-edge data science techniques, such as Machine Learning, Natural Language Processing, Predictive Analytics, and AI models, to create a unified dataset of drugs.

Education

Signal Analytics Private Limited is an Edutainment company that engages with data analytics.

Agriculture

Inqube Innoventures Private Limited utilises technology, analytics, imaging, and Internet of Things (IoT) to positively impact agriculture-dependent rural economies in the developing world.

Livelihood

Fortigo Network Logistic Private Limited is a freight exchange facilitator built for the trucking ecosystem in India. Catering to every participant in the trucking ecosystem, Fortigo has a common technology platform that enables them to manage the entire goods transportation lifecycle.

KidsStopPress Media Limited is India's premier parenting website, aiding parents to take a well-informed decision, by sharing reviews of kids' brands, services and events from across India.

One Point Six Technologies Private Limited (Earlier named as Leadstart Publishing Private Limited) is a leading publishing house from India, focusing on the creative and progressive development of authors and writers. Its 'PENCIL' platform helps writers and authors upload a book's script, design its cover page, edit the content, and publish the book on all available digital platforms (like Kindle).

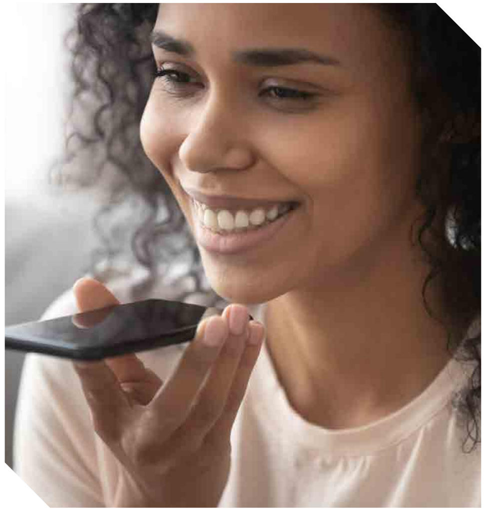
Woovly India Private Limited is a social commerce platform driven by a creator community, catering to Tier 1 and 2 shoppers. Woovly's users discover and shop lifestyle products instantly, by going through short video content created by micro and nano-influencers.

ENABLING INNOVATIVE & DISRUPTIVE VENTURES

Xelp forges partnerships with startups in high-impact and high-growth sectors, offering them world-class technology solutions, technology consultancy, and advisory services, facilitating the expansion of their business operations.

The objective is to bring these startups' visions to life and, in doing so, achieve Xelp's own mission of making a positive impact on the world. Currently, the Company has invested in 19 startups spanning diverse sectors and global locations. Here are some key partnerships that have left a significant mark on society.

MIHUP



What:
Becoming the most trusted and accurate vernacular voice interface for the next billion

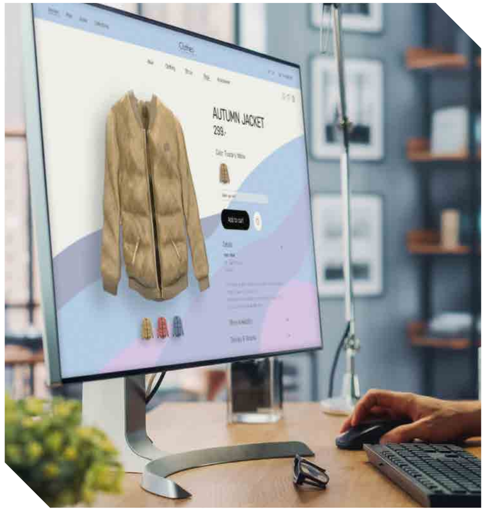
Sector:
AI

Capability:
Using AI to empower humans with the ability to seamlessly interact with the digital world regardless of their language, accent or dialect

Other information:
- **A digital personal assistant**
- **Multilingual**
- **Voice recognition in offline mode**
- **Marquee investors: Accel India IV (Mauritius) Limited, Idea Spring Capital**

Status:
Live www.mihup.com

WOOVLY



What:
An e-commerce platform driven by social commerce. Seamless platform to aggregate shoppers, merchants, and relevant deals

Sector:
Social media & e-commerce

Capability:
A social e-commerce aggregator & networking engine

Other information:
Marquee investors: SOSV, Anthill

Status:
Live www.woovly.com

THE STAR IN ME

What:
Global career advancement platform exclusive for women

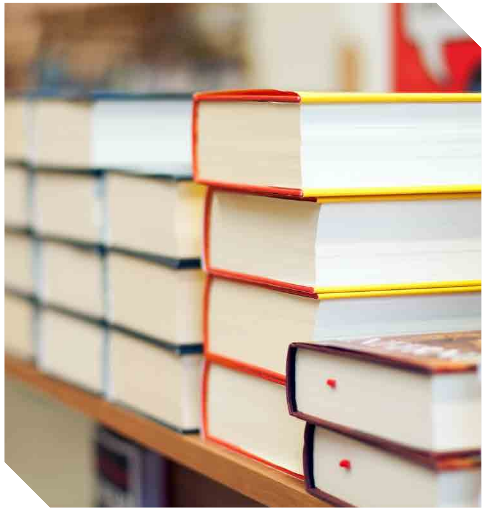
Sector:
Social media

Capability:
A curated & diverse professional networking engine

Other information:
Marquee investors: HP, J.P.Morgan, Infosys, S&P

Status:
Live thestarinme.com

PENCIL



What:
End-to-end from story writing to publication - Open source one of a kind platform

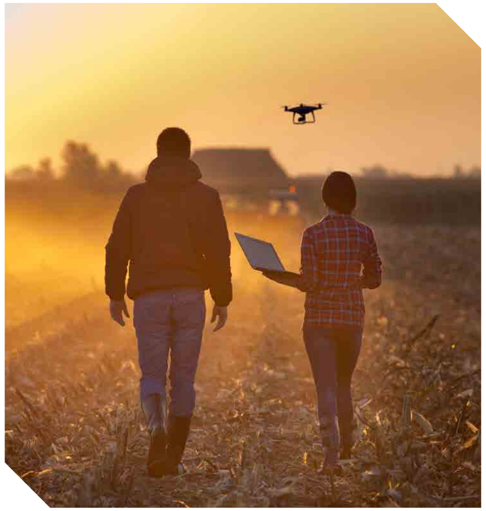
Sector:
Media & publishing

Capability:
Story writing & publication aggregator

Other information:
Marquee investors: SSV, Artesian, Inflection Point Ventures

Status:
Live www.thepencilapp.com

INQUBE



What:
Technology, IOT, and analytics platform solutions for rural India

Sector:
Rural development

Capability:
Farm level management, credit, and traceability support

Other information:
Recognitions: Google for Startups - Alumni 2021, idea2scale, UK Trade & Investment Global Entrepreneur Programme, UK India Tech Hub - Dept. of Digital, Culture, Media & Sport

Status:
Live www.inqube.biz

PORTFOLIO PERFORMANCE

As we take on longer and more impactful roles in startups, our level of equity ownership increases accordingly. Through, our cost-plus equity model with startups, we essentially earn something akin to stock options. Our primary focus lies in executing these models effectively, which enables us to benefit from the wealth generated at the grassroots level.

COMPANY	COST OF INVESTMENT (₹ IN '000)	FAIR VALUE (AS OF 31st MARCH, 2023)	% HOLDING ON A FULLY DILUTED BASIS*
AT FAIR VALUE			
Fortigo Network Logistic Private Limited	11.11	11,121.97	4.95%
Mihup Communication Private Limited	6,080.82	2,15,897.05	10.16%
Snaphunt Pte Limited	615.37	19,461.68	9.87%
Inqube Innoventures Private Limited	9,298.51	3,767.94	5.55%
KidsStopPress Media Limited	9,044.13	7,191.24	15.00%
Woovly India Private Limited	572.03	51,831.99	8.96%
Graphixstory Private Limited	409.50	409.50	NA - Pref shares
One Point Six Technologies Private Limited (Earlier known as Leadstart Publishing Private Limited)	27,213.73	31,668.59	6.06%
Femmevista Technologies Private Limited	1,223.00	7,585.74	7.16%
Catailyst Inc- Class B Common Stock (preferentially convertible in Class A)	293.45	308.23	NA - Pref shares
Firstsense Technology Private Limited	161.55	161.55	NA - Pref shares
Firstsense Technology Private Limited - CCPS	2,499.88	2,499.88	1.44%
Accelerated Learnings Edutech Private Limited	36,410.59	36,410.59	13.99%
SUBTOTAL	**93,833.68**	**3,88,315.96**	

*Approximate shareholding on a fully diluted and converted basis held directly or indirectly in the investee company. The % shareholding may or may not translate into an equivalent economic interest on account of conditions in the investment/shareholders' agreement.

COMPANY	COST OF INVESTMENT (₹ IN '000)	FAIR VALUE (AS OF 31st MARCH, 2023)	% HOLDING ON A FULLY DILUTED BASIS*
AT COST			
Signal Analytics Private Limited	1,000.00	1,000.00	91.95%
Xelpmoc Design and Tech UK Limited	12,787.67	12,787.67	100.00%
Xperience India Private Limited	2,150.00	2,150.00	43.00%
SUBTOTAL	**15,937.67**	**15,937.67**	**-**
IMPAIRED			
Intellibuzz TEM Private Limited	2,499.98	NA	NA
PHI Robotics Research Private Limited	2,505.00	NA	NA
Rype Fintech Private Limited	6,249.77	NA	NA
Taxitop Media Private Limited	2,084.70	NA	NA
SUBTOTAL	**13,339.45**	**-**	**-**

Note:

(i) Investments in Naik TechXP Private Limited and Graposs Edutech Private Limited have been sold/redeemed during the financial year.

DEEPENING STARTUP ECOSYSTEM

Home to some of the brightest and the most entrepreneurial talent, India has the added advantage of demographic dividend and being in a comparatively better state economy-wise. In fact, despite economic concerns that 2022 witnessed, these startups continue to bring in steady investments with 23 newly minted unicorns joining the coveted club.

2022 was a year that tested the mettle of Indian tech startups, owing to market headwinds, a long funding cycle, and reduced valuations. The global public markets experienced a correction - particularly in technology stocks, which saw a significant drop in valuations. Despite such challenges, the fortitude showcased by entrepreneurs and the investor trust in the ecosystem have been buoying.

Rising above uncertainty, the maturity of India's tech startup ecosystem came to the fore in 2022. Highlighted by the ability to circumvent cyclical ups and downs in addition to the growth of new-generation startups, it also underlined the Indian entrepreneurs' emphasis on building strong fundamentals and the increasing diversity and vibrancy of the ecosystem.

2012-2022

Comparative numbers for the decade (2012-2022):

Number of active tech startups: **25,000 to 27,000**

Number of unicorns: **89**

Equity investments raised: **$73 billion**

2022

With a strong ecosystem with new-gen tech startups base broadening, the numbers in 2022 were:

1,300+ new tech startups

23 new unicorns - 2nd highest in the world

$18.2 billion funding - 30% lower than 2021, but higher than last 4-year average in value terms

DYNAMISM OF THE INDIAN STARTUP ECOSYSTEM

The dynamism of the Indian tech startup ecosystem is attributable to the deep heterogeneity of the startups' growth stage, and the diversity it possesses across generations, genders, locations, and vertical solutions.

Thriving multifaceted ecosystem

- 39% of tech startups founded in 2022 from emerging locations in India, up from 34% in 2021
- 2.4X increase in investment deals from emerging hubs since 2019
- 18% of all startups, and 20% of all unicorns, have at least one-woman founder

Consistent corporate participation

- 30% higher corporate participation in 2022 as compared to 2021
- 300+ corporates are actively investing, acquiring or partnering with startups
- Investments and M&A pace improved over 2021 with participation of Indian corporates

Growth in seed-stage and early-stage investments

- Early-stage and seed-stage investments grew 25-35% over 2021
- With slowdown in late-stage, 66% of investments were raised by non-unicorns
- ~18% increase in number of unique startups funded

Widening breadth and depth of the presence in sectors

- There has been a marked expansion in the industries targeted by Indian startups
- Also, an improvement in the quality of use cases being solved
- Most sectors have raised investments greater than they did in 2019

Deepening investor commitment

- 18+ industry sectors raised more investments than 4-year average (2019-2022) and 2019 calendar year
- >1.6X increase in unique and active venture capital, and private equity firms, compared to 2021

Evolving pool of unicorns and potential unicorns

- India added the 2nd highest number of unicorns, only behind US
- Simultaneously, potential pipeline expanded to 174

Collaborative growth playbook

- The number of serial entrepreneurs has increased manifold, with many of them mentoring and nurturing first-time as well as other entrepreneurs
- 30% of unicorns and potential unicorns are investing, acquiring or actively collaborating with other startups, similar to 2021 and up from 22% in 2020

Sustainable wealth creation

- Interestingly, more and more startups have made the definitive shift in focus from valuation to driving profitability, where they build businesses with solid foundations - built to last
- Focus on improving business metrics, 60% unicorns and potential unicorns are actively hiring, 25% expect to be EBITDA positive

Outlook

- Optimistic about 2023 - Even as a recession and other macroeconomic factors loom on the horizon, it is anticipated that investments and exits will ramp up through the year, although the initial quarters may be slower as decision makers seek clarity and confidence in the market

1. EdTech

- Grew from 9th to 5th ranking
- Remains in the most preferred sectors
- Seed and early-stage startups saw the most traction, mostly in mature sectors like EdTech among others
- Popular and emerging focus areas: Vernacular education, Classroom digitisation, AR/VR immersive learning, Personalised learning, Workforce upskilling, Learning management solutions, Non-academic courses, Education financing

2. AgriTech

- Grew from 13th to 10th ranking
- A priority sector for India, AgriTech has been gaining increasing share of investments driven by market adoption and adoption of technology-led solutions
- AgriTech among some others, are also sectors with strong SDG aspect
- Popular and emerging focus areas: Agri-financing, Market linkages for farm produce/livestock, Drone-based precision farming, Quality management & traceability, Farm automation

3. HealthTech

- Minor drop from 6th to 8th ranking
- Seed and early-stage startups saw the most traction, mostly in mature sectors like HealthTech among others
- Corporate investments are most common in mature sectors like HealthTech among others
- Popular and emerging focus areas: Remote screening and monitoring, Data integration & analytics, Tele-consulting, Hybrid virtual/in-person care, Software aided pathology imaging, Digital therapeutics & self-help tools, Online pharmacy & diagnostics

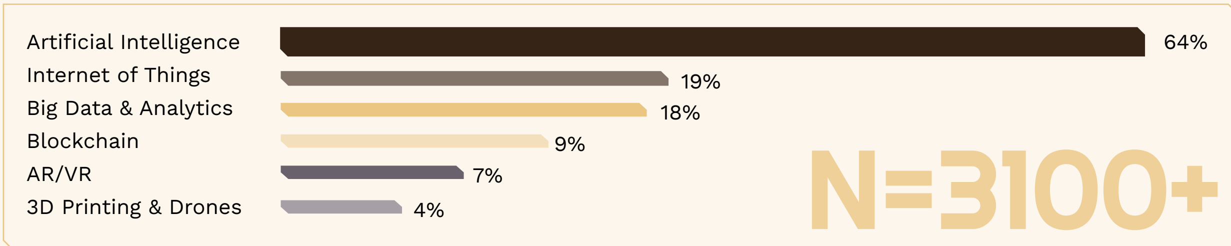
GROWING SECTORS

20% of Indian B2C tech startups are focussed on low-income groups with a significant majority focusing on financial inclusion, access to affordable healthcare, better education and higher earnings as the core value proposition.

Continued growth of DeepTech startups

- The continued growth of DeepTech startups highlighted the entrepreneurs' shift to a first principles thinking to drive 'new to India, new to the world' solutions.
- 12% of all startups are leveraging DeepTech to build more complex and smart solutions across industries.
- At 42% 10-Year CAGR, DeepTech startup pool is growing faster than the ecosystem pace.
- More than 2.5X increase in investments in the last 3-years for DeepTech startups.

Distribution[2] of Deep-Tech[1] Start-ups
By technologies leveraged



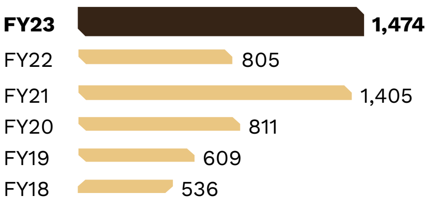
(1) DeepTech startups are active tech startups that create, deploy or utilise advanced technology in their products or services. Advanced technologies largely include Artificial Intelligence/Machine Learning, Internet of Things (IoT), Blockchain, Big Data & Analytics, Augmented Reality/Virtual Reality (AR/VR), Robotics, 3D printing and Drones
(2) Total does not add to 100% as a DeepTech startup can leverage multiple technologies simultaneously to create products/solutions

MARCHING AHEAD

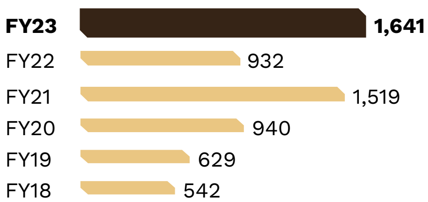
Despite the headwinds in the startup ecosystem, the Company performed consistently and did well to generate an operating revenue of ₹147.4 million in FY23, showcasing a remarkable YoY growth of 83.0% compared to ₹80.5 million in FY22. The fair value of our investments as of March 31, 2023, amounted to approximately ₹404.2 million, while the cost of investment stood at ₹109.8 million.

Moving forward, the Company is well-prepared to fund startups that align with its HEAL portfolio, enabling it to maximise its impact in these vital sectors.

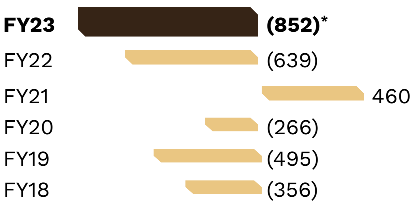
Revenue from Operations
(in ₹ lakhs)



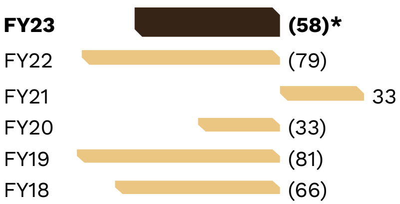
Total Income
(in ₹ lakhs)



EBITDA
(in ₹ lakhs)



EBITDA Margin
(in %)



PAT
(in ₹ lakhs)

PAT Margin
(in %)

*Adjusted operating EBITDA is after excluding ESOP expenses of ₹74.3 million in FY23, ₹82.4 million in FY22 and ₹10.4 million in FY21.

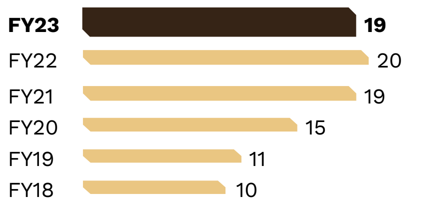
OPERATIONAL HIGHLIGHTS

In FY23, Xelp continued to provide professional and technical consulting services in the domains of product development, data science, and analytics, while expanding its startup deployment in HEAL and other high-growth sectors.

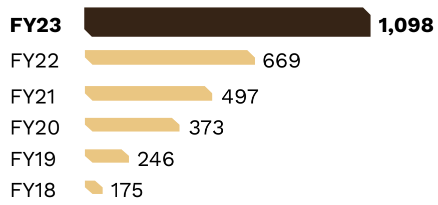
Some of the key highlights were:

- Signal Analytics Private Limited, a majority-owned subsidiary, invested in Soultrax Studios Private Limited, a content creation company. Signal now holds a 54.57% stake in Soultrax, and both businesses are expected to collaborate and develop synergies to grow together
- Xelp made an investment in Firstsense Technology Private Limited, a visual intelligence platform utilising distributed edge AI for automated classroom feedback
- The Company invested in Accelerated Learning Edutech Private Limited (ALEPL), the operator of the School of Accelerated Learning (SOAL), an upskilling startup that designs and offers cohort-based courses to help students kick start their careers in Engineering and Design, regardless of their background or privilege
- Xelpmoc was awarded a contract by Madhya Pradesh State Tourism Development Corporation Ltd. (MPSTDC). As per the agreement with MPSTDC, the Company will provide design, development, and maintenance of online travel aggregator services under a SPV structure for MPSTDC. The SPV, named Xperience India Private Limited, was incorporated in the beginning of September 2022, with Xelpmoc currently holding 43% of the SPV post subscription of shares
- The Company acquired a 25% stake in Mayaverse Inc., a United States-based company. The main objective of this acquisition is to expand Xelp's footprint into GameTech/ Electronic gaming, utilising aspects of Web3 and Metaverse, and establishing a foothold in the electronic gaming industry

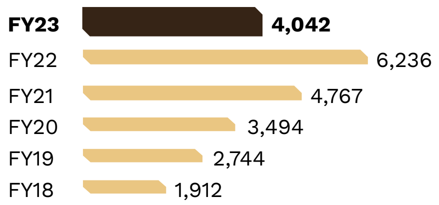
NUMBER OF INVESTMENTS
(#)*



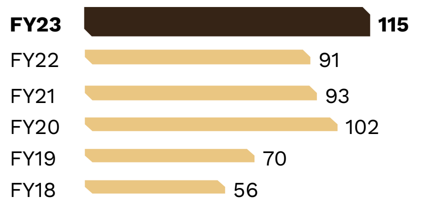
COST OF INVESTMENTS
(in ₹ lakhs)



FAIR VALUE OF INVESTMENTS
(in ₹ lakhs)



TEAM STRENGTH
(#)



Qualitative highlights

In recent years, Xelpmoc has rapidly grown, achieving remarkable milestones in terms of its workforce, client base, and startup investments. The Company has proactively diversified into high-growth areas along with HEAL, and getting into longer and more significant roles in startups.

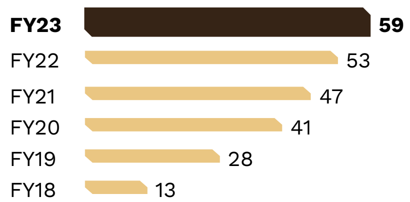
Xelpmoc's wholly owned subsidiary in the UK, dedicated to international expansion, has successfully commenced its operations. The Company has initiated discussions with accelerator groups and startup entities within the UK's vibrant startup ecosystem. Additionally, Xelpmoc is actively expanding its senior management team in the UK to facilitate this endeavour.

Through these strategic moves, Xelp aims to strengthen its presence both in India and abroad, fostering valuable synergies with impactful startups.

6
New clients added in FY23

24
Net employee addition in FY23

CUMULATIVE CLIENTS
(#)



*Including investments in subsidiary & associates.

LEADERS WHO DRIVE INNOVATION

Association with Xelpmoc since
Years of experience

Tushar Trivedi
Chairman - Independent and Non-Executive Director

Banking, Business Process Transformation, Industrial Manufacturing

Mr. Trivedi holds an M.Sc. degree from the University of Mumbai and has attained an MBA degree from the Narsee Monjee Institute of Management Studies.

He brings a wealth of experience spanning various domains, including digital banking, transactional banking, relationship management, business process transformation, business solutions, and industrial manufacturing. Before joining Xelp, he held prominent roles at Kotak Mahindra Bank and served as the Vice President of Citibank NA, UAE.

2018 | 35

Sandipan Chattopadhyay
Founder, Managing Director and CEO

Technology, Strategy, Planning, Startup Development, New Initiatives

Mr. Chattopadhyay holds a Bachelor of Statistics degree from the esteemed Indian Statistical Institute, Calcutta, and a Post-graduate diploma in Computer Aided Management from the Indian Institute of Management, Calcutta.

In 2015, he founded Xelp and played a pivotal role in listing it on the Bombay Stock Exchange and the National Stock Exchange in February 2019. Prior to establishing Xelp, he served as the Chief Technical Officer at Just Dial Limited. Throughout his career, he has contributed significantly to the technology development of numerous startups and spearheaded new initiatives at prominent enterprises, including Tata Motors, Crisil Marketwire, Standard Chartered Bank, Deutsche Bank, Edelweiss, and Business Standard, among others. His exceptional contributions earned him the prestigious 'Red Hat Innovator of the Year' award.

Since Inception
2015 | 25

Srinivas Koora
Founder, Executive Director and CFO

Finance, Accounts, Investor Relations, Fund Raising, Tax Compliance

Mr. Koora is a graduate of Osmania University with a B.Com degree and holds an MBA degree from Swami Ramanand Teerth Marathwada University, Nanded. He boasts a wealth of experience in various functions, particularly accounts and finance. In his previous roles, he notably served as the Deputy CFO at Just Dial Limited.

Since Inception
2015 | 24

Jaison Jose
Founder and Executive Director

Human Resource Services, Business Development and Operations

Mr. Jose is a highly qualified professional, holding a B.Com, an M.Com, and a Master's Degree in Marketing Management from the University of Mumbai. His expertise covers a wide range of functions, including Human Resource Services, Business Development, and Operations. He played a pivotal role as one of the founding team members of Quess Corp Limited and has also gained valuable experience during his tenure with Adecco India PeopleOne Private Limited.

2017 | 18

Association with Xelpmoc since
Years of experience

Premal Mehta
Independent & Non-Executive Director

Financial Advisory

Mr. Mehta is a distinguished graduate with a Master's degree in Management from the Narsee Monjee Institute of Management Studies. He possesses extensive expertise in financial advisory services. Additionally, he is a Founder Director and holds a position on the Board of Wealth First Advisors Private Limited.

2018 | 36

Pranjal Sharma
Non-Executive & Non-Independent Director

Leadership Positions in Media Organisations

Mr. Sharma earned his Bachelor's degree in Economics from Delhi University and pursued his Post-graduate studies at the University of Westminster. He boasts an impressive history of leadership roles in the media sector, having worked with renowned media houses like CNBC and Bloomberg. He has also provided valuable advisory services to government bodies and private enterprises in the past.

Apart from his distinguished career, Mr. Sharma is also an accomplished author, with several published and edited books to his credit, including his latest work titled 'India Automated: How the Fourth Industrial Revolution is Transforming India'. Notably, he served on the Global Agenda Council of the World Economic Forum for eight years and remains an esteemed member of its expert network to this day.

2020 | 29

Karishma Bhalla
Independent & Non-Executive Director

Consulting in Technology, Media and Telecom sector

Ms. Bhalla is a distinguished MBA graduate from the Indian Institute of Management, Calcutta, with extensive management experience and a notable association with industry-leading companies. Prior to joining Xelp, she held the position of Managing Director and Partner at the Boston Consulting Group (BCG), where she played a core role in BCG's Consumer and Retail Practice, spearheading BCG's digital marketing and personalisation efforts.

During her tenure at BCG, she led various engagements in the consumer sector, focussing on new business development, digital acceleration, and brand redesign. Additionally, Ms. Bhalla actively contributed to BCG's women's initiative, promoting higher women participation in the workforce. Her contributions extended to CII-BCG collaborations in the media sector, and she authored three papers (in 2015, 2016, and 2017) along with several other thought papers.

2020 | 17

Knowledge and expertise of the Board

The Board of Xelpmoc possesses a diverse range of skill sets and expertise, covering multiple domains. The members' skills can be broadly categorised as follows:

Information technology and digitalisation

Mr. Sandipan Chattopadhyay
Mr. Srinivas Koora
Mr. Jaison Jose
Mr. Tushar Trivedi
Mr. Pranjal Sharma

Accounting, finance, taxation, risk management, legal & compliance, and corporate governance

Mr. Sandipan Chattopadhyay
Mr. Srinivas Koora
Mr. Tushar Trivedi
Mr. Premal Mehta
Mr. Pranjal Sharma

Sales, marketing, corporate strategy and planning

Mr. Sandipan Chattopadhyay
Mr. Srinivas Koora
Mr. Jaison Jose
Mr. Tushar Trivedi
Mr. Premal Mehta
Mr. Pranjal Sharma
Ms. Karishma Bhalla

Wide management and leadership experience

Mr. Sandipan Chattopadhyay
Mr. Srinivas Koora
Mr. Jaison Jose
Mr. Tushar Trivedi
Mr. Premal Mehta
Mr. Pranjal Sharma
Ms. Karishma Bhalla

Adhering to principles of good corporate governance

Non-Executive Chairman | Formal dividend policy in place | Internal audit performed by an external firm | Audit Committee comprises 75% Independent Directors | Whistle blower mechanism in place | Proactive on all disclosures to Stock Exchanges

TEAMING UP WITH IDEAS

Years of experience
Years of association with Xelpmoc

Sandipan Chattopadhyay
Founder, Managing Director and CEO

Technology, Strategy, Planning, Startup Development, New Initiatives

25 | 08

Srinivas Koora
Founder, Executive Director and CFO

Finance, Accounts, Investor Relations, Fund Raising, Tax Compliance

24 | 08

Jaison Jose
Founder and Executive Director

Human Resource Services, Business Development and Operations

18 | 06

Madhu Poomalil
Group President, Strategic Initiatives

Local and International Business Expansion

31 | 02

Srinivas Kollipara
Group President, Startup Ventures

Startup Opportunities and Scale

31 | 02

Vishal Chaddha
Chief Venture Partner

Product-Market Fit, GTM Strategy, Sales and Business Development, Alliances, Client Relations, and Government Relations

26 | 06

Ajay Pandey
CTO, Technology

Platform Development, Testing, Deployment, Maintenance, Data Science

20 | 04

Naushad Vali
Senior Tech Advisor

Solution and System Architecture, Algorithm Design

17 | 08

Sambit Mukherjee
VP, Data Science

Spatial Data Science, Analytics

11 | 06

OUR STRATEGIC FRAMEWORK

At Xelp, we put our strategies into action based on four foundational pillars that drive value for our clients' businesses, foster innovation, and optimise efficiencies. Our approach is deeply rooted in our core ethos of empowering businesses with the necessary tools and resources, paving the way for lasting and sustainable growth.

Reaching out to diverse sectors

With the trust of our existing clientele, we capitalise on repeat business and cross-selling opportunities. We are also actively engaging with businesses and authorities globally, including the Middle East, North Africa, Asia-Pacific, and the United States of America, to expand our reach. Our commitment to enhancing technical capabilities in AI, Deep Learning, and Data Science fuels our push to acquire new businesses.

Excellence in technology

At Xelp, our focus lies on leveraging Artificial Intelligence (AI) and Machine Learning (ML) to enhance our Natural Language Processing and Data Analytics capabilities. As Technology and Consulting Partners, we utilise our technological expertise to create valuable solutions from our clients' data.

To achieve this, we follow a comprehensive process:

1. Understand and internalise our client's problem statement
2. Analyse data sets to identify statistical trends
3. Design tailored solutions to address specific challenges
4. Utilise Machine Learning Models derived from well-identified data collection points

Onboarding nascent startups in high-potential sectors

We support early-stage startups, enabling them to achieve scale and success. By providing equity funding and partnering with Founders, we help these businesses operationalise their plans effectively. To date, we have assisted 20+ startups with high growth potential, focussing on emerging sectors like EdTech, social networking, FinTech, and digital outdoor marketing.

Improving operational performance

At Xelp, we continuously strive to enhance our operational capabilities and achieve optimal economies of scale. We have confidence in our project implementation capacities, backed by a robust project pipeline, which enables us to aim for sustainable profitability.

To bolster our capabilities, we are also committed to:

- Centralising our operating modules to leverage rich experience and deliver solutions efficiently
- Utilising robust management utilities for better project planning and implementation
- Ensuring higher standardisation and improved product quality and delivery through detailed documentation and process upgrades

OUR UNIQUE STRATEGIC PROPOSITION

In a diverse marketplace, we recognise the importance of standing out. Every aspect of our approach is tailored to distinguish ourselves, from the design of our offerings to our interactions with clients and the structure of our organisation. This enables us to deliver truly unique and bespoke solutions, setting us apart from the competition.

An unmatched client servicing model

Our success is derived from the unwavering trust our select clients place in us, owing to the exceptional services we provide. Through our comprehensive suite of services and world-class professionals across various verticals, we empower our clients to address their specific needs.

By forging strong and lasting connections with our clients, we establish a solid foundation of respect and support between our team members and them. This personal touch sets us apart from our competitors and enables us to truly understand and cater to our clients' requirements, providing them with an unparalleled experience.

Integrated technological solutions and support

At Xelp, our data science expertise, query optimisation, and rapid iteration services empower us to provide integrated turnkey technological solutions, products, and services. Our technological offerings are continuously fine-tuned to cater to our customers' evolving needs, ensuring optimal efficiency in our processes.

These streamlined operations enable us to extend our reach to an expanding customer base, allowing us to diversify and expand our range of offerings. By seamlessly integrating our capabilities, we strive to be at the forefront of technological innovation, delivering comprehensive solutions to meet the demands of an ever-growing market.

Harnessing domain expertise

Our access to a network of domain area experts empowers us to offer our clients highly efficient solutions while capitalising on strategic opportunities. By leveraging their expertise, we navigate challenges across diverse sectors such as financial services, retail, media and entertainment, and business services.

Their valuable contributions enable us to build a repository of knowledge and applications, enhancing our capabilities to deliver innovative solutions tailored to our clients' specific needs. Through this collaborative approach, we ensure that our clients benefit from cutting-edge insights and industry-leading practices.

Dynamic leadership at {Xelp}

Xelp boasts a robust top management comprising diverse expertise from various sectors and specialisations. This diversity ensures that the organisation is not only well-rounded but also leverages the individual strengths of its leadership to nurture and develop in-house talent.

Fostering a culture of entrepreneurship, innovation, and teamwork, we consistently deliver excellent solutions to our clients. Additionally, this collaborative environment enables us to identify and cultivate the next generation of potential leaders, ensuring a continuous cycle of talent development and driving our company's long-term success.

A CANDID CONVERSATION WITH THE FOUNDER

Sandipan Chattopadhyay
Founder, Managing Director and CEO

Q. What has changed in the past one year in terms of management focus?

A. A lot of management bandwidth has been added in the past year, and the leadership team now essentially has several focus areas. As a result, we can concentrate on various tasks considerably better than we did previously. Several of our offerings are at various stages of development. As a result, as our startups become older, we play a smaller role because by that point they have established their teams, however our role is still active in terms of expanding their market access, developing new solutions, and assisting in later stage funding rounds. While we are engaged in all of them, it is the services and product segment—where we can make the most of our time as a company—that keep us busier.

Q. How has your product portfolio progressed during the current year?

A. One component of our offerings, X-Pand has been largely productized and is now available in a format that can be used to interact with databases.

The general UI/UX and query patterns for this product have been finalised. For the most part, that has been upgraded and developed into a product that can be purchased off the shelf as-is. The front end and the query components have been standardised, and that is the first product we will launch. The back end integration into databases will be customised as per user requirements. Hence, even though our target market is a bit sluggish right now, we are planning to bring this as the first product from our stable to gradually introduce to the market.

X-Pand

One component of our offerings, X-Pand has been largely productized and is now available in a format that can be used to interact with databases.

Q. You recently announced that Xelpmoc will be focusing its management bandwidth and resources on the product and services aspect. So whether this is just a force change or is it going to be a long-term sustaining strategy of putting in more resources in terms of manpower and finances in terms of our own products and services?

A. Yes, It is a force change in timing terms. We had earlier envisaged that at least the first seven to eight years of our existence on the public market, we definitely wanted to make sure that we prioritised value growth over profit growth.

However, in light of the changing circumstances, we believe it is wise to move forward with our plans to sharpen our attention on the products and services. Shareholders would have noticed that we had already begun to gradually transition towards the services and product idea.

As stated earlier, we had dual focus in FY23 as the year was a time of gradual transition. In FY2024, our focus on services and products is on steroids.

We believe that this is an area that needs much, much greater attention right now. The majority of the management and other staff are currently concentrated on the services.

Q. What is your approach in the startup segment going forward?

A. The startups which we have already onboarded and on whom we have already initiated work, we will continue to work with them. In terms of new startups, we will be looking at onboarding them on a selective basis only if they look very attractive. These will be primarily late stage startups so that we are able to bill them in line with our target margins. These will be startups who have either already done some amount of prototyping, or have some revenue visibility.

We have tons of expertise and experience in the startup segment, and we will be leveraging the same in order to work with these late startups. We would definitely be modifying our engagement with start-ups so that our exposure is minimized and at the same time, sustainable for us. That said, the startup segment is being serviced by a specialized staff pool who are domain experts in that segment, hence the engagement would be a win-win for both Xelpmoc as well as the startups.

Q. What is more important to Xelpmoc? Is it the quality of the idea or the quality of entrepreneur?

A. I will be forthright in saying, they are identical to us. The idea's quality can signify a number of things. Sectoral, sanctity, growth potential, and all of these things are undoubtedly independent of entrepreneurs, but when it comes to us, the entrepreneur is a prime mover. See, unlike other people have explained this before, we have some hypothesis. We have ideas for the only places in which we are considering doing business. We basically endeavor to keep to our research and hypothesis until anything is strikingly astonishing. Given that we already have that foundation, the entrepreneur is the prime purpose for us to forge ahead.

Q. What do you perceive in an entrepreneur when you select his Company for investing?

A. I believe that persistence and subject matter intuition are the two factors we focus on the most, yet it's a really subjective concept. A lot of it has to do with chemistry—the way the Xelpmoc senior management team feel when we first meet him, our ability to get along with them, and that gut sense. There is a process, so to speak, but I'm afraid we can't use a questionnaire-based, or a marksheet-based approach to these situations.

> "We have tons of expertise and experience in the startup segment, and we will be leveraging the same in order to work with these late startups. We would definitely be modifying our engagement with start-ups so that our exposure is minimized and at the same time, sustainable for us.

Q. What is the update on your edutainment subsidiary, Signal?

A. Signal's content business is essentially becoming self-sufficient. It is, in my opinion, operating reasonably well and performing well financially.

The main product, being created in Signal, the parent company, we are planning to put it into beta for an additional two to three months for conducting field testing. The product quality is the main marketing aspect and we are working on it before doing any heavy publicity and promotion.

Q. What is Mayaverse's objective? How is it progressing?

Mayaverse's essential objective is to be a content-first approach to virtual reality or Metaverse, primarily through the deployment of not just one game but a variety of games that run on a shared storyboard element and are inspired by South Asian mythology.

The work on Mayaverse, has already been taking place in a stealth mode. We are looking at the initial draughts of the planning, storyboarding, and other clearly completed components being completed shortly. We should be ready to deploy it in the coming quarters.

Mayaverse

Mayaverse's essential objective is to be a content-first approach to virtual reality

Q. So where do you see as a promoter, Xelp reaching in the next three to five years in the long term?

A. I do see three things occurring in the next 3 to 5 years. We have some winners and some exits from the 1st batch of companies , and we have identified our next batch of winners from the group of companies we have onboarded recently. However, we will be very selective in onboarding new startups, only if they have some revenue visibility.

And on the other two fronts, the first is that our services business, which we began in Q1FY23, should follow an automated approach and grow naturally in a self-sustained manner.

And we do hope that the product line will start to kick in FY24; when it should be starting to pay off, and we'll start seeing revenues pouring in from all three streams.

We do believe that in the medium term, we should have produced some high-quality products, therefore that is what we aim to do. At that point, we should have a services company that would eventually become an independent entity.

We believe that we will stay on the cutting edge of innovation when it comes to assisting the start-up ecosystem and that we will find the right catalyst to help innovation spread throughout corporate, governmental, and start-up sectors.

Sandipan Chattopadhyay
Founder, Managing Director and CEO

CFO MESSAGE TO SHAREHOLDERS

Dear Shareholders,

It is my privilege to reach out and share with you the financial highlights for the financial year 2022-2023.

This year, the startup space witnessed some headwinds owing to the funding slowdown in the emerging technologies sector. In this challenging environment, we revised our strategy, and are focussing more on the corporate segment. With a renewed focus, we are targeting to become profitable ahead.

₹147.4 mn

Revenue from operations in FY23, up 83% from last year

In FY23, our revenue from operations stood at ₹ 147.4 million, up 83% from last year. This was due to our focus on diversifying revenue streams from the corporate and government segment, in addition to the startup segment. Our engagement with startups, corporates, and governments contributed 34%, 39%, and 27% respectively of the FY23 revenues. The Operating EBITDA adjusted for ESOP was ₹ (85.2) million in comparison to the ₹ (63.9) million last year.

Our net loss was ₹ 160.4 million as against ₹ 128.3 million in FY22, partly due to ESOP expenditure of ₹ 74.3 million and increased depreciation and amortization. The depreciation and amortization increase was due to increasing fixed assets and right-of-use of assets.

We have served 59 clients to date. Our team size is about 115, including employees, interns, and consultants as compared to 91 in FY22.

The fair value of our investments in our portfolio companies stood at about ₹ 404.2 million as on 31st March 2023 in comparison with ₹ 623.6 million as on 31st March 2022. The slump in fundraising activity affected some of our portfolio companies at the fundraising stage. They were forced to delay their growth plans due to the said funding slowdown. Currently, they are operating at a significantly reduced scale or are considering other alternatives, including strategic sale.

Rype Fintech, which is known by the brand Slate.ac is at an advanced stage of sale of its product portfolio to another entity.

Pencil, known as One Point Six Technologies, is still burning marginal cash. It is in advanced talks for a merger; post which they will do a fund raise, even excluding the proposed merger, the founders are confident of self-sustainability by the end of this financial year.

As of now, the startup ecosystem is seeing significant pain and hence we are looking at scaling up Xelpmoc's own products and services.

We have served 59 clients to date. Our team size is about 115, including employees, interns, and consultants as compared to 91 in FY22.

Going forward, we are targeting higher revenue generation from corporates and focusing on data science, artificial intelligence, and machine learning. We will be looking at only onboarding startups on a selective basis if they look very attractive. These will be primarily late stage startups, having some revenue visibility.

Currently, we are working towards reaching EBITDA positive at the earliest, based on our focus on the corporate and services segment. I thank you for your support and look forward to your continued association in the years to come.

Srinivas Koora
Founder, Executive Director and CFO

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy[1]

In FY22-23, the world began rebounding to pre-pandemic levels of economic growth. However, economic disruptions including increasing commodity and fuel prices, Russia's occupation of Ukraine, and elevated debt levels hindered the pace of recovery. The downfall of major banks Silicon Valley Bank and Silvergate Bank in the United States and Credit Suisse in Europe in early 2023 impacted global financial markets by increasing volatility and decreasing risk appetite for emerging market assets.

Despite the headwinds, economic activity is expected to improve as the Chinese economy reopens and inflation is gradually controlled through strict monetary policies imposed by central banks globally.

In the current economic scenario, the IMF (International Monetary Fund) anticipates global growth to decrease from 3.4% in 2022 to 2.8% in 2023 , however it is expected to increase to reach 3.0% in 2024. Inflation worldwide is expected to decline from 8.7% in 2022 to 7.0% in 2023 and settle at 4.9% in 2024.

Indian Economy[2]

For three years consecutively, the Indian economy has led as the fastest growing major economy globally, owing to a strong and diversified technology ecosystem. The backbone of this thriving ecosystem includes a varied and inclusive modern skilled talent pool with strong entrepreneurial inclination, responsible & ethical technology & administration founded on trust, dedication to Environmental, Social & Governance (ESG) goals, and Corporate Social Responsibility (CSR).

India's industrial base is becoming more robust owing to the presence of the biggest and youngest workforce amongst major economies, a stable government developing a favourable business environment and infrastructure through reforms and regulations, along with cost competitiveness and efficiency.

Additionally, India has developed and implemented an unparalleled digital infrastructure including Aadhar, UPI (Unified Payments Interface), and ONDC (Open Network for Digital Commerce). Furthermore, government initiatives including PM GatiShakti - National Master Plan for Multi-modal Connectivity, National Logistics Policy, production-linked incentive schemes to bolster manufacturing output, and increasing renewable energy capabilities are promoting economic development.

With the de-dollarization of global trade, several countries have expressed their intent to facilitate international trade in INR. Reserve Bank of India (RBI) has approved the opening of special rupee vostro accounts in over 18 countries including Russia and Sri Lanka. This development strengthens the Indian rupee as an international currency and shows global confidence in India's development.

Despite the global banking stress likely to cause short term outflow of capital, adding to devaluation pressures on the Indian rupee, the country is poised for growth. As per the Economic Survey of India, India is likely to witness a GDP (Gross Domestic Product) growth of 6.0% to 6.8% in 2023-24. Growth is likely to be robust in FY24 due to substantial credit disbursement.

To battle external macro challenges, Indian banks are adequately capitalized. Interest rate hikes have been mild in comparison to advanced nations, hence the impact of policy tightening on bank balance sheets has been comparatively minor. India is on track for growth despite the disruptions.

[1]World Economic Outlook April 2023- IMF
[2]First Post, Press Information Bureau, India Development Update, Spring 2023 – The World Bank, Nasscom- Technology Sector in India Strategic Review

INFORMATION TECHNOLOGY INDUSTRY

Global IT Spend - Past and Future[3]

The US banking sector crisis destabilized the financial and technology industries globally. While the exposure was restricted, tech companies may encounter new concerns and close examination from stakeholders and prospective customers.

This year, the software industry is expected to grow by double digits as businesses prioritize expenditure to gain a competitive advantage through higher efficiency, automation, and other software-driven transformation efforts.

A healthy rise in IT expenditure is forecasted despite several countries expected to have near-flat GDP growth and high inflation in 2023. As per the April 2023 Gartner forecast, global IT spending would reach USD 4.6 trillion in 2023, a 5.5% rise from USD 4.4 trillion in 2022. The IT services category will keep expanding through 2024, fuelled by the infrastructure-as-a-service industry, which is expected to grow over 30% in 2023.

Worldwide IT Spending Forecast (millions of U.S. Dollars)[4]

	2022		2023		2024	
	Spending	Growth (%)	Spending	Growth (%)	Spending	Growth (%)
Data Center Systems	216,095	13.7	224,123	3.7	237,790	6.1
Devices	717,048	-10.7	684,342	-4.6	759,331	11.0
Software	793,839	8.8	891,386	12.3	1,007,769	13.1
IT Services	1,250,224	3.5	1,364,106	9.1	1,502,759	10.2
Communications Services	1,424,603	-1.8	1,479,671	3.9	1,536,156	3.8
OVERALL IT	**4,401,809**	**0.5**	**4,643,628**	**5.5**	**5,043,805**	**8.6**

Indian IT Spend - Past and Future[5]

Despite rising global prices and a weakening currency, Indian enterprises are increasing investment in key information technology categories. Global disruptions encouraged technology adoption as businesses see the long-term benefits of becoming digital. Individual companies' expenditure environments may vary based on the maturity degree of the digital organization, but overall technology spending will continue to rise in 2023.

According to NASSCOM, India's technology sector including hardware is expected to generate USD 245 billion in revenue in FY23 (8.4% YoY growth), an increase of USD 19 billion over the previous year. With exports currently at a USD 194 billion level, growth is anticipated to be 9.4% in reported currency terms and 11.4% in constant currency terms. The domestic technology sector is anticipated to hit USD 51 billion, increasing at 4.9% YoY. The domestic technology revenues are forecasted to increase by 13% YoY in rupee terms on the back of ongoing investments by businesses and the government.

[3]Gartner | [4]Gartner | [5]Gartner, Nasscom

EMERGING TRENDS IN INFORMATION TECHNOLOGY INDUSTRY

A. Artificial Intelligence[6]

During the COVID-19 pandemic, the artificial intelligence market expanded owing to its applications in addressing pandemic-related difficulties to delivering efficient and trustworthy models for improved outcomes. Drug discovery is another application of AI technology. Retail, e-commerce, logistics, and transportation, in addition to healthcare, have been early users of the technology.

AI technology is gaining traction among organizations of all scales and governments worldwide due to its expanding usage and simple deployment techniques. Moreover, developments in deep learning and Artificial Neural Networks (ANN) have boosted the incorporation of AI in many industries, including aerospace, healthcare, manufacturing, and automotive. Furthermore, increased demand for vast amounts of data analysis and interpretation is driving up demand for artificial intelligence industrial solutions.

As per Fortune Business Insights, the AI market worldwide is projected to expand from USD 387.45 billion in 2022 to USD 1,394.30 billion by 2029, increasing at a CAGR of 20.1% during the same period.

[6]Fortune Business Insights
[7]Markets and Markets, Autodesk
[8]Forbes

AI application in leading industries including manufacturing, financial services, aerospace, and defence

1. Manufacturing[7]

It is expected that manufacturing industry will increasingly adopt AI for design, process enhancement, decreasing machine wear, and maximising energy usage. As per Markets and Markets, the international market for AI in manufacturing is anticipated to rise at a CAGR of 47.9%, from USD 2.3 billion in 2022 to USD 16.3 billion in 2027.

AI trends in manufacturing

Factory in a box

The factory in a box system permits a manufacturer to compare a part made in the present with a part made in the past. The manufacturer can check whether the product quality assurance is happening and assess the NDT (Non-destructive testing) for each process on the line. The feedback enables the producer to discover the parameters used to build those parts and then, from the sensor data, detect where there are defects.

Digital Twin

When problems arise during the fabrication process, they can be diagnosed and resolved with the help of a digital twin. A digital twin is a precise digital duplicate of the manufactured part, physical component, or machine tool. It's an accurate virtual depiction of the component and how it will behave in case a defect happens. AI is a prerequisite for the usage of a digital twin in the design and upkeep of manufacturing processes.

Predictive maintenance

Engineers can install pre-trained AI models in factory machines that use the accumulated knowledge of that tooling. The models can grasp new patterns of cause and effect revealed on-site to avoid issues based on data from the machines.

Quality inspection

Massive amounts of data are produced by quality inspection, making it suitable for machine learning. Additive manufacturing can provide up to a terabyte of data about the circumstances at the job site, how the machine manufactured the part, and any problems that were identified. Humans are unable to analyse such huge amounts of data, but AI systems are well equipped for the same.

2. Financial Services[8]

AI trends in financial services:

Cloud-Based Solutions

Banks are increasingly using cloud- based solutions to store, process, and analyse massive amounts of data, and also to increase scalability and lower costs. They may be able to learn more about consumer behaviour and market trends as a result.

Security is a key application area for cloud-based solutions in the financial services sector. Financial organisations can defend their systems and data from online threats by utilizing cloud-based security solutions.

Natural Language Processing (NLP) And Chatbots

The financial services sector is increasingly using NLP and chatbots to enhance customer service and automate repetitive activities. A chatbot, for instance, can be used to handle transactions, respond to inquiries, and even give account information. As per NASSCOM, chatbots are expected to reduce 30% of customer care expenses for banks.

ChatGPT is a natural language processing (NLP) model designed to produce text resembling human texts on a given input. ChatGPT and other comparable models are utilised in the financial services sector in several ways to enhance customer service, automate procedures, and derive insights from data.

Insights about the needs and sentiments of the target can be derived from unstructured data, like customer reviews or social media posts using NLP models like ChatGPT.

Fraud Detection and Prevention

In banks, fraud detection and prevention have been improved owing to AI and machine learning. Machine learning algorithms can use behavioural biometrics, such as fingerprint or facial recognition, to detect suspicious activity. They can also analyse transaction data to find patterns of fraudulent activity.

Data analytics is a significant use case for fraud detection and prevention in banks. To build a more accurate picture of a customer's behaviour, banks can use data analytics to integrate information from various sources, like transaction data, customer data, and third-party sources of data.

Banks can use real-time monitoring to spot unusual activity in transaction data to stop fraud before it starts. Instead of just catching fraud, real time surveillance can assist in preventing it from happening in the initial stage.

Predictive Analytics
Predictive analytics are used in the financial services industry to better target clients, make better lending and investing decisions, and spot potential threats.

Two key use cases for predictive analytics in the investment industry are the development of prediction models for algorithmic trading and the following millisecond execution of market-making decisions. These models frequently examine vast amounts of historical data as well as real-time market data to identify trends and predict future stock market moves.

Intelligent credit scoring and precautionary customer help are two other key use cases.

3. Aerospace[9]
AI facilitates the automation of manual procedures and helps limit human errors. Technologies including AI, machine learning, and computer vision, uncover new patterns and relationships in data. This helps with multiple operations such as route optimisation, asset utilisation, and fuel efficiency. Furthermore, AI solves complicated issues faster and better than humans. As a result, important decision-making during autonomous flight operations is aided by technology. AI also supports human pilots in creating an optimum environment that takes advantage of both manned and unmanned manoeuvrability.

AI trends in the aerospace industry:
Autonomous Machines & Processes
AI technologies aid in analysing data from multiple industries when variations in manufacturing processes arise. This enables them to address problems earlier, when it is simpler and economical, or even avoid them completely. Predictive maintenance can aid the aviation industry and aircraft manufacturers in saving costs in the future as lesser parts will be replaced or overhauled. Other airport procedures, like ground handling, loading, fuelling, cleaning, and aeroplane safety checks, can also be automated.

Air Traffic Management (ATM) & control
The growing benefits of AI in aviation extend to vital operations like air traffic control. Machine learning is not intended to take the role of human air traffic controllers. Instead, it seeks to automate repetitive, predictive operations to free up human personnel to focus on more difficult and critical duties. Data science and machine learning algorithms are used to promote collaborative measures with air traffic control teams, such as addressing climate change policies through better routing and lower fuel use.

MRO (Maintenance, Repair, and Operations) Services
In between flights, line maintenance companies perform small maintenance activities like routine and weekly checks and problem repairs. Wheels, brakes, and the majority of LRUs (line-replaceable units) on an aircraft can all be replaced by line MROs.

Line MRO can be made efficient by the integration of maintenance equipment with big data analytics, machine learning (ML), artificial intelligence (AI), and the Internet of Things (IoT). IoT-enabled devices correctly identify aircraft faults, allowing for prompt and efficient repairs and reducing aircraft downtime. With increased global air traffic because of low-cost airline travel, there is a growing demand for highly efficient flight safety mechanisms and security checks to ensure maximum passenger safety.

OEMs (Original Equipment Manufacturer) and international third-party MRO providers in the market have incorporated innovative predictive and preventative aviation maintenance technology to digitise and automate their airframe maintenance activities. This is to boost their overall maintenance efficiency. The usage of modern technologies such as AI and machine learning is anticipated to facilitate businesses in operating on an international scale while also lowering MRO costs.

AI in security[10]
As the internet economy expands, so does online crime. millions of attack opportunities are being created by the exponential growth in online and mobile interactions. Numerous interactions result in data breaches that put both people and businesses in danger. Thus, companies and organisations globally are spending heavily on cybersecurity to prevent cyberattacks. The market for artificial intelligence in security was estimated at USD 7.58 billion in 2021, and it is projected to hit USD 80.83 billion by 2030, rising at a CAGR of 30.1%.

AI trends in security:
Behavioural Analytics
AI can examine how people use technology to identify the typical actions of authorized users. AI can assist in differentiating between the behaviours of legitimate users and good bots (like search engine crawlers) and unauthorised users and harmful bots by analysing and establishing criteria for authorised network behaviour.

Natural Language Processing (NLP)
When applied to human communication, AI functions like behavioural analytics. While every person uses technology differently, there are some common patterns that bots find difficult to imitate. On the other hand, bots that imitate users may make errors that reveal their true nature as code. Natural Language Processing aims to identify dubious language usage and efficiently understand a human conversation.

Proactive Vulnerability Management
AI may be used to regularly scan networks for potential weak spots. Additionally, it can examine internal and external breach data to identify hacker patterns, then compare that data with questionable network activity to ascertain whether a breach has taken place.

Endpoint Protection
AI can monitor endpoint activity, reporting instances when unanticipated endpoints are introduced, users interact with endpoints in unanticipated ways, and other suspicious circumstances.

Risk Assessment
With the emergence of new cyber threats, AI may evaluate the security measures already in place at a company using data from outside sources to spot any potential weaknesses.

Automated Remediation
AI can determine appropriate remedies in addition to detecting a security breach in action.

AI in CRM (Customer Relationship Management)[11]
AI-based CRM, also known as Artificial Intelligence-based CRM, automates and optimises different areas of customer relationship management by utilising cutting-edge technology including machine learning, natural language processing, computer vision, and speech recognition. By tackling human-related issues in CRM deployment, artificial intelligence can significantly boost CRM productivity.

More Accurate Customer Insights
AI offers a thorough picture of a customer's involvement with a company by tracking and measuring interactions across numerous channels, such as a website, email, and social media. Additionally, AI gives the user the ability to examine the tone and sentiment of customer reviews, thus allowing the user a deeper comprehension of their sentiments and levels of satisfaction. One may use these insights to inform data-driven decisions that will improve products and services while also improving the client experience. Clients can make informed decisions and adjust their plans as necessary with the help of AI-powered reports and dashboards, which also give users real-time visibility into important data and trends.

[9]Grandview research, Start-Us Insights, Mind Titan | [10]Verified Research Market, Online cyber security, McKinsey | [11]One AI

Computerised Decision-Making
Lead generation, qualifying, and nurturing chores can all be automated using AI, and it can also suggest the optimal offers and actions for each customer based on their profile and past behaviour. AI can also enhance B2C (Business to Consumer) connections by enabling companies to offer 24/7, individualised customer assistance via chatbots or virtual assistants. Additionally, AI can assist in the gathering and analysis of customer feedback to enhance goods and services, as well as the delivery of personalised messages and offers to customers based on their interests and behaviour.

Enhanced Productivity and Efficiency
AI-powered CRM systems let one concentrate on more strategic duties and procedures that promote growth by automating time-consuming and error-prone chores and processes. Similar to this, AI can improve marketing initiatives by automating and optimising email, social media, and content marketing efforts. Organisations can deliver smooth, round-the-clock customer assistance with the help of AI-powered chatbots and virtual assistants, freeing up priceless resources and raising client satisfaction.

Better Customer Experience
AI has the potential to radically enhance a user's experience strategy by facilitating hyper-relevant and personalised interactions with the owner's company. With the help of AI-powered CRM systems, one can make use of enormous volumes of customer data to send tailored messages and promotions that appeal to the distinct interests and behaviours of each client. Furthermore, chatbots and virtual assistants powered by AI can deliver seamless round-the-clock customer service, improving the overall customer experience while concurrently cutting operational costs. Customer input can be analysed and gathered by AI, which offers insightful data that can guide the development of new products and services.

Enhanced Lead Scoring
Companies may precisely give scores to each lead based on how likely they are to convert into customers with AI-powered CRM solutions. AI algorithms may examine a wide range of variables, including demographics, behaviour, levels of engagement, past purchases, and more, that affect lead conversion. Businesses may prioritise the leads based on their scores by using this data-driven strategy, allowing business owners to concentrate on the most qualified leads and increase their chances of success.

Effortless Sales Procedures
By automating tasks and offering help through the sales funnel, leveraging AI may expedite sales processes. Businesses may effectively create leads from many sources, such as website visitors or social media followers, with the help of AI-powered CRM solutions. To help sales teams focus their efforts, AI may also qualify leads depending on how well they fit with a company's goods or services. AI may also nurture leads by providing pertinent information or offers based on where customers are in the sales funnel, which improves the likelihood of a conversion. AI can also send notifications or reminders to follow up with leads, keeping them interested and advancing the sales process.

Improved Marketing Initiatives
By offering data-driven insights and suggestions, AI may revolutionize a firm's marketing campaigns. AI-powered CRM systems may segment the audience based on their behaviour and traits by analysing customer data. This enables a business owner to tailor offers or content for each group depending on their unique requirements and interests. AI can also improve marketing initiatives by figuring out the best timing, frequency, and channels.

B. Machine Learning[12]

Machine learning (ML) teaches computers to learn from data and to grow with experience over being explicitly programmed to do so. In machine learning, algorithms are programmed to sift through massive amounts of data for patterns and correlations before choosing what to do with the information and making predictions. Applications that use machine learning get better over time and become more precise as they access additional information.

The international machine learning market is estimated to grow at a CAGR of 38.8% from USD 21.17 billion in 2022 to USD 209.91 billion by 2029.

Machine Learning – Current usage and some key recent developments[13]
Machine learning has drastically changed the technological landscape, and its effects can be seen in a wide range of fields and applications. Some key developments include:

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Explainable AI
The process of creating machine learning models that can communicate the decisions they make is known as explainable AI (XAI). This is significant because it can be tricky for humans to comprehend how and why a machine learning model arrived at a given choice. After all, many machine learning models, such as deep neural networks, can be challenging to interpret.

XAI has a large potential influence on numerous sectors and applications. For instance, in the healthcare industry, XAI could assist doctors in deciphering complex medical data to better diagnose and treat patients. Additionally, XAI might assist financial institutions in detecting fraud and improving risk management in the industry. And lastly, XAI could help lawyers analyse case law and legal papers, enabling them to make more informed and precise conclusions.

New approaches to understanding how machine learning models make decisions have been the subject of recent XAI innovations. For example, scientists have created methods like layer-wise relevance propagation (LRP), which makes it possible to see which elements in a data collection are most crucial for a certain choice.

Federated Learning
Federated Learning is a decentralised Machine Learning technique that enables numerous devices or entities to jointly train a machine learning model without exchanging raw data. Here, only the model updates are transmitted to a centralised server; each device or entity trains a local model on its data. The updated model is then transmitted back to the devices or entities for additional training after being aggregated by the central server and created. This method offers a means of creating machine learning models without jeopardising the confidentiality of the data.

[12]SAP, Fortune Business Insights | [13]DZone

For instance, Federated Learning might be used in the healthcare industry to train Machine Learning models on confidential medical data without invading patient privacy. Without disclosing client information to outside parties, Federated Learning can potentially be utilised in the finance industry to develop fraud detection models. It may aid smart devices in the IoT sector to learn from one another and gradually enhance their capabilities.

Reinforcement Learning (RL)
An artificial agent can learn from its surroundings by acting and getting feedback in the form of rewards or penalties using the reinforcement learning machine learning approach. The agent gradually learns to maximise its cumulative reward by choosing actions that provide the most advantageous results. Numerous applications, including robotics, gaming, and recommendation systems, have successfully used Reinforcement Learning.

Reinforced learning can help robots to learn from their surroundings and gradually improve their performance. It can be applied in gaming to teach bots how to play games at a professional level. RL can assist personalize information and increase user engagement in recommendation systems.

Recent developments in reinforcement learning have concentrated on increasing its efficiency and scalability. To handle more complicated settings and activities, other techniques have been developed, including multi-agent RL and deep RL.

With the ability to create more intelligent and adaptive systems that can function in real-world circumstances, these developments are expected to influence the direction of machine learning in the future.

Automated Machine Learning (AutoML)
Automated Machine Learning is the process of automating the steps necessary to create machine learning models, including data pre-processing, feature selection, model selection, and hyperparameter tuning. The goal of AutoML is to lessen the time and knowledge needed to create precise machine-learning models.

AutoML is crucial because it opens machine learning to a wider audience, including individuals who lack specialised data science or machine learning experience. By automating time-consuming and repetitive procedures, AutoML can speed innovation by freeing up data scientists to work on more challenging and innovative projects.

AutoML can assist in creating precise predictive models for the detection and treatment of diseases in the healthcare industry. Building models for credit risk evaluation and fraud detection in the financial industry can be done using AutoML. In the retail industry, it can contribute in optimising supply and inventory management.

Human in the Loop Machine Learning
Machine learning systems that incorporate humans in the training, judging, and refining of the model are "human in the loop" (HILML) systems.

Human input can take a variety of forms, including data labelling, prediction verification, and comment on the model's results. The drawbacks of entirely automated machine learning systems, such as bias, inaccuracy, and lack of interpretability, are addressed by HILML. Additionally, HILML ensures that the model learns from varied data sources, is transparent and explainable, and satisfies the desired objectives and ethical standards.

HILML can help in the diagnosis, treatment, and medication discovery processes in the healthcare industry, as well as in the financial sector's fraud detection and risk management. It can improve the security and efficiency of autonomous vehicles in transportation, and it can support threat detection and response in security.

Recent developments in HILML include the creation of new tools and algorithms for better human-machine collaboration, including human-guided search, interactive visualisation, and active learning. Integration of HILML with other technologies, such as robotics, computer vision, and natural language processing, to produce more intelligent and adaptive systems is another area of development.

GPT-3 & Language Models
GPT-3 is a new language model which can produce AI-authored content that is virtually identical to material written by humans, including sentences, paragraphs, articles, short novels, conversations, lyrics, and more.

OpenAI created the GPT-3 (Generative Pre-trained Transformer 3) language model, which uses deep learning methods to produce text like a person. AI models with the ability to comprehend, produce, and modify human language are language models. Natural language processing, chatbots, content production, translation, and education are just a few of the industries and applications they could have an impact on.

The performance levels that GPT-3 and language models have attained in recent years in tasks like language translation, question-answering, and text production are outstanding. GPT 3 can produce text that is coherent and contextually relevant with little to no human oversight. New applications of GPT-3 like virtual assistants, content development, and creative expression, can be adopted.

Language models still have room for improvement and innovation, such as enhancing their interpretability, resistance to adversarial attacks, and capacity for multimodal inputs. Recent advances in language models include the creation of more compact and effective models that can be trained and used on a smaller scale, like GPT-Neo and GPT-J. Other innovations include combining language models with other AI technologies, like speech recognition and computer vision, to produce more sophisticated and intelligent systems.

C. Metaverse[14]

A network of shared virtual worlds is referred to as the Metaverse. End users can engage in a robust virtual economy and feel socially present and spatially aware in a 3D virtual environment.

By 2030, the metaverse will provide a business opportunity worth close to USD 750 billion. Various businesses are hopping on the metaverse bandwagon to reach new markets. Popular consumer brands like Sony, Walmart, Gucci, Ralph Lauren, Nike, Adidas, P&G, and Home Depot have been quick to adopt the metaverse.

The creation of Web 3.0—the next-generation web interface or a computing environment present in three dimensions, supports smart connected devices, and can be accessed through an AR/VR interface—will accelerate the adoption of the metaverse.

According to Statista, the worldwide metaverse market was valued at USD 65.5 billion in 2022. This is projected to increase to USD 82.0 billion in 2023 and then expand to USD 936.6 billion by 2030.

Metaverse – Current Usage & Key Developments[15]

Some examples of applications of the Metaverse are as follows:

Shopping

The sale of virtual products is the main way that retail drives the virtual economy. In the metaverse, Benetton has opened a virtual store where customers could play games and collect QR codes that could be used to make purchases in actual stores. The company gave the same look and feel to its Corso Vittorio Emanuele store as its virtual counterpart thus enabling customers an identical and seamless experience.

Shoppers can feel secure in their virtual purchases due to the metaverse. Customers can receive a highly customised experience from brands. Gucci and Roblox worked together to produce Gucci Garden, the online equivalent of the actual exhibition in Florence, Italy. For their virtual avatars to wear in the game, players were able to buy digital Gucci things.

Education

Students have access to engaging learning options in virtual classrooms, including simulations, chemical discoveries, and roleplaying in a secure setting. For instance, in Northern Illinois, students and teachers were challenged by 3DBear to utilise augmented reality to rescue a trapped astronaut as part of a gamified experience. Students created 3D objects using the app's built-in object tools to colonise Mars.

Medicine

By facilitating telemedicine consultations and learning, via anatomical holograms, and practicing breastfeeding techniques, the metaverse will play a crucial role in healthcare and improve patient outcomes.

Interior Design

Builders and architects will find the metaverse to be the perfect tool for displaying a building's virtual model and floor plans, monitoring construction progress, and letting clients view interior designs.

Metaverse Expected Usage[16]

Digital Humans

Digital twins, digital avatars, humanoid robots, and conversational user interfaces are examples of interactive, AI-led models of digital humans that have some traits, personality, knowledge, and mindset of real people. They can comprehend speech, body language, and pictures as well as produce their own speech, tone, and body language.

For customer care, support, sales, and other interactions with present and potential consumers within metaverse environments, companies currently aim to engage digital humans as identified digital agents. According to Gartner, by 2027, the majority of B2C enterprise CMOs (Chief Marketing Officers) will have a budget set aside just for digital people in metaverse experiences.

Virtual World

A virtual space is a setting created by a computer for individuals to interact with one another through holograms or personal avatars. Virtual environments allow users to communicate and immerse themselves in the environment using all of their senses. For instance, they can be utilised to expand reach to clients who are unable or unwilling to participate in in-person engagements, offer fresh alternatives to travel, or facilitate staff collaboration.

By 2025, 10% of employees, up from 1% in 2022, will regularly use virtual workspaces for tasks like sales, onboarding, and remote teams.

Gaming

For a long time, the gaming business particularly video games, has been at the forefront of experience and technological innovation. The metaverse will produce experiences for both entertainment and training simulations by utilising gaming technology, techniques, development tools, and even game theory. Businesses will use gaming experiences, technologies, and storytelling to train employees and simulate job duties.

As per Gartner, the influence of Metaverse technology is expected to expand the market for serious games by 25% till 2025.

Linked Encounters

Within a virtual environment, a group of people connect through a shared experience. There will be more opportunities to meet, cooperate, interact, participate, and further share experiences across applications, consumer events, and services due to the metaverse, which will remove shared experiences from compartmentalised immersive applications. This democratic of immersive experiences will further accelerate metaverse adoption.

According to Gartner, 10% of public events (such as sports and performing arts) will allow participation in the metaverse by 2028, accelerating the development of industry-specific metaverse shared experiences.

Tokenised Assets

For content producers, tokenized assets present fresh business opportunities. Most tokenized assets in metaverse experiences will employ Non-Fungible Token technologies (NFTs). NFTs support innovative economic models, such as those in which content producers always keep the lion's share of the money generated by the sales of their creations. The additional features and functions made possible by the metaverse will spark new ideas for how to buy physical (real-world) items as well as how to compete with and make money from virtual goods and services. According to Gartner, 25% of retail businesses with an online presence will have finished at least one Proof of Concept (POC) for tokenized assets leveraging metaverse technology by the year 2027.

Spatial Computing

To digitally improve physical areas, spatial computing integrates physical and digital things. By surfacing relevant, previously "unseen" digital information and material that is connected to people, places, and things, organisations can make better use of their physical and digital assets. For instance, digital material can complement real-world artifacts or settings by adding more product or object information or digitally colouring ancient statues.

[14]Statista, Frost and Sullivan | [15]Frost and Sullivan | [16]Gartner

BUSINESS OVERVIEW

Xelpmoc Design and Tech Limited offers technical and expert consulting services to corporates, startups and the government. We are adept at developing next-generation Artificial Intelligence and Machine Learning technology and specialise in Natural Language Processing and Data Analytics.

The company collaborates as a Technology Partner and Consultant, working with multiple clients across the spectrum, such as governments, businesses, individuals, and start-ups, and helping them optimise their data.

Our subsidiary companies are Xelpmoc Design and Tech UK Limited and Signal Analytics Private Limited.

FY23 Financial Performance Snapshot

The total operating revenue in FY23 was ₹ 147.4 million as compared to ₹ 80.5 million in FY22. EBITDA loss for the year stood at ₹ 85.2 million, compared to ₹ 63.9 million in FY22. And our net loss was ₹ 160.4 million as against ₹ 128.3 million in FY22.

The fair value of our investments in portfolio companies stood at ~₹ 404.2 million as on 31st March 2023 as compared to ₹ 623.6 million on 31st March 2022.

Xelpmoc has served 59 clients in FY23 as compared to 53 clients in FY22. We have a strong and qualified team of 115 members.

During the year, we undertook new investments in Firstsense Technology Private Limited and Accelerated Learning Edutech Private Limited (ALEPL). We received a contract from the Madhya Pradesh State Tourism Development Corporation Ltd (MPSTDC) wherein we will provide design, development, and maintenance of online travel aggregator services under an SPV (Special Purpose Vehicle) structure for MPSTDC. Xelpmoc currently holds 43% of the SPV (Xperience India Private Limited), post subscription of shares.

Our wholly owned subsidiary, Signal Analytics Private Limited, undertook investment in Soultrax Studios Private Limited which is engaged in content creation. Signal now holds 54.57% in Soultrax.

Our Competitive Strengths

A) Comprehensive services and support

Our end-to-end technology-based products, services, and solutions include managed services, integration solutions, and technology platforms. Since our inception, we have added data science, query optimization, and swift iteration services to our list of offerings. We assist entrepreneurs in starting and building their enterprises as well as government bodies in modernizing their technical applications.

B) Accessibility to subject matter experts

We draw on the knowledge and expertise of our founders and senior management from a variety of industries, including financial services, retail, media, and entertainment. This is complemented by subject matter experts from various sectors sharing their expertise. We have established a network of independent subject matter experts who collaborate with us as consultants in a variety of industries. These experts advise our clients on the necessity of particular technology and data-driven services as well as our capacity to provide such services.

C) Organisation structure that enhances the client experience

Our business is organised around solution offerings. Clients have access to the full range of services we provide as well as the expertise within those service verticals, regardless of the location of the project. We concentrate on creating relationship-based interactions between our key staff and our clients to forge long-lasting customer relationships.
Our integrated platform of services enables us to keep development and maintenance expenses for our clients low because we can pool our resources and expertise to offer a variety of services to each customer.

D) Skilled management and an entrepreneurial approach

Our leadership team has held top management positions in reputed companies spanning across sectors, and they are instrumental in fostering an environment that values creativity, initiative, and cooperation within our company. We have also initiated people programs to discover and groom future leaders from within our organisation.

Our Growth Strategies

A) Partnering with corporates

We have recently completed projects for various corporates in the areas of fraudulent data identification, website, and app optimization, and supply chain management. We expect to leverage our successes and continue to engage with such clients for higher value-added projects.

B) Collaboration with like-minded, high-quality entrepreneurs

We act as a Technology co-founder for the startups that we partner with. We work with them to create and develop the technological features and capabilities of their products. We also help in reaching out to large enterprises for marketing their products as we expect that most of our startups can serve the needs of the next 2.5 billion of the global populace. We have had significant success stories in the past, and we anticipate collaborating with more of such like-minded entrepreneurs going forward.

C) Expand our domain expertise and improve our technology capabilities

We continually make investments in data science, deep learning, and AI. By identifying businesses with significant growth potential and hiring people in those fields who can add value to our products and solutions and help us establish credibility in the market, we intend to strengthen our domain expertise and technological capabilities.

D) Enhance our business into new markets

We expanded our business by incorporating our wholly owned UK subsidiary. We have already started working on a few UK based projects. Further, we are in the process of expanding our senior management team in the UK to accelerate our business. We have a presence in Singapore which is focused on African and Latin American markets. All our international locations are poised to enter the next leg of growth in the future.

Outlook

We will be focusing more on our core strength of data science, Artificial Intelligence and Machine Learning. We are looking to scale up Xelpmoc's own services and products in order to service corporates. We have a diversified portfolio of startup companies in our portfolio. Even though our startups have lean operations from the incorporation stage, however, given that they have recently started revenue generation, they are still burning cash. Therefore, unless they raise cash in the near term, they may find it difficult to sustain their current operations. Hence, On the startup front, we are adopting a cautious approach and will onboard new startups only if we find them lucrative with significant potential.

Financial Performance

(₹ in '000)

Particulars	Standalone		Increase/ (Decrease) %	Consolidated		Increase/ (Decrease) %
	FY23	FY22		FY23	FY22	
Net Sales	1,34,192.99	80,548.23	66.6%	1,47,420.60	80,548.23	83.0%
Other Income	15,381.21	12,067.66	27.5%	16,663.89	12,676.06	31.5%
Finance Cost	2,537.92	-	NA	2,537.92	-	NA
Profit before Tax	(1,41,458.35)	(1,34,927.61)	NA	(1,64,420.94)	(1,34,590.56)	NA
Profit after tax	(1,37,471.00)	(1,28,580.48)	NA	(1,60,378.83)	(1,28,343.22)	NA
EPS - Basic (in ₹)	(9.48)	(9.08)	NA	(11.05)	(9.07)	NA
EPS - Diluted (in ₹)	(9.23)	(8.82)	NA	(10.76)	(8.80)	NA

Key Financial Ratios

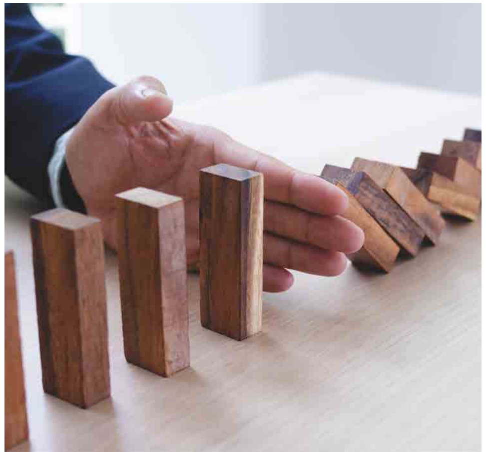
Particulars	FY23	FY22	Variance
Debtors Turnover Days[1]	70.40	106.13	(34%)
Current Ratio[2]	6.35	16.94	(63%)
Interest Coverage Ratio[3]	(56.51)	NA	100%
Debt to Equity Ratio	NA	NA	NA
Operating Profit Margin %[4]	(100.21%)	(144.37%)	(31%)
Net Profit Margin %[5]	(97.74%)	(137.67%)	(29%)
Return on Net Worth[6]	(37.14%)	(22.30%)	67%

Reason:

1. Mainly due to increase in revenue during the year
2. Decrease due to utilisation of preferential allotment funds for working capital purpose.
3. Relates to Interest cost on lease liability
4. Majorly due to increase in Salary & other expenses
5. Majorly due to increase in Salary & other expenses
6. Due increase in losses for the year

Risk Management

The Board of Directors reviews the company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Managing Director, is responsible for proactively managing risks with appropriate mitigation measures and implementation thereof.



Below are some of the key threats, risks, and concerns in our business:

Market Risk
Volatility in the local and global economy, political uncertainty, and changes in government regulations could all have an impact on the technology business. A downturn in the industry could have a negative influence on the company's operations.
The company intends to extend its footprint and client base across numerous geographies and industries to mitigate market-specific risks.

Competition Risk
The company competes in a highly competitive industry with a rapidly growing number of players. Companies must adopt new technologies and build enriching applications for clients to stay ahead of the competition. The company's activities are characterised by strong subject expertise, innovative technology capabilities, and compelling customer-focused solutions, allowing it to outlive the competition.

Technology Risk
Organizations will be driven to embrace futuristic technology to promote efficiencies as a result of rapid technical advancements, altering business models, and newer software and product launches. The ability of a technology service organisation to provide significant solutions for its customers will determine its success. To mitigate this risk, the company is working to improve its services and offerings in response to changing industry demands.

Talent Risk
The technology industry may face a significant workforce shortfall. Human capital is the company's most valuable asset at Xelpmoc. Recognizing its critical role in achieving success, the company aims to create a pleasant and inclusive atmosphere while also providing benefits to its employees.
It fosters an environment of creativity and entrepreneurship within the company and provides training and development opportunities for employees.

Human Resources

People excellence, according to Xelpmoc, is a powerful enabler of corporate growth. As a result, the company is dedicated to fostering an environment that promotes employee growth while also achieving the organization's goals. Employees can get the necessary skills and knowledge through a variety of learning and development programmes. The company's HR policy is focused on attracting, hiring, training, and retaining the best employees possible to ensure best-in-class performance. A strong emphasis is placed on cultivating a culture that values diversity, inclusion, innovation, compassion, and respect. Furthermore, through employee engagement events and competitive incentives, the company aims to grow passion in its employees and keep them engaged.

The company had a total of 115 team members including employees, interns, and consultants as of 31st March 2023.

Internal Controls

Internal control systems and a systematic internal audit process have been implemented to safeguard the organization's assets and to ensure the integrity and reliability of accounting and other operational data. The internal audit will be carried out and conducted by a firm of Chartered Accountants. The Audit Committee of the Board of Directors receives reports from the external Chartered Accountant firm. Similarly, as a crucial operational control, we maintain a monthly business review system in which the performance of units is evaluated, and corrective action is taken. We also have a capital expenditure control mechanism in place to authorise the investment in new assets and projects. The responsibility for completing the projects on time and within the specified budget is established.

The Audit Committee and Top Management are kept informed of the internal audit findings regularly, and Top Management is kept informed of the actions taken in response to the internal audit reports.

The Audit Committee examines the company's financial accounts on a quarterly, half-yearly, and annual basis.

The section on corporate governance in the Annual Report includes a thorough remark on the functioning of the Audit Committee and the other Board Committees. Throughout the year, we conducted a thorough examination of internal financial controls. The findings were satisfactory, and suggestions for improvement were taken into consideration and implemented. Policy guidelines and Standard Operating Procedures (SOPs) are modified as needed to stay up with changing corporate needs.

Glossary

- **Unified Payments Interface (UPI):** UPI is a system that combines various bank accounts into one mobile application (of any participating bank), merging multiple banking features, efficient fund routing & merchant payments into a single solution. Additionally, it supports "Peer to Peer" collection requests that may be planned and paid for according to need and convenience.
- **Open Network for Digital Commerce (ONDC):** The ONDC is a government-backed initiative that enables small merchants and mom-and-pop stores to access open networks for all aspects of the exchange of goods and services over digital or electronic networks.
- **PM Gati Shakti:** National Master Plan for Multi-modal Connectivity: PM Gati Shakti is a digital platform that connects 16 Ministries including Railways and Roadways for integrated planning and coordinated implementation of infrastructure connectivity projects.
- **National Logistics Policy:** The policy aims to promote the seamless movement of goods and enhances the competitiveness of Indian industries both domestically and internationally by bringing the infrastructure at par with other developed countries.
- **Special Rupee Vostro Account (SRVA):** SRVA is an account that domestic banks hold for foreign banks in the former's domestic currency, the rupee, which facilitates Indian banks to render global banking services to their customers who have international banking requirements without being physically present abroad.
- **Gross Domestic Product (GDP):** GDP is the market worth of all finished goods and services produced inside a nation's boundaries during a given period.
- **Artificial intelligence (AI):** AI is the capability of a digital computer or computer-controlled robot to carry out operations typically performed by intelligent entities like humans.
- **Infrastructure-As-A-Service (IaaS):** IaaS is a particular kind of cloud computing service that provides necessary computation, storage, and networking resources on demand and on a pay-per-use basis.
- **Deep Learning:** Deep Learning, a subset of Machine Learning, incorporates the use of artificial neural networks to learn from massive amounts of data without needing direct programming.
- **Artificial Neural Networks (ANN):** ANN consists of interconnected processing nodes, or neurons, which can learn to recognise similarities in input data. They are employed in pattern identification, categorization of data, and predictions.
- **Non-Destructive Testing (NDT):** NDT is any of a wide group of analysis techniques used in the science and technology industry to evaluate the properties of a material, component, or system without causing damage.
- **Computer-Aided Design (CAD):** CAD is a method to digitally create 2D drawings and 3D models of real-world products before them being produced.
- **Predictive Maintenance:** Predictive maintenance is a technique for preventing equipment breakdowns by keeping an eye on the health and functionality of the equipment. It enables companies to plan maintenance for when and where it is urgently required.
- **Additive Manufacturing:** Additive manufacturing, sometimes referred to as 3D printing, is a method for making physical objects (or 3D objects) by adding different materials one at a time based on a computer model. Engineers, architects, and construction managers are the main users of additive manufacturing, which has replaced manual drafting.

It enables the development, revision, and optimisation of the design process and assists users in creating designs in three dimensions to visualise construction.

- **Cloud Computing:** Deploying a network of remote servers hosted on the Internet to stock, manage, and interpret data in place of a local server or a personal computer is cloud computing.
- **Natural Language Processing (NLP):** NLP is a subset of AI that gives computers the ability to comprehend text and spoken words in a similar manner humans can.
- **Chat GPT:** ChatGPT is an artificial intelligence chatbot created by OpenAI and launched in November 2022.
- **Machine Learning:** Machine learning is the process through which a computer programme or system may learn and become smarter over the due course of time.
- **Behavioural Biometrics:** The study of user behaviour and online interactions is known as behavioural biometrics.
- **Data Analytics:** Data analytics is the study of extracting information and insights from unstructured data using a variety of methods and technologies.
- **Real-Time Monitoring:** Real-time monitoring communicates an IT environment's active and ongoing condition. It can be adjusted to concentrate on certain IT assets and at the desired level of detail.
- **Predictive Analytics:** Predictive analytics is the process of predicting future events and performance using statistics and modelling approaches.
- **Algorithmic Trading:** Algorithmic trading involves the usage of a computer programme to follow a definite set of guidelines (an algorithm) to order a trade. The deal can generate profits at a pace and frequency that are beyond the capabilities of a human trader.
- **Credit Scoring:** Lenders and financial institutions use credit scoring, which is a statistical study, to determine a person's or a small, owner-operated business's creditworthiness. Credit scoring is a tool used by lenders to decide whether to approve or reject credit.
- **Air Traffic Management (ATM):** Air traffic management refers to all of the technologies that help aeroplanes take off from an aerodrome, navigate across airspace, and land at a destination airport. Aircraft flight operations are conducted from a place known as an aerodrome irrespective of the type of usage, either public or private, and whether air cargo, passengers, or none are involved.
- **Data Science:** Data science combines math and statistics, specialized programming, advanced analytics, artificial intelligence (AI), and machine learning with specific subject matter expertise to uncover actionable insights hidden in an organization's data. These insights can be used to guide decision-making and strategic planning.
- **Maintenance, Repair, and Operations (MRO):** Maintenance, repair, and operations is a discipline that manages the short- and long-term processes surrounding manufacturing supplies, machinery, and even the actual factory itself, enabling manufacturers to react to supply chain problems proactively or in real-time.
- **Line-replaceable units (LRUs):** To return the end item to an operationally ready state, an LRU must be removed and replaced at the field level. A sealed unit, such as a radio or other auxiliary equipment, is an example of an L.R.U. To manage logistics activities, L.R.Us are frequently given logistics control numbers (LCNs) or work unit codes (WUCs).
- **Line MRO:** Any maintenance done before a flight to make sure the aircraft is ready for the intended flight is referred to as Line MRO. Pre-flight checks, daily checks (before to first flight), fluid checks, failure rectification, and the following small, planned maintenance chores are all included in Line MRO.
- **Big Data Analytics:** Big data analytics is the procedure of gathering, reviewing, and analysing vast amounts of data to identify market trends, insights, and patterns that can aid businesses in making more informed business decisions. Companies may create plans swiftly and efficiently with this information, maintaining their competitive advantage.
- **Internet of Things (IoT):** IoT is the networking of physical items with electronics built into their design to enable communication and the detection of interactions between them or with the surrounding environment.
- **Airframe maintenance:** Maintenance of the aircraft's airframe involves servicing, repair, modification, overhaul, inspection, and condition assessment, among other tasks necessary to keep an item in functional condition.
- **Search engine crawlers:** Robots or crawlers are automated programmes that "crawl" or scan the internet to be included in search engines. These robots gather website data to compile a list of the pages that will eventually show up in search results for users.
- **Vulnerability management:** Vulnerability management is the continuous, routine process of locating, evaluating, documenting, managing, and resolving security vulnerabilities across endpoints, workloads, and systems. A security team often uses vulnerability management technology to find vulnerabilities and then applies various patching or remediation procedures to close them.
- **Endpoint:** Endpoints are tangible objects that communicate with and connect to computer networks. Mobile devices, desktop computers, virtual machines, embedded devices,

and servers are some examples of endpoints.
Cameras, lighting, refrigerators, security systems, smart speakers, and thermostats are examples of Internet-of-Things endpoints. The information flow between, for example, a laptop and a network when a device connects to one is comparable to a phone call between two persons.

- **Automated Remediation:** Automation remediation responds to events with automations that can correct or get rid of underlying issues.
- **Customer Relationship Management (CRM):** Customer relationship management refers to the values, procedures, and standards that an organisation adheres to while communicating with its clients. CRM is a term that is frequently used to describe IT firms and platforms that assist in managing client relationships outside of the company.
- **Layer-Wise Relevance Propagation (LRP):** Layer-wise relevance propagation is a technique for comprehending deep neural networks which use a certain design path to detect how the individual layers of the program work.
- **Federated Learning:** Federated learning is deployed to train other machine learning algorithms through various local datasets without exchanging data. This enables companies to make a shared international model without storing training data in a centralised place.
- **Reinforcement Learning (RL):** RL is a feedback-based Machine learning technique in which an agent learns how to act in each environment by doing some actions and witnessing the outcome of its behaviour. The agent receives positive feedback for each good action and is given negative feedback or a penalty for a bad action.
- **Multi-Agent Reinforced Learning (MARL):** MARL researches how several agents may work together, interact, and learn in a group setting.
- **Deep Reinforced Learning:** Deep reinforced learning is a combination of artificial neural networks with a reinforcement learning framework that aids software agents in learning how to achieve their goals.
- **OpenAI:** OpenAI is a firm based in America which is engaged in AI research and its application.
- **GPT-Neo:** The GPT-Neo is a family of transformer-based language models by EleutherAI built on the GPT architecture. The main objective of EleutherAI's primary goal is to train a model that is comparable in size to GPT-3 and release it to the public under an open license.
- **GPT-J:** EleutherAI created GPT-J as an open-source artificial intelligence large language model generally following the GPT-2 architecture.
- **Computer Vision:** Computer vision is a branch of artificial intelligence (AI) that enables computers and systems to extract useful information from digital photos, videos, and other visual inputs and to act or recommend in response to that information.
- **Serious Games:** Serious games are adventures, gaming technologies, and narratives for instruction and simulation of certain job tasks and functions.
- **Tokenised Assets:** Tokenised assets are tokens, which correspond to the worth of a certain underlying asset (For example Shares, gold, oil, etc.)
- **Fungible:** Fungibility is a characteristic of an asset that shows how easily it can be exchanged with another similar kind of or valued asset.
- **Non-Fungible Tokens (NFTs):** Blockchains are used to tokenise assets called Non-fungible tokens. They are assigned unique identification codes and metadata. NFTs can be exchanged and switched for money, cryptocurrencies, or other NFTs.
- **Spatial Computing:** Through the use of a technology called Spatial computing, computers can seamlessly blend in with the physical world. Using headsets like Apple Vision Pro, Microsoft HoloLens, Meta Quest Pro, and Magic Leap is one method to experience it. These gadgets show the real world while also adding genuine things to the scene so that they appear three-dimensional.

Abbreviations

- IMF: International Monetary Fund
- ESG: Environmental, Social & Governance
- CSR: Corporate Social Responsibility
- UPI: Unified Payments Interface
- ONDC: Open Network for Digital Commerce
- RBI: Reserve Bank of India
- GDP: Gross Domestic Product
- IT: Information Technology
- ANN: Artificial Neural Networks
- NDT: Non-Destructive Testing
- CAD: Computer Aided Design
- NLP: Natural Language Processing
- ATM: Air Traffic Management
- MRO: Maintenance, Repair, and Operations
- LRU: Line Replaceable Units
- OEM: Original Equipment Manufacturer
- ML: Machine Learning
- B2C: Business to Consumer
- XAI: Explainable Artificial Intelligence
- LRP: Layer-wise Relevance Propagation
- IOT: Internet of Things
- RL: Reinforced Learning
- Automated Machine Learning: AutoML
- HILML: Human in The Loop Machine Learning
- NDT: Non Destructive Testing
- GPT-3: Generative Pre-trained Transformer 3
- CMO: Chief Marketing Officer
- NFT: Non-Fungible Token Technologies
- ALEPL: Accelerated Learning Edutech Private Limited
- MPSTDC: Madhya Pradesh State Tourism Development Corporation Ltd
- SPV: Special Purpose Vehicle

Corporate Information

BOARD OF DIRECTORS

MR. TUSHAR TRIVEDI (DIN:08164751)
Chairman (Independent and Non-Executive Director)

MR. SANDIPAN CHATTOPADHYAY (DIN:00794717)
Managing Director and Chief Executive Officer

MR. SRINIVAS KOORA (DIN:07227584)
Whole-Time Director and Chief Financial Officer

MR. JAISON JOSE (DIN:07719333)
Whole-Time Director

MR. PREMAL MEHTA (DIN:00090389)
Independent and Non-Executive Director

MRS. KARISHMA BHALLA (DIN:08729754)
Independent and Non-Executive Director

MR. PRANJAL SHARMA (DIN: 06788125)
Non-Executive and Non-Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

MRS. VAISHALI KONDBHAR

EXTERNAL COMPANY SECRETARY

M/S. VKMG & ASSOCIATES LLP
Company Secretaries
Mumbai

STATUTORY AUDITORS

M/S. JHS & ASSOCIATES LLP
Chartered Accountants
Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

KFin TECHNOLOGIES LIMITED
Selenium Tower B,
Plot No. 31&32 Financial District,
Nanakramguda, Serilingampally Mandal, Hyderabad– 500 032, Telangana.
Phone: +91-40-6716 2222,
Fax: +91-40- 2343 1551,
Toll Free No.: 1800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

REGISTERED OFFICE

#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala,
Bengaluru – 560 034
Tel: +91 80 4370 8360
Email: vaishali.kondbhar@xelpmoc.in

BANKERS

AXIS BANK LIMITED

Notice

NOTICE is hereby given that the 8th Annual General Meeting (**"AGM"**) of the Members of **Xelpmoc Design and Tech Limited** (the **"Company"**) will be held on Saturday, September 30, 2023, at 11:00 a.m. through Video Conferencing/Other Audio-Visual Means (**"VC/OVAM"**) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution:**

   "RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.**"**

2. To appoint Mr. Srinivas Koora (DIN: 07227584), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Srinivas Koora (DIN:07227584), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.**"**

3. To re-appoint M/s. JHS & Associates LLP, Chartered Accountants, as a Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **ordinary resolution:**

   "RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. JHS & Associates LLP, Chartered Accountants (FRN: 1333288W/W100099) be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, from the conclusion of this 8th Annual General Meeting till the conclusion of the 13th Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as specified in explanatory statement of this resolution as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.**"**

SPECIAL BUSINESS:

4. To approve annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution:**

   "RESOLVED THAT pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company in pursuance of the power conferred on the Committee and Board vide special resolution dated February 19, 2020, approval of the Members of the Company be and is hereby accorded for payment of annual remuneration by way of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director of the Company, in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company;

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution.**"**

5. To re-appoint Mr. Tushar Trivedi (DIN: 08164751), as an Independent Director for the second term, and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation/approval of the Nomination and Remuneration Committee and Board, Mr. Tushar Trivedi (DIN: 08164751), who was appointed as an Independent Director of the Company, for a period of five years, i.e., from July 02, 2018 up to July 01, 2023, and due to expiry of his term further appointed as an Additional Director and designated as Independent director, by the Board w.e.f July 02, 2023 in terms of Section 161(1) of the Act and Article 117 of the Articles of Association of the Company to holds the office up to the date of this Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from July 02, 2023 up to July 01, 2028 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to this resolution.**"**

6. To re-appoint Mr. Premal Mehta (DIN: 00090389), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation/approval of the Nomination and Remuneration Committee and Board, Mr. Premal Mehta (DIN: 00090389), who was appointed as an Independent Director of the Company, for a period of five years, i.e., from July 02, 2018 up to July 01, 2023, and due to expiry of his term further appointed as an Additional Director and designated as Independent director, by the Board w.e.f July 02, 2023 in terms of Section 161(1) of the Act and Article 117 of the Articles of Association of the Company to holds the office up to the date of this Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from July 02, 2023 up to July 01, 2028 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to this resolution.**"**

7. Variation in the terms of the contract or objects of the Issue and in this regard to consider and if thought fit, to pass, the following resolution as a **special resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution:**

"RESOLVED THAT pursuant to Sections 13 and 27 of the Companies Act, 2013 (the "Act") and other applicable provisions if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to vary the terms of the object referred to in the Initial Public Offering ("IPO") prospectus of the Company dated January 30, 2019 (the "Prospectus"), filed by the Company with the Registrar of Companies, Bangalore and the Securities and Exchange Board of India, including variation in the object of the issue and utilization of the IPO proceeds duly approved by the Members vide their special resolution dated September 30, 2020, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 7332 thousand of the existing object "Purchase of IT hardware and network equipment's for development centers in Kolkata and Bangalore" towards the other IPO object of "Funding working capital requirements of the Company";

RESOLVED FURTHER THAT the aforesaid variation of the objects shall be undertaken by the Company only if such variation is approved by more than 90% of the present and voting shareholders and if 10% or more of the present and voting shareholders dissent to such variation, the Company will not act upon the corporate action authorized by this resolution and the existing object of the issue will not be varied and the promoters of the Company will not be required to provide any exit option to the dissenting shareholders;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.**"**

By Order of the Board of Directors
For **Xelpmoc Design and Tech Limited**

Place: Mumbai
Date: August 12, 2023

Vaishali Kondbhar
Company Secretary & Compliance Officer

Registered office:
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st A Cross,
5th Block, Koramangala, Bengaluru – 560034
Tel.: 080 4370 8360 Website: www.xelpmoc.in
Email: vaishali.kondbhar@xelpmoc.in

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item no.3 of an Ordinary Business and each item of Special Business, to be transacted at the Annual General Meeting (**"AGM"**) is annexed hereto.

2. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM'/'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.

4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Srinivas Koora (DIN:07227584), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declaration for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

   Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the 'Annexures' to the Notice.

5. The Securities and Exchange Board of India ('SEBI') also, vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 ('SEBI Circulars'), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.

6. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the Registrar and Share Transfer Agent of the Company (**"Registrar and Share Transfer Agent"**) or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circulars electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2023, consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.xelpmoc.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ('KFinTech') at https://evoting.kfintech.com.

7. (a) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/ update their e-mail address by submitting Form ISR-1 (available on the website of the Company www.xelpmoc.in) duly filled and signed along with requisite supporting documents

to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.

(b) Members holding shares in dematerialised mode, who have not registered/updated their e-mail address are requested to register/update the same with the Depository Participant(s) where they maintain their demat accounts.

(c) Further, in terms of MCA Circulars, the Company has made arrangements with KFinTech for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given in clause B under point II of Step 2 under E-voting & E-AGM instruction of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.

8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by KFinTech. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.

9. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of KFinTech, to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system ("Insta Poll") during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.

12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system ("Insta Poll") during the meeting while participating through VC/OAVM facility.

13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system ("Insta Poll") at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system ("Insta Poll") at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

14. Voting rights of the members (for voting through remote e-voting or e-voting system ("Insta Poll") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, September 23, 2023. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("Insta Poll") at the AGM.

15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at vaishali.kondbhar@xelpmoc.in with a copy to evoting@kfintech.com and/ or access the link https://evoting.kfintech.com to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and a Certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other

relevant documents shall be made available only in electronic form for inspection during the AGM.

18. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to vaishali.kondbhar@xelpmoc.in.

19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

20. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 ('SEBI Circulars') mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and e-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

21. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

    - For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and KFinTech to provide efficient and better service to the Members. NSDL has provided a facility for registration/updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/loginandopt-in/opt-out of nomination through the link:https://eservices.nsdl.com/instademat-kyc-nomination/#/login.

    - For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes/updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

    The aforesaid forms can be downloaded from the Company's website at https://www.xelpmoc.in/documents/INFO-SHARES-IN-PHYSICAL-FORM.pdf.

22. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:

    a. Change in their residential status on return to India for permanent settlement;

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

23. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid form can be downloaded from the Company's website at https://www.xelpmoc.in/documents/Form%20ISR-4%20-%20Request%20for%20issue%20of%20Duplicate%20Certificate%20and%20other%20Service%20Requests.pdf

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned below:

Mr. Raghunath Veedha, Manager
KFin Technologies Limited
(Unit: Xelpmoc Design and Tech Limited)
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to
6:00 p.m. (IST) on all working days).
E-mail: evoting@kfintech.com,
einward.ris@kfintech.com

24. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Saturday, September 23, 2023 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KfinTech from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Tuesday, September 26, 2023 and end of remote e-voting: Up to 5.00 p.m. (IST) on Friday, September 29, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.

25. The Board of Directors has appointed Mr. Manish Rajnarayan Gupta or falling him Mr. Vijay Babaji Kondalkar, partners of M/s. VKMG & Associates LLP, Practicing Company Secretaries as the "Scrutinizer" for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.

26. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than Two Working Days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

27. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.xepmoc.in and on the website of KFinTech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.

28. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2022-2023.

29. In case of any general queries or information regarding the Annual Report, the Members may write to vaishali.kondbhar@xelpmoc.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vaishali.kondbhar@xelpmoc.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

30. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at www.xelpmoc.in.

E-VOTING AND E-AGM INSTRUCTION:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Dps in order to increase the efficiency of the voting process.

iii. Individual demat accountholders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing user ID and password for casting the vote.

iv. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.”

v. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Step 3: Access to join virtual meetings (e-AGM) of the Company on Kfin system to participate in e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. Type in the browser/Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button ‘Beneficial Owner’ available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on ‘Access to e-Voting’ under Value Added Services on the panel available on the left hand side. v. You will be able to see Company Name: ‘Xelpmoc Design and Tech Limited’ on the next screen. Click on the e-Voting link available against ‘Xelpmoc Design and Tech Limited’ or select e-Voting service provider ‘KFinTech’ and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	**1. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:** i. Type in the browser/Click on any of the following links: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi/Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi/Easiest. iii. You will see Company Name: ‘Xelpmoc Design and Tech Limited’ on the next screen. Click on the e-Voting link available against ‘Xelpmoc Design and Tech Limited’ or select e-Voting service provider ‘KFinTech’ and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. To register, type in the browser/Click on the following e-Services link: https://eservices.nsdl.com ii. Select option 'Register Online for IDeAS' available on the left hand side of the page. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	**2. Users not registered for Easi/ Easiest facility of CDSL may follow the following procedure:** i. To register, type in the browser/Click on the following link: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of NSDL as per the following procedure: i. Type in the browser/Click on the following link: https://www.evoting.nsdl.com/ ii. Click on the button 'Login' available under 'Shareholder/ Member' section.	**3. Users may directly access the e-Voting module of CDSL as per the following procedure:** i. Type in the browser/Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide Demat Account Number and PAN.

Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
iii. On the login page, enter User ID (i.e. 16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/ e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. You will be to see Company Name: 'Xelpmoc Design and Tech Limited' on the next screen. Click on the e-Voting link available against Xelpmoc Design and Tech Limited or select e-Voting service provider 'KFinTech' and you will be re- directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	iii. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against 'Xelpmoc Design and Tech Limited' or select e-Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
4. NSDL Mobile App – Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.	
NSDL Mobile App is available on App Store Google Play	

Procedure to login through their demat accounts/Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/CDSL. An option for 'e-Voting' will be available once they have successfully logged-in through their respective logins. Click on the option 'e-Voting' and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Xelpmoc Design and Tech Limited or select e-Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID/Password are advised to use 'Forgot User ID'/'Forgot Password' options available on the websites of Depositories/Depository Participants

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990/ 1800 22 44 30	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 23058738 or 022 23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Xelpmoc Design and Tech Limited- AGM" and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Company at email id vaishali.kondbhar@xelpmoc.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of AGM, Annual Report and e-voting instructions cannot be serviced, will have to follow the following process:

i. Member may send an e-mail request at the email id einward.ris@kfintech.com along with sign scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM, Annual Report and the e-voting instructions.

ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including individual, other than individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-Voting or have forgotten the user ID and password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.

iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.

v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/may send their queries/question if any pertaining to the accounts and operations of the Company in advance at least seven day before the meeting by mentioning their name, demat account number/folio number, email id, mobile number at vaishali.kondbhar@xelpmoc.in so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system "insta poll" available during the AGM. E-voting "insta poll" during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-voting "insta poll" at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. The facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis. This will not include large 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 serve basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will open during the remote e-voting period from Tuesday, September 26, 2023 (9.00 AM IST) to Friday, September 29, 2023 (5.00 PM IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will opened from during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means through remote e-voting or e-voting system ("Insta Poll") during the meeting, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFinTech Website) or contact Mr. Raghunath Veedha, Manager (Unit: Xelpmoc Design and Tech Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or at raghu.veedha@kfintech.com or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFintech toll free No. 1-800-309-4001 for any further clarifications.

IV. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the Annual General Meeting

VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the user ID and password in the manner as mentioned below:

   i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

      1. Example for NSDL: MYEPWD <SPACE> IN12345612345678

      2. Example for CDSL: MYEPWD <SPACE> 1402345612345678

      3. Example for Physical: MYEPWD <SPACE> 1234567890

   ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com for all e-voting related matters.

VII. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

VIII. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

M/s. JHS & Associates LLP, Chartered Accountants (FRN: 1333288W/W100099), (hereinafter referred to as JHS) were appointed as the Statutory Auditors of the Company at the 3rd Annual General Meeting ('AGM') held on September 29, 2018, for a period of 5 years, commencing from the conclusion of the 3rd AGM until the conclusion of 8th AGM. Accordingly, JHS will be completing its first term of five years at the conclusion of this 8th AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than 2 (Two) terms of 5 (Five) consecutive years. JHS is eligible for re-appointment for a further period of Five years.

M/s. JHS & Associates LLP, Chartered Accountants is an integrated professional service, multi-location firm that symbolizes aspirations of the true emergent India. JHS, a business enabler and trustworthy partner with presence in 13 cities and strength of 250+ people. JHS has integrated capabilities of niche firms present across Ahmedabad, Delhi, Kolkata, Mumbai, Vadodara. The Firm has a valid Peer Review certificate. The professional team of JHS has experience across various range of service domains including Assurance, Taxation, Governance, Risk Consulting, Outsourced Accounting, Profit Improvement and Foreign Exchange Management.

JHS has consented to their re-appointment and confirmed that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act. JHS has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. JHS has also furnished a declaration confirming its independence in terms of section 141 of the Act.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc, as stated above and based on the recommendations of the audit committee, the Board of Directors, at its meeting held on May 30, 2023, approved the reappointment of JHS for a second term of five consecutive years, from the conclusion of the 8th AGM till the conclusion of the 13th AGM to be held in the year 2028, at a remuneration of not exceeding ₹ 12,71,500/- (Rupees Twelve Lakhs Seventy-One Thousand and Five Hundred Only) (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2023-2024 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

The Board, on recommendation of the Audit Committee and in consultation with Statutory Auditors' shall decide and/or approve the Auditors' remuneration for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at item no. 3 of the accompanying Notice.

The Board recommends the resolution set forth in item no.3, as an ordinary resolution for the approval of the Members.

ITEM NO.4:

Mr. Pranjal Sharma, currently a Non-Executive Non-Independent Director of the Company, is a B.A. (Hons,) Economics from University of Delhi. He has done a postgraduate programme in media, Times Centre for Media Studies and done Chevening Scholarship for Executive Programme in print media at University of Westminster, London.

He is an economic analyst, advisor and writer who focuses on technology, globalisation and media. He guides projects on economic forecasting, business intelligence and public diplomacy with Indian and global organizations. Mr. Pranjal has over 32 years of experience in economic media, mostly in leadership roles. Pranjal served as a member on the Global Agenda Council on Transparency and Anti-Corruption at the World Economic Forum (WEF) for eight years. He is now on the Advisory Board of Partnership against Corruption Initiative of WEF and a member of WEF's Expert Network. Currently he is strategic advisor to Vibgyor High School, India & Senior Advisor to KPMG in India and Columnist, Business Standard, DNA newspaper and Business World magazine. In 2012-14, he served as Advisor strategy to Ministry of Information and Broadcasting, Govt of India and Brand (at public service broadcaster Prasar Bharati) where he helped bring in industry best practices and enabled creation of its digital strategy. As Founding Executive Editor at Bloomberg UTV India, he helped launch and run the network (2007-12). He also served as advisor to Marketing, Amrop India (2015-17) and in Federation of Indian Chambers of Commerce and Industry was involved in advisory policy and public engagement (2015-17). He is a frequent speaker at events run by leading chambers of industry on policy advocacy and leads public discourse at several platforms in India and abroad, which include Davos summit by World Economic Forum (WEF); the St Gallen Symposium, Horasis Global Summit and the Web Summit.

The Members of the Company, on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, vide special resolution dated February 19, 2020, appointed Mr. Pranjal Sharma as a Non-Executive and Non-Independent Director of the Company w.e.f. February 20, 2020, and approve the limit of Corporate Strategy and Advisory Fees to be paid to him, the limit of which, was subsequently approved vide Special Resolution dated September 30, 2022.

The Company is benefiting from the expertise of Mr. Pranjal Sharma as Core Strategist in business development. Currently, the Company is paying Corporate Strategy and Advisory Fees of ₹ 40,000/- per month which may be enhanced up to ₹ 2,50,000/- per month based on his performance, which is well within the limit as approved Nomination and Remuneration Committee, Audit Committee and Board of Directors and Shareholders of the Company. Further Corporate Strategy and Advisory fees payable to him may cross the limit specified Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is in the interest of the Company to take the approval by way of Special Resolution, which will empower Board to pay Corporate Strategy and Advisory fees which may exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, hence pursuant to Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members of the Company is being sought.

Save and except Mr. Pranjal Sharma and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in item no. 4 of the Notice.

The Board recommends the resolution set forth in item no.4, as a special resolution for the approval of the Members.

ITEM NO. 5 & 6:

Mr. Tushar Trivedi (DIN: 08164751) and Mr. Premal Mehta (DIN: 00090389) were appointed as an Independent Directors of the Company at the Extra-Ordinary General Meeting held on July 02, 2018, for a period of 5 (Five) consecutive years commencing from July 02, 2018 and who are eligible for re-appointment for the second term of five consecutive years.

Mr. Tushar Trivedi and Mr. Premal Mehta have given their consent to act as a Director and declaration to the Board, inter alia, that (i) they meets the criteria of independence as provided under Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations and other declarations as required under Listing Regulations (ii) are not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) are eligible to be appointed as a Director in terms of Section 164 of the Act (iv) are in compliance with Rules 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 in respect of their registration with the data bank of Independent Directors and online proficiency self-assessment test, as applicable.

In the opinion of the Board, Mr. Tushar Trivedi and Mr. Premal Mehta are person of integrity, possesses relevant expertise/ experience (including the proficiency, as applicable) and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and both are independent of the management.

The brief profile and disclosures as required of Mr. Tushar Trivedi and Mr. Premal Mehta under Regulation 36 of the SEBI Listing Regulations, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India are given in Annexure B and Annexure C.

Looking at the expertise/experience and performance evaluation report of Mr. Tushar Trivedi and Mr. Premal Mehta, as a member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering that the continued association of Mr. Tushar Trivedi and Mr. Premal Mehta would be beneficial to the Company, the Board of Directors of the Company ('the Board') at their meeting held on May 30, 2023 based on the recommendation of the Nomination & Remuneration Committee, had re-appointed them by way appointment as an Additional Director and designated as Independent director, w.e.f July 02, 2023.

Accordingly, In terms of Section 149, 152, 161 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable regulation of the Listing Regulations, as amended, the Board hereby recommend to the shareholders the re-appointment of Mr. Tushar Trivedi and Mr. Premal Mehta, as an Independent Directors of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from July 02, 2023 up to July 01, 2028 (both days inclusive), in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director. Further, the said directors shall be paid fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The copy of terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Mr. Tushar Trivedi (DIN: 08164751) and Mr. Premal Mehta (DIN: 00090389) being appointees, and their relatives are interested in the resolutions set forth in item no.5 and 6, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set forth in item no.5 & 6.

The Board recommends the resolutions set forth in item no. 5 & 6, as a special resolution for the approval of the Members.

ITEM NO. 7

1. Pursuant to the approval of the Board and the Shareholders, in the year 2019, the Company had undertaken an initial public offering of its equity shares of ₹ 10 each (the "IPO"). The net proceeds from the IPO, after deducting the issue-related expenses, were ₹ 201467.18 thousand (the "Net Proceeds"). The objects of the Issue in the Prospectus dated January 30, 2019 (the "Prospectus") included the following: (i) Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad (ii) Purchase of fit outs for new development centers in Kolkata and Hyderabad (iii) Funding working capital requirements of the Company and (iv) General Corporate purposes.

2. Further at AGM held on September 30, 2020, the Members of the Company had approved the alteration/variation in the objects of the issue as stated in the prospectus in the following manner:

(₹ in thousands)

Original objects of the issue	Amount grouped for each objects	Amount utilized	Balance unutilized	Amount proposed to be altered and details thereto
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	53,613.40	45,000.00 towards funding working capital requirements of the Company
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	40,142.71	40,142.71 towards funding working capital requirements of the Company
Funding working capital requirements of the Company	60,000	41,677.03	18,322.97	-
General Corporate purposes	45,729.49*	35,526.93	10,202.56	-
	201,467.18*	**79,185.54**	**122,281.64**	**93,756.11**

** the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced offer related expenditure and accordingly the net proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.*

3. Whilst the Company has made its best efforts to utilise the proceeds of the Issue, the amount remained to be utilised is ₹ 7332 thousand as of June 30, 2023 (the "Unutilised Amount") towards the Object is as under:

(₹ in thousands)

Particulars	Details of Planned utilisation of IPO proceeds in accordance with Prospectus dated January 30, 2019	Spent upto September 30, 2020	Balance available as on September 30, 2020	Amount available for utilization upon variation as stated above	Amount Utilised after variation of objects i.e., from October 01, 2020, till March June 30, 2023	Unutilised amount as on June 30, 2023
Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54875.19	1,261.79	53,613.40	-	-	-
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	-	-	-	8,613.40	1281.40	7,332.00
Purchase of fit outs for new development centers in Kolkata and Hyderabad	40862.50	719.79	40,142.71	-	-	-
Funding working capital requirements of the Company	60,000.00	41,677.03	18,322.97	1,03,465.68	1,03,465.68	-
General Corporate purposes	45,729.49	35,526.93	10,202.56	10,202.56	10,202.56	-
Total	**201,467.18**	**79,185.54**	**122,281.64**	**122,281.64**	**1,14,949.64**	**7,332.00**

4. Further, the Management of the Company does not foresee spending the Unutilised Amount towards the object of "Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore" and, therefore, the Company intends to vary the terms of the aforesaid object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 7332 thousand of the existing object "Purchase of IT hardware and network equipment's for development centers in Kolkata and Bangalore" towards the other IPO object of "Funding working capital requirements of the Company".

5. The Board of Directors of the Company at their meeting held on August 12, 2023, had approve the aforesaid proposal of vary the terms of the object, subject to approval of the present and voting shareholders at the AGM by Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution.

6. The details required under the Rule 7(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:

A. The original purpose or object of the Issue and total money raised:

The Company had, in terms of the Prospectus, raised an amount of ₹ 230,000 thousand (Gross Proceeds) after deducting issue related expenses amounting to ₹ 201,467.18 thousand (Net Proceeds) towards the Objects) in the following manners as set forth in the Prospectus:

(₹ in thousands)

Sr. No.	Original objects of the issue	Estimated Utilization			Total
		Fiscal 2019	Fiscal 2020	Fiscal 2021	
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	5,158.55	49,716.64	-	**54,875.19**
2.	Purchase of fit outs for new development centers in Kolkata and Hyderabad	-	40,862.50	-	**40,862.50**
3.	Funding working capital requirements of the Company	10,000.00	40,000.00	10,000.00	**60,000.00**
4.	General Corporate purposes	5,000.00	35,710.81	-	**40,710.81***
	Total	**20,158.55**	**166,289.95**	**10,000.00**	**196,448.50***

**the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced issue related expenditure and accordingly the Net Proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.*

Further at AGM held on September 30, 2020, the Members of the Company had approved the alteration/variation in the objects of the issue as stated in the prospectus, the complete details of the same is given point no. 2 & 3 above

B. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through Prospectus:

(a) Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through the Prospectus as on September 30, 2020 are as under:

(₹ in thousands)

Sr. No.	Original objects of the issue	Original Amount Allocated	Amount Utilized up to September 30, 2020	Extent of achievement of Objects in term of percentage	Balance Unutilized Amount as on September 30, 2020
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Hyderabad	54,875.19	1,261.79	2.30%	53,613.40
2.	Purchase of fit outs for new development centers in Kolkata and Hyderabad	40,862.50	719.79	1.76%	40,142.71
3.	Funding working capital requirements of the Company	60,000.00	41,677.03	69.46%	18323.07
4.	General corporate purposes	45,729.49*	35,526.93	77.69%	10,202.56
	Total	**201,467.18***	**79,185.54**	39.31%	122,281.64

** the amount allocated towards general corporate purposes underwent a change from ₹ 40,710.81 thousand to ₹ 45,729.49 thousand after the Prospectus was filed by the Company due to reduced offer related expenditure and accordingly the net proceeds underwent a change from ₹ 196,448.50 thousand to ₹ 201,467.18 thousand.*

(b) Money utilized pursuant to alteration/variation in the objects of the Issue as stated above and the extent of achievement of such objects in percentage terms and the unutilised amount out of the such money as on June 30, 2023 are as under:

(₹ in thousands)

Sr. No.	objects of the issue upon variation	Amount available for utilization upon variation	Amount Utilised after variation of objects i.e., from October 01, 2020, till March June 30, 2023	Extent of achievement of Objects in term of percentage	Balance Unutilized Amount as on June 30, 2023
1.	Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	1,281.40	14.88%	7,332.00
2.	Funding working capital requirements of the Company	1,03,465.68	1,03,465.68	100.00%	-
3.	General corporate purposes	10,202.56	10,202.56	100.00%	-
	Total	**122,281.64**	**1,14,949.64**	**94.00%**	**7,332.00**

C. The particulars of the proposed variation in the objects for which Prospectus was issued and alteration/variation in the objects of the Issue as stated above:

The Company intends to vary the terms of the object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 7332 thousand of existing object "Purchase of IT hardware and network equipment's for development centers in Kolkata and Bangalore" towards the other IPO object of "Funding working capital requirements of the Company"

D. The reason and justification for seeking variation:

Post Covid-19 situation, the Company has expanded more in Hyderabad as compared to Bangalore, as a result of this change there has been a significant reduction in the capital expenditure (capex) requirements in the Bangalore and Kolkata regions. This change in operational emphasis has naturally led to a decreased demand for the financial resources that were previously allocated for capex in these areas. Meanwhile, the financial resources necessary for capex in Hyderabad were primarily sourced from preferential allotment funds. This well-considered allocation of funds has played a crucial role in supporting the Company's expansion efforts in the Hyderabad region. Considering decreased need for capex funds in Bangalore and Kolkata due to the operational realignment, the Company's board of directors is proposing to redirect these funds towards enhancing the company's working capital, reflecting the Company's adaptive approach to financial resource management. This strategic adjustment underscores the Company's commitment to effective financial utilization as it navigates its evolving operational landscape.

E. The proposed time limit within which the proposed varied objects would be achieved;

The Company will utilise the unutilized amount/balance proceeds of ₹ 7332 thousand towards the object of "Funding working capital requirements of the Company" as per the working capital requirement of the Company by December, 2024.

F. The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:

Sub-clause	Requirement	Disclosure in the Prospectus
(a)	The objects of the offer	Please refer point No.6(A) above read with point no.2 & 3.
(b)	The purpose for which there is a requirement of funds	Please refer point No.6(A) above read with point no.2 & 3
(c)	The funding plan (means of finance)	The fund requirements are proposed to be entirely funded from the Net Proceeds. Accordingly, the Company had confirmed that there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals
(d)	The summary of the project appraisal report, if any	No appraisal report was sought in this connection.
(e)	The schedule of implementation of the project	Please refer point No.6(A) above
(f)	The interim use of funds	Pending utilization for the purposes described above, the Company had undertaken to temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by the Board of Directors of the Company. Further, in accordance with Section 27 of the Companies Act 2013, the Company confirms that pending utilisation of the Net Proceeds , it shall not use the funds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market

G. The risk factors pertaining to the new objects and estimated financial impact of the proposed alteration on the earnings and cash flow of the company:

The management proposes to use the unutilised proceeds for funding the working capital requirements which will ease the additional burden on finance plans and internal accruals of the Company. This strategic adjustment underscores the Company's commitment to effective financial utilization as it navigates its evolving operational landscape. Further, considering unforeseen economic, market, business or any other conditions beyond the control of the management, there is no assurance that deployment of funds toward working capital will be profitable and will help in business growth and expansion of the Company. The proposed variation will ease the additional burden on finance plans and internal accruals of the Company. This strategic adjustment underscores the Company's commitment to effective financial utilization as it navigates its evolving operational landscape.

H. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:

None. All details are mentioned in the explanatory statement

The Company shall undertake the corporate action in relation to the variation of Objects mentioned in item no.7 of this resolution, only if the aforesaid proposal of variation/deviation/alteration in the Objects is approved by more than 90% of the present and voting shareholders. Therefore, even if the special resolution is passed with the requisite majority but 10% or more of the present and voting shareholders dissent to the variation in the Objects, the Company will not act upon the corporate action authorized by item no. 7of the resolution and the Objects will not be varied. Accordingly, the promoters of the Company will not be required to provide an exit offer to the dissenting shareholders, even if the special resolution is validly passed.

In terms of provision of section 13 and 27 of the Companies Act, 2013 and rules made thereunder and applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, the aforesaid proposal of variation of Objects is being placed before the shareholders at the AGM for their consideration and approval.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of Objects would be made available for inspection. Please refer to Note No. 18given in the Notice on inspection of documents.

The Directors of the Company, who are Promoters and their relatives considered to be interested in this resolution to the extent of their shareholding in the Company, as they will not provide any exit offer to the dissenting shareholders.

Except above, none of the other Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set forth in item no. 7.

The Board recommends the resolution set forth in item no.7 for approval of the members as a special resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution.

By Order of the Board of Directors
For **Xelpmoc Design and Tech Limited**

Vaishali Kondbhar
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 12, 2023

Annexure to the Notice

Details of the Directors seeking re-appointment at the 8th Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE A

Name of the Director	Mr. Srinivas Koora
DIN	07227584
Date of Birth	02-10-1975
Age	47 Years
Date of First Appointment on the Board	16-09-2015
Qualification	Degree of Bachelor of Commerce from Osmania University & Degree of Master of Business Administration from Swami Ramanand Teerth Marathwada University, Nanded
Brief Resume, Experience and Expertise in Functional Area	Mr. Srinivas Koora is a Whole-time Director & CFO of the Company. He is primarily responsible for all aspects of finance, investor relations, fund raising, controlling, accounting, financial reporting, tax compliance, financial systems implementation, and devising the strategy for our Company. He has more than 24 years of experience in the field of accounts and finance. Prior to joining our Company, he has served as the Deputy Chief Financial Officer at Just Dial Limited.
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mr. Srinivas Koora, who retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2022-23), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2022-23), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Srinivas Koora is entitled to receive remuneration upto such limit and on such terms and conditions as approved by the members of the Company vide special resolution dated August 11, 2021.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Srinivas Koora does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Signal Analytics Private Limited 2. Soultrax Studios Private Limited 3. Xelpmoc Design and Tech UK Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	24,18,698 Shares (16.65%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Srinivas Koora & other members of the Board and Key Managerial Personnel

ANNEXURE B

Name of the Director	Mr. Tushar Trivedi
DIN	08164751
Date of Birth	11-12-1963
Age	59 Years
Date of First Appointment on the Board	02-07-2018
Qualification	Master of Science from the University of Mumbai, and a degree of Master of Administrative Management from the Narsee Monjee Institute of Management Studies, University of Mumbai
Brief Resume, Experience and Expertise in Functional Area	Mr. Tushar Trivedi has more than 35 years of experience in the field of digital banking, transactional banking, relationship, management, business process transformation, business solutions and industrial manufacturing. He has also worked with Kotak Mahindra Bank Private Limited, and has served as the Vice President of Citibank N.A., U.A.E.
Terms and Conditions of Re-appointment	In terms of Section 149(10) of the Companies Act, 2013, Re-appointment of Mr. Tushar Trivedi for the second term of five consecutive years with effect from July 02, 2023.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2022-23), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2022-23), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Tushar Trivedi is not entitled to receive any Remuneration except the Sitting Fees for attending the Board and Committee Meetings.
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Tushar Trivedi does not hold any directorship in the other Listed Company or any other companies and body corporates.
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	22,243 Shares (0.15%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Tushar Trivedi & other members of the Board and Key Managerial Personnel

ANNEXURE C

Name of the Director	Mr. Premal Vinod Mehta
DIN	00090389
Date of Birth	01-02-1964
Age	59 Years
Date of First Appointment on the Board	02-07-2018
Qualification	Master of Management Studies from the Narsee Monjee Institute of Management Studies, University of Mumbai
Brief Resume, Experience and Expertise in Functional Area	Mr. Premal Mehta has more than 36 years of experience in the field of financial advisory services. Presently, he is also a Founder Director on the Board of Wealth First Advisors Private Limited.
Terms and Conditions of Re-appointment	In terms of Section 149(10) of the Companies Act, 2013, Re-appointment of Mr. Premal Mehta for the second term of five consecutive years with effect from July 02, 2023.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report (2022-23), which is circulated along with this AGM Notice
Remuneration last drawn	Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report (2022-23), which is circulated along with this AGM Notice.
Remuneration sought to be paid	Mr. Premal Vinod Mehta is not entitled to receive any Remuneration except the Sitting Fees for attending the Board and Committee Meetings.
List of Listed Companies and/ or Bodies Corporate in which Directorships Held	Mr. Premal Vinod Mehta does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Wealth First Advisors Private Limited 2. Avenues Corporate Advisors Private Limited 3. Farm Biosys LLP
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	7,500 Shares (0.05%)
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Premal Mehta & other members of the Board and Key Managerial Personnel

Directors' Report

Dear Members,

Your Directors have pleasure in presenting their 8th Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended March 31, 2023 (the "Report").

1. FINANCIAL RESULTS

The summarised financial results of the Company for the financial year ended March 31, 2023, are presented below:

(₹ in 000's)

Particulars	Standalone		Consolidated	
	2022-2023	2021-2022	2022-2023	2021-2022
Revenue from Operations	**1,34,192.99**	**80,548.23**	**1,47,420.60**	**80,548.23**
Other Income	15,381.21	12,067.66	16,663.89	12,676.06
Total Revenue	**1,49,574.20**	**92,615.89**	**1,64,084.49**	**93,224.29**
Profit/(Loss) before Interest & depreciation	**(1,22,438.38)**	**(1,34,034.46)**	**(1,42,759.60)**	**(1,33,629.20)**
Less: Interest	(2,537.92)	0	(2,537.92)	0
Less: Depreciation and Amortization Expense	(16,482.05)	(893.15)	(16,973.42)	(893.15)
Profit/(Loss) Before Exceptional Items and Tax	**(1,41,458.35)**	**(1,34,927.61)**	**(1,62,270.94)**	**(1,34,522.35)**
Share of Net Profit/(Loss) of Associates and Joint Ventures accounted using Equity method	**-**	**-**	**(2150.00)**	**(68.21)**
Profit/(Loss) Before Tax	**(1,41,458.35)**	**(1,34,927.61)**	**(1,64,420.94)**	**(1,34,590.56)**
Add/Less: Current Tax	0	0	0	45.02
(Add)/Less: Deferred Tax	(3,987.35)	(6,347.13)	(4042.11)	(6,292.37)
Profit/(Loss) After Tax	**(1,37,471.00)**	**(1,28,580.48)**	**(1,60,378.83)**	**(1,28,343.22)**
Other Comprehensive Income	(2,17,768.68)	1,07,272.29	(2,17,900.93)	1,07,272.30
Total Comprehensive Income	**(3,55,239.68)**	**(21,308.19)**	**(3,78,279.76)**	**(21,070.92)**

Note: The above figures are extracted from the standalone and consolidated financial statements prepared in compliance with Indian Accounting Standards (Ind AS). The Financial Statements of the Company complied with all aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

2. STATE OF COMPANY'S AFFAIRS, BUSINESS OVERVIEW AND FUTURE OUTLOOK

On Standalone basis, the Revenue from operations has increased by about 66.60% on annual basis to 1,34,192.99 thousand in the financial year ended March 31, 2023, as compared to 80,548.23 thousand in the financial year ended March 31, 2022.

On Standalone basis, the Company's Operating Earnings/(Loss) Before Interest, Depreciation and Taxes (EBITDA) margin stands at -81.86% of the operating income in the financial year ended March 31, 2023. The loss before tax of the current financial year on standalone basis stand at (1,41,458.35) thousand as compared to loss before tax (1,34,927.61) thousand for the preceding financial year.

The net loss of the current financial year on a standalone basis increased to (1,37,471.00) thousand as compared to net loss (1,28,580.48) thousand for the preceding financial year.

During the year, there were no changes in the nature of business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis' (MDA).

3. DIVIDEND

With a view to conserve resources for expansion of business, the Board of Director have not recommend any dividend for the financial year under review.

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 1000 listed Companies shall formulate a Dividend Distribution Policy. The Company does not come under the category of top 1000 listed Companies based on the market capitalization, however for Good Corporate Governance practice, the Company has formulated its Dividend Distribution Policy, which is available on the website of the Company and may be viewed at https://www.xelpmoc.in/documents/Dividend%20Distribution%20policy.pdf

4. TRANSFER TO RESERVES

The Company has not transferred any amount to the reserves during the financial year under review. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2023, please refer to the Statement of Changes in Equity table of the Standalone Financial Statement of the Company.

5. DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details to disclose as required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

6. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has following three Subsidiaries, one of them is a Step-Down Subsidiary and one Associate as on March 31, 2023:

a. Signal Analytics Private Limited ("Signal" or "SAPL") - Subsidiary of the Company

b. Soultrax Studios Private Limited ("Soultrax" or "SSPL") – Step- Down Subsidiary of the Company

During the year under review, Signal Analytics Private Limited, Subsidiary of the Company, has acquired 54.57% stakes in Soultrax Studios Private Limited, accordingly Soultrax became subsidiary of Signal and Step-down subsidiary of our Company w.e.f May 27, 2022.

Soultrax is engaged in the business of Content Creation

c. Xelpmoc Design and Tech UK Limited - Wholly-Owned Subsidiary of the Company

d. Xperience India Private Limited ("Xperience" or "XIPL") – Associate Company

During the year under review, the Company has subscribed 43% stake as subscriber to MOA of Xperience India Private Limited, Special Purpose Vehicle (SPV), accordingly Xperience India Private Limited became Associate Company w.e.f September 09, 2022.

During the year under review, the Company does not have any material subsidiary.

Pursuant to requirements of Regulation 16(1)(c) of the Listing Regulations, the Company has formulated "Policy on determining Material Subsidiaries" which is posted on website of the Company and may be viewed at https://www.xelpmoc.in/documents/Policy%20for%20determining%20Material%20Subsidiary.pdf

Except above, no Company has become and/or ceased as Subsidiary, Joint Venture or Associate of the Company. The Company does not have any joint venture.

7. CONSOLIDATED FINANCIAL STATEMENT

The statement containing salient features of the financial statements of the Subsidiary Companies, Step Down Subsidiaries and Associate Company in the prescribed format i.e., Form AOC-1 is appended as an **'Annexure-1'** to the Board's Report. The statement also provides the details of performance and financial position of Subsidiary Companies.

The contribution of the subsidiaries and Associates for the growth and expansion of the Company is provided in note 43 of the Consolidated Financial Statement.

The consolidated financial statement represents those of the Company and its Subsidiaries i.e., Signal Analytics Private Limited, Soultrax Studios Private Limited, Xelpmoc Design and Tech UK Limited and its Associate i.e., Xperience India Private Limited. The Company has consolidated its statement in accordance with the Ind AS 110 – 'Consolidated Financial Statements' pursuant to Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

The Audited Financial Statements for the year ended March 31, 2023 of Signal Analytics Private Limited, Soultrax Studios Private Limited, and Xelpmoc Design and Tech UK Limited., Subsidiary Companies are available on website of the Company and may be viewed at https://www.xelpmoc.in/jointventureassociate.

8. SHARE CAPITAL

- During the year under review, there was no change in the Authorized Share Capital of the Company.
- During the year under review, the Company has issued and allotted 50,000 Equity shares upon conversion of Stock Options granted under the Company's ESOP scheme, 2019 and ESOP Scheme 2020. Consequent to these allotments, the paid-up Equity share capital of the Company stands increased to 1,45,28,413 Equity shares of ₹ 10/- each i.e., ₹ 14,52,84,130/-.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.
- The Company has not issued any sweat equity shares to its directors or employees during the period under review.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board as on March 31, 2023, comprised of 7 (Seven) Directors out of which 3 (Three) are Independent Directors, 1 (One) is Non-Executive & Non-Independent Director and 3 (Three) are Executive Directors including one Managing Director.

Mr. Sandipan Chattopadhyay (DIN: 00794717), Managing Director & CEO, Mr. Srinivas Koora (DIN: 07227584), Whole-time Director & CFO, Mr. Jaison Jose (DIN: 07719333), Whole-time Director and Mrs. Vaishali Kondbhar, Whole-time Company Secretary are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made there under.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of Company by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

a. Appointments and Resignations of Directors and Key Managerial Personnel

During the period under review, following changes have been occurred:

- Mr. Jaison Jose (DIN: 07719333), appointed as a Director liable to retire by rotation at the 7th Annual General Meeting of the members of the Company held on September 30, 2022.
- Mr. Soumyadri Bose (DIN: 02795223), Non-Executive and Non-Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of May 23, 2022.

b. Director Liable to Retire by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Srinivas Koora (DIN: 07227584), Whole-Time Director & CFO, being Director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment. The information as required to be disclosed under Regulation 36 of the Listing Regulations will be provided in the notice of ensuing Annual General Meeting.

c. Independent Directors

The Company has received declarations/confirmations from each Independent Directors under section 149(7) of the Companies Act, 2013 and regulation 25(8) of the Listing Regulations confirming that they meet the criteria of independence as laid down in the Companies Act, 2013 and the Listing Regulations.

The Company has also received requisite declarations from Independent Directors of the Company as prescribed under rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014.

All Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013.

In the opinion of the Board, Independent Directors of the Company possess requisite qualifications, experience and expertise and hold the highest standards of integrity. Further in terms of the rule 6(1) of Companies (Appointment and Qualification of Directors) rules, 2014, as amended all the Independent Directors of the Company have registered their names in the online databank of Independent Directors maintained by Indian Institute of Corporate Affairs. Further, out of the three Independent Directors as on March 31, 2023, one Independent Director Mr. Premal Mehta on the basis of his experience has got exemption from giving online proficiency self-assessment test as prescribed under Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014 and Mr. Tushar Trivedi and Mrs. Karishma Bhalla, Independent Directors have already passed the online proficiency self-assessment test.

The Independent Directors are provided with all necessary documents/reports and internal policies to enable them to familiarise with the Companies procedures and practices. The programs undertaken for familiarizing Independent Directors with the functions and procedures of the Company are disclosed in the Corporate Governance Report.

10. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

5 (Five) meetings of the Board of Directors of the Company were held during the year under review. Detailed information of the meetings of the Board is included in the Report on Corporate Governance, which forms part of this Report.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm and state that:

(a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts on a going concern basis;

(e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgement, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The Company has in place a Policy on appointment & removal of Directors ('Policy').

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of Directors.
- It contains guidelines for determining qualifications, positive attributes for Directors and independence of a Director.
- It lays down the criteria for Board Membership.
- It sets out the approach of the Company on board diversity.
- It lays down the criteria for determining independence of a Director, in case of appointment of an Independent Director.

The Nomination and Remuneration Policy is posted on website of the Company and may be viewed at https://www.xelpmoc.in/documents/Nomination%20and%20Remuneration%20Policy-updated.pdf

13. PERFORMANCE EVALUATION OF THE BOARD

The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI on January 05, 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including Independent Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation of its own performance, the Individual Directors including Independent Directors and its Committees on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

Committees of the Board

The Company has several committees, which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes:

The Committees and their Composition as on March 31, 2023, are as follows:

- **Audit Committee**

1.	Mr. Tushar Trivedi	Chairman
2.	Mr. Srinivas Koora	Member
3.	Mr. Premal Mehta	Member
4.	Mrs. Karishma Bhalla	Member

- **Nomination and Remuneration Committee**

1.	Mr. Premal Mehta	Chairman
2.	Mr. Tushar Trivedi	Member
3.	Mr. Pranjal Sharma	Member

- **Stakeholders Relationship Committee**

1.	Mr. Tushar Trivedi	Chairman
2.	Mr. Srinivas Koora	Member
3.	Mr. Jaison Jose	Member

- **Management Committee**

1.	Mr. Srinivas Koora	Chairman
2.	Mr. Sandipan Chattopadhyay	Member
3.	Mr. Jaison Jose	Member

The details with respect to the powers, roles and terms of reference etc, of the relevant committees of the Board are given in detail in the Corporate Governance Report of the Company, which forms part of this Report.

Further, during the year, there are no such cases where the recommendation of any Committee of Board, have not been accepted by the Board, which is required to be accepted as per the law.

14. CORPORATE SOCIAL RESPONSIBILITY(CSR)

Your Company does not fall in the ambit of limit as specified in Section 135 of the Companies Act, 2013 read with Rule framed there under in respect of Corporate Social Responsibility. However, the directors of the Company, in their personal capacity, are engaged in philanthropy activities and participating for cause of upliftment of the society.

15. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Listing Regulations is presented in a separate section and forming part of this Report.

16. CORPORATE GOVERNANCE

The Corporate Governance is an ethical business process to create and enhance value and reputation of an organization. Accordingly, your Directors function as trustee of the shareholders and seek to ensure that the long term economic value for its Shareholders is achieved while balancing interest of all the Stakeholders.

The Report on Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulations is presented in a separate section and forms part of this Report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

A certificate from Mr. Manish Gupta, Practising Company Secretary, partner of VKMG & Associates LLP, Company Secretaries, conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulation, is annexed to Corporate Governance Report.

17. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the chairman of Audit Committee of the Board. During the year under review, no concern from any whistle blower has been received by the Company. The whistle blower policy is available at the link https://www.xelpmoc.in/documents/Whistle%20Blower%20Policy.pdf

18. STATEMENT ON RISK MANAGEMENT POLICY

Risk assessment and management are critical to ensure long-term sustainability of the business. The Company, has in place, a strong risk management framework with regular appraisal by the top management. The Board of Directors reviews the Company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Managing Director, is responsible to proactively manage risks with appropriate mitigation measures and implementation thereof.

Enlisted below are the key risks identified by the management and the related mitigation measures.

Market Risk

Volatility in the local and global economy, political uncertainty, and changes in government regulations could all have an impact on the technology business. A downturn in the industry could have a negative influence on the Company's operations. The Company intends to extend its footprint and client base across numerous geographies and industries in order to mitigate market-specific risks.

Competition Risk

The Company competes in a highly competitive industry with a rapidly growing number of players. Companies must adopt new technologies and build enriching applications for clients to stay ahead of the competition. The Company's activities are characterised by strong subject expertise, innovative technology capabilities, and compelling customer-focused solutions, allowing it to outlive the competition.

Technology Risk

Organizations will be driven to embrace futuristic technology to promote efficiencies as a result of rapid technical advancements, altering business models, and newer software and product launches.The ability of a technology service organisation to provide significant solutions for its customers will determine its success. To mitigate this risk, the Company is working to improve its services and offerings in response to changing industry demands. To mitigate this risk, the Company is working to improve its services and offerings in response to changing industry demands.

Talent Risk

The technology industry may face a significant workforce shortfall. Human capital is the Company's most valuable asset at Xelpmoc. Recognizing its critical role in achieving success, the Company aims to create a pleasant and inclusive atmosphere while also providing benefits to its employees. It fosters an environment of creativity and entrepreneurship within the Company and provides training and development opportunities for employees.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to provision of Section 186 of the Companies Act, 2013, during the year under review, the Company has not given any loan to any person or body corporate or not given any guarantees or provided security in connection with a loan to any other body corporate or person. However, the Company has made investment in the securities of bodies corporate, the details of the investments made including the investments as prescribed under Section 186(2) of the Companies Act, 2013 are provided in Notes No. 8 to 10 of the Standalone Financial Statement of the Company.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contract or arrangements or transactions entered into by the Company with related parties, which falls under the provisions of sub-section (1) of section 188 of the Companies Act, 2013, though that transactions are on arm's length basis, forms part of this report in Form No. AOC-2 is annexed as an **'Annexure-2'** to this report.

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with provision of listing regulations and the policy of the Company on materiality of related party transactions.

The statement showing the disclosure of transactions with related parties in compliance with applicable provision of Ind AS, the details of the same are provided in note no. 36 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board for approval.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available at the link: https://www.xelpmoc.in/documents/Policy%20on%20Materiality%20of%20Related%20Party%20Transactions%20and%20Dealing%20with%20Related%20Party%20Transactions.pdf

21. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate standards, processes and structures to implement internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed. In addition to above, the Company has in place Internal Audit carried out by independent audit firm to continuously monitor adequacy and effectiveness of the internal control system in the Company and status of its compliances.

22. LISTING REGULATIONS, 2015

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2023-2024.

The Company has formulated following Policies as required under the Listing Regulations, the details of which are as under:

1. "Documents Preservation & Archival Policy" as per Regulation 9 and Regulation 30 which may be viewed at https://www.xelpmoc.in/documents/Documents%20Preservation%20&%20Arcihval%20Policy.pdf

2. "Policy for determining Materiality of events/information" as per Regulation 30 which may be viewed at https://www.xelpmoc.in/documents/Policy%20for%20Determining%20Materiality%20of%20Information%20or%20Events.pdf

23. AUDITORS

(a) Statutory Auditor

The term of existing Auditor **M/s. JHS & Associates LLP**, Chartered Accountants, is going to expire at ensuing Annual General Meeting, however eligible for re-appointment for Second term for the period of 5 years.

The Board of Directors of your Company has recommended the re-appointment of **M/s. JHS & Associates LLP**, Chartered Accountants, for Second term for the period of 5 years, to hold the office as Statutory Auditors of the Company from the ensuing 8th Annual General meeting till the conclusion of 13th Annual General meeting of the Company on such remuneration as may be approved by the members at ensuing AGM.

Your Company has received necessary confirmation from them stating that they satisfy the criteria provided under section 141 of the Companies Act, 2013. The report of the Statutory Auditors forms part of the Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

(b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Manish Rajnarayan Gupta, partner of **M/s. VKMG & Associates LLP,** Practicing Company Secretaries, as the Secretarial Auditors of the Company to undertake Secretarial Audit for the financial year ended March 31, 2023. The Secretarial Audit Report for the financial year ended March 31, 2023, is annexed herewith and marked as an **'Annexure-3'** to this Report. The Secretarial Auditor has also issued Annual Secretarial Compliance Report for the year ended March 31, 2023, as required under regulation 24A of Listing Regulations. Further, the Secretarial Audit Report and Annual Secretarial Compliance Report does not contain any qualification, reservation or adverse remark or disclaimer.

(c) Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company had appointed **M/s. Venu & Vinay**, Chartered Accountants to undertake Internal Audit for financial year ended March 31, 2023.

24. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its Officers or Employees, the details of which would need to be mentioned in the Board's Report.

25. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. March 31, 2023 till the date of this Directors' Report.

26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

There were no other significant and material orders passed by the regulators/courts/tribunals, which may impact the going concern status and the Company's operations in future.

27. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

(a) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as an '**Annexure-4**'.

(b) In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136, the said annexure is open for inspection by the members through electronic mode. Any member interested in obtaining such particulars may write to the Company Secretary of the Company at vaishali.kondbhar@xelpmoc.in The said particulars shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

28. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any unpaid/unclaimed amount which is required to be transferred, under the provisions of Companies Act, 2013 into the Investor Education and Protection Fund (IEPF) of the Government of India.

29. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The disclosures to be made under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

(A) Conservation of Energy

(i) The steps taken or impact on conservation of energy

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. Some of the measures undertaken by the Company on a continuous basis, including during the year, are listed below:

a) Use of LED Lights at office spaces.

b) Rationalization of usage of electricity and electrical equipment air conditioning system, office illumination, beverage dispensers, desktops.

c) Regular monitoring of temperature inside the buildings and controlling the air-conditioning system.

d) Planned Preventive Maintenance schedule put in place for electromechanical equipment.

e) Usage of energy efficient illumination fixtures.

(ii) Steps taken by the Company for utilizing alternate source of energy

The business operation of the Company are not energy-intensive, hence apart from steps mentioned above to conserve energy, the management would also explore feasible alternate sources of energy.

(iii) The capital investment on energy conservation equipment

There is no capital investment on energy conservation equipment during the year under review.

(B) Technology Absorption

(i) The efforts made towards technology absorption

The Company itself operates into the dynamic information technology space. The Company has a sizeable team of Information technology experts to evaluate technology developments on a continuous basis and keep the organisation updated.

(ii) The benefits derived

The Company has been benefited immensely by usage of Indigenous Technology for business operation of the Company.

(iii) The Company has not imported any technology during last three years from the beginning of the financial year.

(iv) The Company has not incurred any expenditure on Research and Development during the year under review.

(C) Foreign Exchange Earnings and Outgo

The foreign exchange earnings and outgo, during the year, is as under:

Foreign Exchange Earnings

(₹ in 000's)

Sr. No.	Particulars	2022-23	2021-22
1.	Revenue from software development	49,589.53	39,747.45
	Total	**49,589.53**	**39,747.45**

Foreign Exchange Outgo

(₹ in 000's)

Sr. No.	Particulars	2022-23	2021-22
1.	Technical consultancy services	2,523.62	-
2.	Travel Expenses	260.66	158.48
3.	Software Expenses	1,186.56	464.96
4.	Other Expenses	70.65	185.87
	Total	**4,041.48**	**809.31**

30. ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return of the Company as on March 31, 2023 is available on the Company's website and can be accessed at https://www.xelpmoc.in/documents/Annual%20Return%20-%20FY%202022-23.pdf

31. SECRETARIAL STANDARD OF ICSI

The Company has complied with the Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India (ICSI).

32. MAINTENANCE OF COST RECORDS

Maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 is not applicable to the Company.

33. PREVENTION OF SEXUAL HARASSMENT

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, during the year Internal Complaints Committee of the Company has not received any case related to sexual harassment.

The policy framed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed thereunder may be viewed at https://www.xelpmoc.in/documents/Policy%20against%20Sexual%20Harassment.pdf

34. EMPLOYEES' STOCK OPTION SCHEME

The Employees' Stock Option Scheme enable the Company to hire and retain the best talent for its senior management and key positions. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme in accordance with the applicable SEBI Regulations.

The applicable disclosures as stipulated under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2023 (cumulative position) with regard to the Xelpmoc Employee Stock Option Scheme 2019 and Xelpmoc Employee Stock Option Scheme 2020 are disclosed on the Company's website which may be viewed at https://www.xelpmoc.in/documents/ESOS%20-%20Disclosure-under-SEBI-(Share-Based-Employee-Benefits%20and%20Sweat%20Equity)-Regulations%20-%202021%20-%20FY2023.pdf

All the schemes i.e. Xelpmoc Employee Stock Option Scheme 2019 and Xelpmoc Employee Stock Option Scheme 2020, are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and erstwhile SEBI (Share Based Employee Benefits) Regulations, 2014. There were no material changes in aforesaid schemes, during the year under review.

A certificate from the Secretarial Auditor of the Company stating that the aforesaid schemes have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution passed by the members shall be placed at the ensuing Annual General Meeting for inspection by members.

35. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions for the same during the year under review:

- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- Issue of debentures/bonds/warrants/any other convertible securities.
- Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Instance of one-time settlement with any Bank or Financial Institution.
- Application or proceedings under the Insolvency and Bankruptcy Code, 2016.

36. ACKNOWLEDGEMENTS

Your Directors take the opportunity to express our deep sense of gratitude to all users, vendors, government and non-governmental agencies and bankers for their continued support in Company's growth and look forward to their continued support in the future.

Your Directors would also like to express their gratitude to the shareholders for reposing unstinted trust and confidence in the management of the Company.

Registered Office:
Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873

17, 4th Floor, Agies Building,
1st 'A' Cross, 5th Block,
Koramangala,
Bengaluru – 560034
website: www.xelpmoc.in
E-mail ID: vaishali.kondbhar@xelpmoc.in

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director & CFO
(DIN: 07227584)
Place: Hyderabad
Date: May 30, 2023

Annexure-1

FORM AOC-1

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

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

PART "A": SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in '000s)

Sr. No.	Particulars	Details	Details	Details
1.	Name of the subsidiary	Signal Analytics Private Limited	Soultrax Studios Private Limited ("Step-down Subsidiary")	Xelpmoc Design and Tech UK Ltd
2.	The date since when subsidiary was acquired	December 01, 2020	May 27, 2022	November 22, 2021
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	-	March 10, 2022 (Date of Incorporation) to March 31, 2023	-
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	Reporting Currency: GBP & Exchange Rate: ₹ 101.873, Financial Period ending March 2023
5.	Share capital	1,087.50	232.68	13,253.68
6.	Reserves & surplus	48,892.20	13,258.26	(12,107.10)
7.	Total assets	50,831.76	16,333.04	1,404.19
8	Total Liabilities (excluding reserves and surplus)	852.06	2,842.10	257.62
9.	Investments	49,914.94	-	0
10.	Turnover	-	13,503.69	0
11.	Profit before taxation	(2,515.45)	(7,506.16)	(11,823.61)
12.	Provision for taxation	(54.76)	-	0
13.	Profit after taxation	(2,460.69)	(7,506.16)	(11,823.61)
14.	Proposed Dividend	0	0	0
15.	Extent of Shareholding (in percentage)	100% (91.95% on Diluted basis)	Nil*	100%

*The Company does not have any direct shareholding however Signal Analytics Private Limited; Subsidiary of the Company hold 54.57% shareholding in Soultrax Studios Private Limited.

Exchange rate for the Profit & Loss items is considered on rate of foreign exchange for 1 GBP at ₹ 101.873 during the financial year.

Notes:

1. Signal Analytics Private Limited and Xelpmoc Design and Tech UK Ltd, have commenced its operations, however, as on March 31, 2023 have not earned revenue from operations.
2. The Company has not liquidated or sold any subsidiary, during the year under review.

PART "B": ASSOCIATES AND JOINT VENTURES

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

(Information in respect of associate to be presented with amounts in ₹ '000s)

Sr. no.	Name of Associates/Joint Ventures	Xperience India Private Limited (Associate Company)
1.	**Latest audited Balance Sheet Date**	March 31, 2023
2.	**Date on which the Associate or Joint Venture was associated or acquired**	September 09, 2022
3.	**Shares of Associate/Joint Ventures held by the Company on the year end**	
	Number	21,50,000 Equity Shares
	Amount of Investment in Associates/Joint Venture	21.50
	Extend of Holding %	43%
4.	**Description of how there is significant influence**	Associate
5.	**Reason why the associate/joint venture is not consolidated**	Not Applicable
6.	**Networth attributable to Shareholding as per latest audited Balance Sheet**	(896.61)
7.	**Profit/Loss for the year**	
	i. Considered in Consolidation	(2150.00)
	ii. Not Considered in Consolidation	(896.61)

The Company does not have any Joint Venture Company as on March 31, 2023.

Notes:

1. Xperience India Private Limited has commenced its operations, however, as on March 31, 2023 has not earned revenue from operations.
2. The Company has not liquidated or sold any associates or joint ventures, during the year under review.

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
(DIN: 00794717)
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
(DIN: 07227584)
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
(DIN: 07719333)
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary &
Compliance Officer
Place: Mumbai
Date: May 30, 2023

Annexure-2

FORM NO. AOC-2

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

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS-LENGTH TRANSACTIONS UNDER THIRD PROVISO THERETO

1. Details of contracts or arrangements or transactions not at arm's length basis: NA

a.	Name(s) of the related party and nature of relationship	Not Applicable
b.	Nature of contracts/arrangements/transactions	
c.	Duration of the contracts/arrangements/transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	
e.	Justification for entering into such contracts or arrangements or transactions	
f.	Date of approval by the Board	
g.	Amount paid as advances, if any	
h.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Mr. Pranjal Sharma (Non-Executive & Non-Independent Director).	Mr. Soumyadri Bose (Non-Executive & Non-Independent Director).	Signal Analytics Private Limited (Subsidiary Company)
b.	Nature of contracts/ arrangements/ transactions	Payment of Corporate Strategy and Advisory Fees.	Payment of Corporate Strategy and Advisory Fees.	Sub-lease Agreement for use of part of our Company premise situated at 12th Floor, My Home Twitza, Plot No.30/A, Sy No 83/1, Raidurg Village, Serilingampally Mandal, Rangareddy (D) - 500081 (taken on lease by the Company) for their business purpose on sub-lease basis.
c.	Duration of the contracts/ arrangements/ transactions	One time Appointment at office or place of profit in the Company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years w.e.f. February 20, 2023.	One time Appointment at office or place of profit in the Company and Payment of Corporate Strategy and Advisory Fees for a period of 3 years from the date of his appointment i.e., February 19, 2020.	2 Years starting from the month of December 2022 at a Monthly rent of ₹ 7,000/- plus applicable taxes per workstation with fully furnished instrument/ equipment as required for the business purpose of Signal Analytics Private Limited.

d.	Salient terms of the contracts or arrangements or transactions including the justification and value, if any:	Looking at the specialized knowledge, experience and expertise of Mr. Pranjal Sharma in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Pranjal Sharma for business growth, strategies and expansion of the Company on such terms and condition including fees based on his performance as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated September 30, 2022. During the Financial year 2022-2023, the Company has paid an amount of ₹ 4,80,000/- as Corporate Strategy and Advisory Fees.	Looking at the specialized knowledge, experience and expertise of Mr. Soumyadri Bose in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from Mr. Soumyadri Bose for business growth, strategies and expansion of the Company on such terms and condition including fees based on his performance as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated February 19, 2020. Mr. Soumyadri Bose resigned from the office or place of profit in the Company w.e.f. closure of working hours of May 23, 2022, Hence, during the financial year 2022-2023, the Company has paid an amount of ₹ 69,677/- as Corporate Strategy and Advisory Fees upto the date of his resignation.	The Company is paying similar rent per workstation to the Owner from whom said premises is taken on lease by the Company, hence price charged is as per industry rate and is on arm's length basis. During the financial year 2022-23, the Company has received an amount of ₹ 91,000/- as sub lease rent from Signal Analytics Private Limited.
e.	Date(s) of approval by the Board, if any:	Board approval on August 13, 2022, and Shareholders approval on September 30, 2022.	Board approval for Appointment on December 13, 2019, and Board approval for remuneration Increment on November 07, 2020, and Shareholders approval on February 19, 2020.	November 12, 2022
f.	Amount paid as advances, if any:	N.A.	N.A.	N.A.

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director and Chief Executive Officer
(DIN: 00794717)
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and Chief Financial Officer
(DIN: 07227584)
Place: Hyderabad
Date: May 30, 2023

Annexure-3

Form No. MR-3

SECRETARIAL AUDIT REPORT OF XELPMOC DESIGN AND TECH LIMITED

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 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,
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560034

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Xelpmoc Design and Tech Limited ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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:

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

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The 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'):

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   (d) 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;

   (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Audit Period);

   (g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the Audit Period);

   (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the Audit Period); and

   (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the Audit Period).

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

a) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India; and

b) Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

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

We 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 changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all Directors to schedule the Board and Committee meetings and the agenda and detailed notes on agenda were sent at least seven days in advance, except for the meeting where directors confirm to receive the agenda and detailed notes on agenda at shorter notice 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 were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

We further report that during the year under report, the Company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Date: May 30, 2023
Place: Mumbai
UDIN: A043802E000423280

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021

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

ANNEXURE A

To,
The Members,
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560034

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test-check basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021

Date: May 30, 2023
Place: Mumbai
UDIN: A043802E000423280

Annexure-4

Details required as per sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) the Ratio of the Remuneration of each Director to the median employee's remuneration, the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of Director/Key Managerial Personnel and Designation	Remuneration of Director/ KMP (in ₹ 000's)	% increase in remuneration on FY 2022-2023	Ratio of Remuneration of each Director to median Remuneration of employee
Sandipan Chattopadhyay, Managing Director and Chief Executive Officer	2,821.60	54.90[1]	12.99
Srinivas Koora, Whole-Time Director and Chief Financial Officer	2,821.60	54.90[1]	12.99
Jaison Jose, Whole-Time Director	2,821.60	54.90[1]	12.99
Tushar Trivedi, Non-Executive and Independent Director	112.50	7.14[2]	0.52
Premal Mehta, Non-Executive and Independent Director	105.00	7.69[2]	0.48
Soumyadri Bose, Non-Executive and Non-Independent Director	69.68	-[3]	0.32
Pranjal Sharma, Non-Executive and Non-Independent Director	480.00	Nil	2.21
Karishma Bhalla, Non-Executive and Independent Director	37.50	Nil	0.17
Vaishali Kondbhar, Company Secretary	780.00	7.26	NA

[1] During the FY 2022-2023 there is an increment in remuneration, from ₹ 1,50,000/- p.m. to ₹ 2,50,000/- p.m. w.e.f 01.06.2022, accordingly increase in the percentage of remuneration reported.

[2] The increase in % of remuneration (sitting fees) is due to an increase in number of meeting of Board and/or committee held and attended.

[3] Ceased as Director due to resignation w.e.f. May 23, 2022, hence percentage increase in remuneration is not comparable.

(ii) the percentage increase in the median remuneration of employees in the financial year:

The median remuneration of employees of the Company during the financial year was ₹ 219.73 (₹ in 000's). In the financial year, there was increase of 67% in the median remuneration of employees;

(iii) the number of permanent employees on the rolls of the Company:

As on March 31, 2023, the Company has 100 permanent employees (including 3 Executive Directors) on its rolls.

(iv) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the salaries of employees other than managerial personnel in the financial year 2022-23 was 29.63%, whereas the increment in Managerial remuneration for the same financial year was 54.90% as stated above, as per Industry level.

(v) the key parameters of any variable component of remuneration availed by the Directors:

Not Applicable

It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors of
Xelpmoc Design and Tech Limited

Sandipan Chattopadhyay
Managing Director and Chief Executive Officer
(DIN: 00794717)

Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and Chief Financial Officer
(DIN: 07227584)

Place: Hyderabad
Date: May 30, 2023

Corporate Governance Report

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), given below are the corporate governance policies and practices of Xelpmoc Design and Tech Limited ("the Company"). The Company strives to follow the best corporate governance practices, develop best policies/guidelines. The Company believes that good Corporate Governance is much more than complying with legal and regulatory requirements.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy at corporate governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company's business in an efficient and transparent manner in all facets of its operations and its interactions with stakeholders. Your Company is committed to the principles of good Corporate Governance. In keeping view with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review, strengthen and upgrade its systems and processes so as to bring in transparency and efficiency in its various business segments. Through its corporate governance measures, the Company aims to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Your Company will contribute to sustain stakeholder confidence by adopting and continuing good practices, which is at the heart of effective corporate governance. Your Company's Board has empowered responsible persons to implement policies and guidelines related to the key elements of corporate governance viz. transparency, disclosure, supervision, internal controls, risk management, internal and external communications, high standards of safety, accounting fidelity, product and service quality. It has also set up adequate review processes.

BOARD OF DIRECTORS

Board Composition

The Company is in compliance with provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Regulations with regards to the Composition of the Board. As on March 31, 2023, the Board consists of 7 Directors, comprising of 3 Executive Directors (Promoters) and 4 Non-Executive Directors, in which 3 Directors are Independent and 1 Director is Non-Executive & Non-Independent. The Chairperson of the Board is Non-Executive Independent Director.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	Category of Directors	Number of Board Meetings		Attendance at last Annual General Meeting	Directorship/Membership as on March 31, 2023		
		Held	Attended		No. of outside Directorships held in other Indian Companies as on March 31, 2023	No. of Membership(s)/ Chairmanship(s) of Committees in other Indian Companies^	
						Chairman	Member
Mr. Sandipan Chattopadhyay	Promoter & Executive Director	5	4	Present	4	-	-
Mr. Srinivas Koora	Promoter & Executive Director	5	5	Present	2	-	-
Mr. Jaison Jose	Promoter & Executive Director	5	4	Present	3	-	-
Mr. Tushar Trivedi	Chairman-Independent & Non-Executive Director	5	5	Present	-	-	-
Mr. Premal Mehta	Independent & Non-Executive Director	5	5	Present	2	-	-
Mrs. Karishma Bhalla	Independent & Non-Executive Director	5	2	Present	1	-	-
Mr. Pranjal Sharma	Non-Executive & Non-Independent Director	5	3	Present	1	-	-

Note:

^In accordance with Regulation 26 of the Listing Regulations, Membership(s)/Chairmanship(s) of only Audit Committees and Stakeholders Relationship Committees in all public limited Companies have been considered.

Mr. Soumyadri Bose (DIN: 02795223), Non-Executive and Non-Independent Director, resigned from the position of Directorship of the Company w.e.f. closure of working hours of May 23, 2022.

Directorship in other Listed Companies

As on March 31, 2023, none of the Directors of the Company is holding a Directorship in any other Listed Company.

Board Meetings

During the year under review, 5 (Five) Meetings of the Board of Directors of the Company were convened on May 29, 2022, July 06, 2022, August 13, 2022, November 12, 2022, and February 14, 2023.

The Company has complied with all applicable provisions in respect of sending the notices (including shorter notices) and agendas thereof (except critical price sensitive information) of the Board Meetings to all its directors and invitees and minutes of the meetings contains all requisite disclosures including the time at which the meetings were held.

Disclosure of relationships between Directors inter-se

None of the Directors of the Company are in relation to each other.

Number of Shares and Convertible Instruments held by Non-Executive Directors

The Company does not have any convertible instruments, however the details of equity shares held by Non-Executive Directors as on March 31, 2023 are as under:

Name of Director	Category of Director	No. of Shares Held
Mr. Tushar Trivedi	Non-Executive and Independent Director	22,243
Mr. Premal Mehta	Non-Executive and Independent Director	7,500
Mrs. Karishma Bhalla	Non-Executive and Independent Director	-
Mr. Pranjal Sharma	Non-Executive and Non-Independent Director	-

Details of familiarization programmes imparted to independent directors

As stipulated under Section 149 read with part III of Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, the Company familiarizes its Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

Periodic presentations are made at the Board and the Board constituted Committee meetings pertaining to business and performance updates of the Company, and steps taken to ensure smooth functioning of operation of the Company, global business environment, business strategies and risks involved.

The details of familiarization programmers have been posted on the website of the Company and the same may be viewed at https://www.xelpmoc.in/documents/Familiarisation%20Programme%20for%20Independent%20Directors%202.pdf

Independent Directors Meeting

As stipulated by Section 149(8) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, 1 (One) separate meeting of Independent Directors was held on March 23, 2023, without the attendance of Non-Independent Directors and members of the management, to review the performance of the Chairperson, Non-Independent Directors, various Committees of the Board and the Board as a whole. The Independent Directors also reviews the quality, content and timeliness of the flow of information from the management to the Board and its Committees which is necessary to perform reasonably and discharge their duties. The meeting was attended by all the Independent Directors of the Company.

The following are the core skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board.

Expertise and knowledge in the field of Information Technology and Digitalisation.	Expertise and knowledge in Accounting, Finance, Taxation, Risk Management, Legal & Compliance and Corporate Governance.
Knowledge of Sales, Marketing, Corporate Strategy and Planning.	Wide Management and Leadership experience.

Given below is a list of core skills/expertise/competencies of the individual Directors:

Sr. No.	Skills/Expertise/Competence	Names of Directors
1.	Expertise and knowledge in the field of Information Technology and Digitalisation	Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Jaison Jose Mr. Tushar Trivedi Mr. Pranjal Sharma
2.	Expertise and knowledge in Accounting, Finance, Taxation, Risk Management, Legal & Compliance and Corporate Governance	Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Tushar Trivedi Mr. Premal Mehta Mr. Pranjal Sharma
3.	Knowledge of Sales, Marketing, Corporate Strategy and Planning	Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Jaison Jose Mr. Tushar Trivedi Mr. Premal Mehta Mr. Pranjal Sharma Mrs. Karishma Bhalla
4.	Wide Management and Leadership experience	Mr. Sandipan Chattopadhyay Mr. Srinivas Koora Mr. Jaison Jose Mr. Tushar Trivedi Mr. Premal Mehta Mr. Pranjal Sharma Mrs. Karishma Bhalla

Note: These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters and it is not necessary that all Directors possess all skills/experience listed therein.

Confirmation in respect of Independence

The Board of Directors of the Company hereby confirmed that in the opinion of Board, the Independent Directors of the Company fulfill the condition specified in Listing Regulations and Act and are independent of the management.

COMMITTEES OF THE BOARD

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Mrs. Vaishali Kondbhar, Company Secretary and Compliance Officer of the Company acts as a Secretary for above committees.

Audit Committee

a) Composition of the Committee

As per the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations the composition of Audit Committee is as follows:

Sr. No.	Name of the Member	Designation
1.	Mr. Tushar Trivedi	Chairman (Non-Executive and Independent)
2.	Mr. Srinivas Koora	Member (Executive)
3.	Mr. Premal Mehta	Member (Non-Executive and Independent)
4.	Mrs. Karishma Bhalla	Member (Non-Executive and Independent)

The Company presently has a qualified and Independent Audit Committee which consists of three Independent Directors and one Executive Director. All the Directors are literate in corporate and project finance, accounts and Company law. The Audit Committee also advises the management on the areas where internal audit is concerned. The Audit Committee invites executives, as it considers appropriate to be present at the meetings of the Audit Committee.

The minutes of the meetings of the Audit Committee were placed before the Board. The Chairperson of the Audit Committee is present at the Annual General Meeting to answer the queries of the shareholders.

b) Terms of reference

The terms of reference of the Audit Committee are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon, before submission to the Board for approval, with particular reference to:
    a) Matters required to be incorporated in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b) Changes, if any, in the accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by the management;
    d) Significant adjustments made in the financial statements arising out of audit findings;
    e) Compliance with listing and other legal requirements relating to financial statements;
    f) Disclosure of any related party transactions;
    g) Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of the inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
21. Shall review the report on Compliances with Code of Conduct for prevention of Insider Trading on quarterly basis;

22. Shall review compliance with the Institutional Mechanism for Prevention of Insider Trading as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;

23. Reviewing the utilization of loans and/or advances from/investments by the Company in its subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of the provisions;

24. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The Audit Committee shall also mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
5. Statement of deviations:
   a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
   b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7);

c) Meetings and Attendance.

During the financial year ended on March 31, 2023, 5 (Five) Audit Committee meetings were held on May 29, 2022, July 06, 2022, August 13, 2022, November 12, 2022, and February 14, 2023.

The attendance of the Members at these meetings are as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Tushar Trivedi	5	5
2	Mr. Srinivas Koora	5	5
3	Mr. Premal Mehta	5	5
4	Mrs. Karishma Bhalla	5	3

Nomination and Remuneration Committee

a) Composition of the Committee

As per the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the composition of Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Member	Designation
1	Mr. Premal Mehta	Chairman (Non-Executive and Independent)
2	Mr. Tushar Trivedi	Member (Non-Executive and Independent)
3	Mr. Soumyadri Bose (Ceased w.e.f May 23, 2022)	Member (Non-Executive and Non-Independent)
4	Mr. Pranjal Sharma (Appointed w.e.f May 29, 2022)	Member (Non-Executive and Non-Independent)

b) The terms of reference of the 'Nomination & Remuneration Committee' inter-alia includes the following

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
3. Devising a Policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

c) Meetings and Attendance

During the financial year ended on March 31, 2023, 4 (Four) Nomination and Remuneration Committee meetings were held on May 29, 2022, August 13, 2022, November 12, 2022, and February 14, 2023.

The attendance of the Members at these meetings are as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Premal Mehta	4	4
2	Mr. Tushar Trivedi	4	4
3	Mr. Pranjal Sharma (Appointed w.e.f May 29, 2022)	3*	2

*Entitle to attend 3 meeting as appointed w.e.f May 29, 2022

Performance evaluation criteria for independent directors:

The performance evaluation of Independent Director has done by the entire Board of Directors, excluding the Director being evaluated, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

Stakeholders Relationship Committee

a) Composition of the Committee

As per the requirements of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the composition of Stakeholders Relationship Committee is as follows:

Sr. No.	Name of the Member	Designation
1.	Mr. Tushar Trivedi	Chairman (Non-Executive and Independent)
2.	Mr. Srinivas Koora	Member (Executive)
3.	Mr. Jaison Jose	Member (Executive)

b) Brief description of terms of reference

The Committee is responsible to specifically look into various aspects of interest of shareholders, debenture holders and other security holders. The terms of reference of the Shareholders/Investors Grievance Committee includes the following:

(1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by its Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

c) Meetings and Attendance

During the financial year ended on March 31, 2023, 1 (One) Stakeholders Relationship Committee meeting was held on February 14, 2023.

The attendance of the Members at this meeting is as follows:

Sr. No.	Name of the Member	No. of Meetings	
		Held	Attended
1	Mr. Tushar Trivedi	1	1
2	Mr. Srinivas Koora	1	1
3	Mr. Jaison Jose	1	0

d) Compliance Officer

Mrs. Vaishali Kondbhar, Company Secretary, has been designated as the Compliance Officer, as defined in the Listing Regulations.

e) Investor Grievance Redressal

During the year, the Company has not received any shareholder's compliant, hence there is no Complaint/Grievance which were not solved to the satisfaction of shareholders or pending as on March 31, 2023.

Risk Management Committee

Pursuant to Regulation 21(5) of SEBI Listing Regulations, the Company does not falls under the category of top 1000 listed entities as prescribed in said regulation, hence does not required to constitute a Risk Management Committee, therefore, the details as prescribed in 5(A) Part C of Schedule V of SEBI Listing Regulations pertaining to Risk Management Committee could not be provided.

REMUNERATION OF DIRECTORS

a) Pecuniary Relationship or transactions of Non-Executive Directors and Criteria of making Payment to Non-Executive Directors

Looking at the specialized knowledge, experience and expertise of Mr. Pranjal Sharma Non-Executive & Non-Independent Director of the Company, in the field in which the Company operates, the Company is taking Corporate Strategy and Advisory consultancy from him on such terms and condition including fees based on his performances as approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and Shareholder of the Company vide special resolution dated September 30, 2022. The details of the Corporate Strategy and Advisory Fees paid to Mr. Pranjal Sharma Non-Executive & Non-Independent Director of the Company is stated in remuneration table.

Further, the Company is also making the payment of sitting fees of ₹ 7,500/- to Non-Executive Independent Directors of the Company for attending each meeting of the Board of Directors and Committees thereof. The Non-Executive & Non-Independent Director of the Company has decided not to take any sitting fees for attending the meetings of the Board and Committees thereof.

Except as stated above, the Company does not have any pecuniary relationship or transaction with Non-Executive Directors of the Company.

b) Details with respect to Remuneration

The below mentioned table gives details of the remuneration paid/to be paid to Directors:

(₹ in '000s)

Name of Director	Fixed Component/ Salary	Benefits	Sitting Fees	Performance Linked Incentive/Commission	Total
Executive Directors					
Mr. Sandipan Chattopadhyay	2,821.60	-	-	-	2,821.60
Mr. Srinivas Koora	2,821.60	-	-	-	2,821.60
Mr. Jaison Jose	2,821.60	-	-	-	2,821.60
Non-Executive and Independent Directors					
Mr. Tushar Trivedi	-	-	112.50	-	112.50
Mr. Premal Mehta	-	-	105.00	-	105.00
Mrs. Karishma Bhalla	-	-	37.50	-	37.50
Non-Executive and Non-Independent Directors					
Mr. Pranjal Sharma	-	-	-	480.00	480.00
Mr. Soumyadri Bose	-	-	-	69.68	69.68
TOTAL	**8,464.80**	**-**	**255.00**	**549.68**	**9,269.98**

The tenure of Independent Directors is for 5 (Five) years and Executive Directors of the Company is for 3 (Three) years and Notice period for Executive Directors is 3 (Three) Months and Non-Executive Directors are liable to retire by rotation, there are no service contracts and no separate provision for payment of severance fees.

The Company is making payment of Corporate Strategy and Advisory fees to Mr. Pranjal Sharma, Non-Executive & Non-Independent Director of the Company as stated above, except this, the Company does not provide performance-based incentive and any other benefits such as bonus and pension to its Directors.

The Company has not granted any Employee Stock Option to any Directors during the financial year 2022-2023.

None of the Directors has received any loans and advances from the Company during the year under consideration.

GENERAL BODY MEETINGS

a) Annual General Meetings

The date, time and venue of Annual General Meetings held during the preceding three years and special resolutions passed thereat are as follows:

Financial Year	Date	Time	Venue	No. of Special Resolutions passed	Detail of Special Resolutions passed
2021-2022	30.09.2022	10.00 a.m.	Through Video Conferencing Deemed venue (#17, 4th Floor, Agies Building, 1st 'A' cross, 5th Block, Koramangala, Bangalore – 560034, Karnataka)	2	1. Approval of annual remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director of the Company. 2. Approval of payment of corporate strategy and advisory fees to Mr. Pranjal Sharma (DIN: 06788125), Non-Executive & Non-Independent Director of the Company.
2020-2021	30.09.2021	3.00 p.m.	Through Video Conferencing Deemed venue (#17, 4th Floor, Agies Building, 1st 'A' cross, 5th Block, Koramangala, Bangalore – 560034, Karnataka)	2	1. Approval of Annual Remuneration of Mr. Soumyadri Bose (DIN: 02795223), Non-Executive and Non-Independent Director. 2. Approval of the grant of options to the identified employee during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.
2019-2020	30.09.2020	4.00 p.m.	Through Video Conferencing Deemed venue (#17, 4th Floor, Agies Building, 1st 'A' cross, 5th Block, Koramangala, Bangalore – 560034, Karnataka)	4	1. Variation in the objects of the issue as stated in the Prospectus of the Company dated January 30, 2019 as a Special Resolution with majority of more than 90% of the voting shareholders voted in the favour of the resolution. 2. Approval of Xelpmoc Design and Tech Limited Employees Stock Option Scheme – 2020 ("ESOP – 2020/Scheme"). 3. Approval of Annual Remuneration of Mr. Soumyadri Bose (DIN: 02795223), Non-Executive and Non-Independent Director. 4. Approval of Annual Remuneration of Mr. Pranjal Sharma (DIN: 06788125), Non-Executive and Non-Independent Director.

b) Special Resolution(s) passed through Postal Ballot

During the year, the Company has not passed any resolution through Postal Ballot.

c) Special Resolution proposed to be conducted through Postal Ballot

As on the date of this report, no special resolution is proposed to be transacted through Postal Ballot process.

MEANS OF COMMUNICATIONS

- **Quarterly Results:**

  Quarterly Result are published in Financial Express, English newspaper having substantially circulation Pan-India and in Hosadigantha, Kannada vernacular newspaper and are also posted on the Company's website: https://www.xelpmoc.in/financialresults

- **Website:**

  The Company's website contains a separated dedicated section on 'Investor Relations'. It contains comprehensive data base of information of interest to our investors including the financial results, Annual Reports of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, official news releases, presentations made to institutional investors or to the analyst, business activities and the services rendered/facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as required in terms of Listing Regulations is provided on the Company's website and the same is updated regularly.

- **Annual Report:**

  The Annual Report containing, inter alia, Standalone Financial Statement, Consolidated Financial Statement, Directors' Report, Auditors' Report, Corporate Governance Report and Management Discussion and Analysis Report and other important information is circulated to the members and others entitled thereto and said Annual Report is displayed on the Company's website at https://www.xelpmoc.in/annualreports

  The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to members through electronic means. The Company e-mails the soft copies of the Annual Report to all those members whose e-mail IDs are available with the Registrar and Transfer Agents.

- **NSE - Corporate Compliance and National Electronic Application Processing System (NEAPS):**

  The NEAPS is a web based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results etc. are also filed electronically on NEAPS.

- **BSE - Corporate Compliance and Listing Centre ("Listing Centre"):**

  The Listing Centre is web based application designed by BSE for corporate. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are filed electronically on the Listing Centre.

- **Unique Investor helpdesk:**

  Exclusively for investor servicing, the Company has set up unique investor Help Desk with multiple access modes as under:
  Phone: +91-40-6716 2222,
  Fax: +91-40- 2343 1551,
  Toll Free No.: 1800-309-4001
  Email: einward.ris@kfintech.com
  Website: www.kfintech.com

- **Designated email-ID:**

  The Company has also designated email-ID: investor@xelpmoc.in exclusively for investors servicing.

- **SEBI Complaint Redressal System (SCORES):**

  The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting Day, Date, Time & Venue	(Day and Date) at (time) through Video Conferencing/Other Audio Visual Means as set out in the Notice convening the Annual General Meeting.
Financial Year	April 01, 2022 to March 31, 2023
Financial Calendar	Results are likely to be announced on (Tentative and subject to change):
1st quarter ending June 30, 2023	On or Before August 14, 2023
2nd quarter ending September 30, 2023	On or Before November 14, 2023
3rd quarter ending December 31, 2023	On or Before February 14, 2024
4th quarter ending March, 2024	On or Before May 30, 2024
Dividend Payment Date	Not Applicable
ISIN	INE01P501012
Email ID for Investors	investor@xelpmoc.in
Name & Address of Stock Exchanges	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. **BSE Limited** P. J. Towers, 1st Floor Dalal Street, Mumbai - 400 001.
Stock Code/Symbol	NSE - XELPMOC BSE - 542367

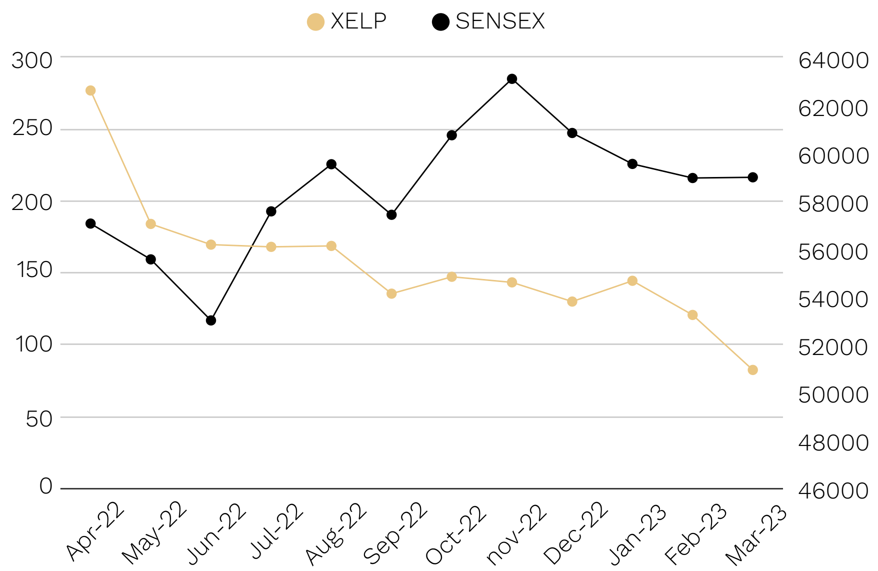
Payment of Listing Fees

Annual Listing Fee for the year 2023-24 has been paid by the Company to Stock Exchanges.

Market Price Data: High, Low during each month in last financial year and performance in comparison to broad-based indice such as BSE Sensex

Month	NSE			BSE		
	High	Low	Volume (In. No. of Shares)	High	Low	Volume (In. No. of Shares)
Apr-22	308.00	267.00	562822	304.00	266.45	92423
May-22	281.00	182.10	644015	279.70	182.05	72009
Jun-22	199.00	153.00	1018553	197.95	154.60	170153
Jul-22	191.95	160.05	557825	191.25	162.00	66151
Aug-22	189.25	165.25	786522	187.85	142.50	106109
Sep-22	176.00	125.00	901687	172.15	126.10	157320
Oct-22	196.30	128.05	1560464	196.70	126.00	170918
Nov-22	155.00	136.00	146300	156.55	135.30	33343
Dec-22	152.15	127.55	238387	153.00	125.20	70255
Jan-23	165.35	130.00	350195	167.75	131.55	67385
Feb-23	150.00	119.50	415771	150.55	119.30	85456
Mar-23	136.90	81.55	1271033	135.95	82.30	155504

Stock Price performance in Comparison to the BSE Sensex



Registrar and Transfer Agents

The Company has appointed KFin Technologies Limited as its Registrar and Share Transfer Agent.

For any assistance regarding Share Transfers, Transmissions, change of address, duplicate/missing Share Certificate and other relevant matters, please write to the Registrar and Share Transfer Agent of the Company, at the address given below:

KFin Technologies Limited
Selenium Building, Tower B,
Plot No. 31-32 Financial District,
Nanakramguda, Serilingampally, Hyderabad, Telangana – 500 032.
Phone: +91-40-6716 2222,
Fax: +91-40- 2343 1551,
Toll Free No.: 1800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Share Transfer System

As mandated by SEBI, securities of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In this regard, communication regarding dematerialisation of shares and explaining procedure thereof, is available on the website of the Company.

During the year, the Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the Listing Regulations read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59, dated April 13, 2020. The certificates were duly filed with the Stock Exchanges.

Distribution of Shareholding as on March 31, 2023

No. of Shares Held	No. of Share Holders	% of Total Share Holders	No. of Shares Held	% of Total Shareholding
Upto 5000	13571	90.58	1200933	8.27
5001 - 10000	680	4.54	507721	3.49
10001 - 20000	361	2.41	533431	3.67
20001 - 30000	120	0.80	305209	2.10
30001 - 40000	64	0.43	228687	1.57
40001 - 50000	33	0.22	151846	1.05
50001- 100000	70	0.47	518989	3.57
100001 & Above	84	0.56	11081597	76.28
Total:	**14983**	**100.00**	**14528413**	**100.00**

Dematerialisation of Shares and Liquidity as on March 31, 2023

Category	No. of Shares Held	% of Total Shareholding
Shares held in Demat Form	1,43,56,042	98.81
Shares held in Physical Form	1,72,371	1.19
Total	**1,45,28,413**	**100.00**

Outstanding GDRs/ADRs Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

There are no outstanding GDRs/ADRs/Warrants or any Convertible instruments issued by the Company.

Commodity price risk or foreign exchange risk and hedging activities

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and payable and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies. The Company does not hedge its foreign currency trade receivables and payables.

The Company is not dealing in commodity hence there is no risk related to commodity price and hedging activities.

Plant/Office Location

The Company is not engaged in manufacturing activities hence does not have any plant location, however the Company has its offices in Bengaluru, Hyderabad, Gurugram & Mumbai.

Address for Correspondence

#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560 034.
Call: +91 80 4370 8360
Email: vaishali.kondbhar@xelpmoc.in

List of Credit ratings and Scheme or proposal in respect of mobilization of funds

The Company does not have any debt instruments or any fixed deposits scheme or programme and as of now there is no proposal of any scheme or programme in respect of mobilization of funds, whether in india or abroad, hence credit rating in relation to aforesaid purpose is not applicable to the Company.

OTHER DISCLOSURES

Disclosure on material related party transactions

During the financial year ended March 31, 2023, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

Disclosure of 'Loans and Advances in the nature of Loans to Firms/ Companies in which Directors are Interested

During the year, the Company has not given any loan to firms/companies in which Directors are interested.

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

The Company is in full compliance with the matters related to capital market and there are no penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Details of establishment of vigil mechanism/Whistle Blower policy and affirmation that no personnel has been denied access to the chairman of the audit committee.

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information(UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the Chairman of the Audit Committee of the Board. During the year under review, no concern from any whistleblower has been received by the Company. The whistle blower policy is available at the link https://www.xelpmoc.in/documents/Whistle%20Blower%20Policy.pdf

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the Company held on September 30, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended March 31, 2023 is as follows:

Certificates from Practicing Company Secretaries

As required by Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from Mr. Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India or Ministry of Corporate Affairs or such other statutory authority and the same is annexed to this report.

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of the Listing Regulations.

Web Links

All the requisite policies including policy for determining material subsidiary and policy on materiality of related party transactions and dealing with related party transactions are available on Company's website at www.xelpmoc.in at https://www.xelpmoc.in/regulationsub

Non-compliance of Corporate Governance

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

UTILIZATION OF IPO PROCEEDS AND PREFERENTIAL ALLOTMENT

IPO Proceeds

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 000's) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective February 04, 2019.

(₹ in 000's)

Objects of the Issue upon variation	Amount available for utilisation upon variation	Utilised after variation of objects i.e. from October 01, 2020 till year ended March 31, 2022	Utilisation during the year ending March 31, 2023	Unutilised as on March 31, 2023
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-	1,281.40	7,332.00
Funding working capital requirements of the Company.	1,03,465.68	56,175.46	47,290.22	-
General corporate purposes (including savings in offer related expenses)	10,202.56	1,000.00	9,202.56	-
Total	**1,22,281.64**	**57,175.46**	**57,774.18**	**7,332.00**

The details of the utilisation of the IPO proceeds as on March 31, 2023 is as follows:

(₹ in 000's)

Objects of the Issue for which IPO proceeds utilized	Utilization upto March 31, 2023
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	2,543.19[1]
Purchase of fit outs for new development centers and Hyderabad*	719.79[2]
Funding working capital requirements of the Company	1,45,142.71[3]
General corporate purposes (including savings in offer related expenses)	45,729.49[4]
Total	**1,94,135.18**

*The above stated object was the original object of the issue and after variation in the objects of issue the aforesaid object has been cancelled.

[1] ₹ 1,261.79 (₹ in 000's) utilised before variation of the Objects of the Issue and ₹ 1,281.40 (₹ in 000's) utilized after variation of the Objects of the Issue.

[2] Utilised before variation of the Objects of the Issue for original object i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

[3] ₹41,677.03 (₹ in 000's) utilised before variation of the Objects of the Issue and ₹ 1,03,465.68 (₹ in 000's) utilized after variation of the Objects of the Issue.

[4] ₹35,526.93 (₹ in 000's) utilised before variation of the Objects of the Issue and ₹ 10,202.56 (₹ in 000's) utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2023 temporarily invested in debt mutual funds ₹ 4,575.04* (₹ in 000's) and balance with banks ₹ 3,499.93 (₹ in 000's).

**Value stated represents investments which are marked to market as at March 31, 2023.*

Preferential Allotment

During the financial year 2021-22, the Company has issued and allotted on preferential basis 7,20,000 Equity shares of ₹ 10/- each fully paid-up at a price of ₹ 375/- per Equity share (including securities premium), aggregating ₹ 2,70,000.00 thousands to Foreign Portfolio Investors – Category I (QIBs).

The details of the utilisation of the proceeds as per the approved object as on March 31, 2023 is as follows:

(₹ in 000's)

Proceeds utilized for	Utilisation upto March 31, 2022	Utilisation upto March 31, 2023
Investment in UK Subsidiary	Nil	12,788.47
Tender Deposit for MP Tourism	Nil	9,000.00
Other General Purposes	Nil	86,085.03
Total Utilised	**Nil**	**1,07,873.50**

The unutilised portion has been temporarily invested in debt mutual funds ₹ 1,62,312.95* (₹ in 000's) and balance with banks ₹ 1904.32 (₹ in 000's) as on March 31, 2023

**Value stated represents investments which are marked to market as at March 31, 2023.*

Recommendation of Committee:

During the year under review, there are no such cases where the recommendation of any Committee of Board, have not been accepted by the Board.

Total fees to paid to the Statutory Auditors

The Details of fees paid by the Company to the Statutory Auditors and all entities in the network firm/network of entity which Statutory Auditors is a part, are as under:

Particulars	₹ in 000's
Statutory Audit Fees	1,265.50
Taxation Matters	110.00
Certification and Other Services	176.00
	1,551.50

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013)

Sr No.	Particular	Details
1.	Number of Complaints filed during the financial year	Nil
2.	Number of Complaints disposed of during the financial year	Nil
3.	Number of Complaints pending as on end of the financial year	Nil

Adoption of Non-Mandatory requirements

The Company has adopted the following discretionary requirements:

1. The Board – The Non-Executive Chairperson is entitled to maintain a chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholders Rights – The Quarterly, Half-yearly and Yearly results are published in the newspapers with adequate disclosures for information and knowledge of the shareholders/public at large and also uploaded on the Company's Website. The Company does not have a system of intimating shareholders individually about financial results, but, queries, if any, are replied immediately.

3. Modified Opinion(s) in audit report - The Company confirms that its financial statements are with unmodified audit opinion.

4. Separate post of Chairperson and Chief Executive Officer – The Company appointed separate position of Chairperson and Managing Director/Chief Executive officer.

5. Reporting of Internal Auditor - The Internal Auditor Reports directly to the Audit Committee of the Board.

Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account

The Company does not have any Demat Suspense/Unclaimed Suspense Account.

Compliance of Corporate Governance

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27, Regulation 46(2)(b) to (i) of Listing Regulations for the Financial Year 2022-23.

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
1	Board of Directors	17(1), 17(1A), & 17(1C)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(2A)	Quorum of Board Meeting	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation to the Non-Executive Directors	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
		17(11)	Special Business at General Meetings to be recommended by Board of Directors	Yes
		17A	Maximum number of Directorships	Yes
2	Audit Committee	18(1)	- Composition of Audit Committee - Presence of the Chairman of the Committee at the Annual General Meeting	Yes Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination & Remuneration Committee	19(1) & (2)	Composition of Nomination & Remuneration Committee	Yes
		19(2A)	Quorum of Nomination and Remuneration Committee Meeting	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meetings	Yes
		19(4)	Role of the Committee	Yes

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
4	Stakeholder Relationship Committee	20(1),(2) & (2A)	Composition of Stakeholder Relationship Committee	Yes
		20(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		20(3A)	Meeting	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	NA
		21(3A), (B) & (C)	Meeting	NA
		21(4)	Role of the Committee	NA
6	Vigil Mechanism	22	- Vigil Mechanism and Whistle-Blower Policy for Directors and employees - Adequate safeguards against victimization - Direct access to the Chairman of Audit Committee	Yes
7	Related Party Transactions	23(1)	Policy for Related Party Transaction	Yes
		23(2)	Prior approval of Audit Committee for all Related Party Transactions	Yes
		23(3)	Omnibus approval of Audit Committee for Related Party Transactions and review of transaction by the Committee	NA
		23(4)	Approval for Material Related Party Transactions	NA
		23(9)	Disclosure of related party transactions on consolidated basis	Yes
8	Corporate governance requirements with respect to Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of Company	Yes
9	Secretarial Audit	24A	Secretarial Audit of Company, Obtaining Annual Secretarial Compliance Report and Secretarial Audit Report Annexed with Annual Report	Yes
10	Obligations with respect to Independent Directors	25(1)	No Alternate Director for Independent Directors	Yes
		25(2) & (2A)	Maximum Directorship & Tenure and Appointment and Re-Appointment of Independent Director	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Agenda for meeting of Independent Directors	Yes
		25(6)	Replacement of Independent Director upon Resignation/Removal	NA
		25(7)	Familiarization of Independent Directors	Yes
		25(8) & (9)	Declaration of Independence by Independent Directors and Board to take note of such declaration	Yes

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance status (Yes/No/NA)
		25(10)	D & O Insurance for Independent Directors	Yes
		25(11)	Appointment of Independent Director in compliance with regulation 25(11)	Yes
11	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26(1) & (2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of interest	Yes
		26(6)	No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter	Yes
12	Other Corporate Governance Requirements	27	- Compliance with discretionary requirements - Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance	Yes
13	Disclosures on Website of the Company	46(2)(b)	Terms and Conditions of Appointment of Independent Directors	Yes
		46(2)(c)	Composition of various Committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Managerial Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Disclosed in Annual Report
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarization programmes imparted to Independent Directors	Yes

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has laid down Code of Conduct for prevention of insider trading, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The basic intention of the Code of Conduct is to prohibit employees or any other person from dealing in the Equity Shares of the Company while they are in possession of price sensitive information.

CODE OF CONDUCT

The Board has approved and adopted a Code of Conduct for all Board Members and senior management of the Company, which has been posted on the website of the Company at https://www.xelpmoc.in/documents/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management.pdf

THE DECLARATION OF THE MANAGING DIRECTOR AND CEO

To the members of Xelpmoc Design and Tech Limited

Sub: Compliance with Code of Conduct

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors.

Sandipan Chattopadhyay
Managing Director & CEO
(DIN: 00794717)

Date: May 30, 2023
Place: Hyderabad

ADDRESS FOR CORRESPONDENCE:

REGISTERED OFFICE
Xelpmoc Design and Tech Limited
CIN: L72200KA2015PLC082873
#17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block,
Koramangala, Bengaluru – 560034.
Tel: +91 80 4370 8360
E-mail ID: vaishali.kondbhar@xelpmoc.in
website: www.xelpmoc.in

CEO/CFO CERTIFICATE

(Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Xelpmoc Design and Tech Limited

1. We have reviewed financial statements and the cash flow statement of Xelpmoc Design and Tech Limited for the year ended March 31, 2023 and to the best of our knowledge and belief:
   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
   i. that there are no significant changes in internal control over financial reporting during the year;
   ii. that there are no significant changes in accounting policies during the year; and
   iii. that there are no instances of significant fraud of which we have become aware.

Sandiapan Chattopadhyay
Managing Director and Chief Executive Officer
(DIN: 00794717)

Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and Chief Financial Officer
(DIN: 07227584)

Place: Hyderabad
Date: May 30, 2023

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560034

We have examined the compliance of conditions of Corporate Governance by **Xelpmoc Design and Tech Limited** ("the Company") for the year ended March 31, 2023 as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and Para C and D of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The Compliance of conditions of Corporate Governance is the responsibility of the management, our examination was limited to procedures and implementation thereof, adopted by Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the management, we certify that, the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on March 31, 2023.

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

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021

Place: Mumbai
Date: May 30, 2023
UDIN: A043802E000423093

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Xelpmoc Design and Tech Limited
#17, 4th Floor, Agies Building, 1st 'A' Cross,
5th Block, Koramangala, Bengaluru – 560034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Xelpmoc Design and Tech Limited having CIN L72200KA2015PLC082873 and having registered office at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560 034 (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 and 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 and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment
1.	Mr. Tushar Trivedi	08164751	02-07-2018
2.	Mr. Sandipan Chattopadhyay	00794717	16-09-2015
3.	Mr. Srinivas Koora	07227584	16-09-2015
4.	Mr. Jaison Jose	07719333	09-03-2017
5.	Mr. Premal Mehta	00090389	02-07-2018
6.	Mr. Pranjal Sharma	06788125	20-02-2020
7.	Mrs. Karishma Bhalla	08729754	14-08-2020

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

For **VKMG & Associates LLP**
Company Secretaries
FRN: L2019MH005300

Place: Mumbai
Date: May 30, 2023
UDIN: A043802E000423137

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN: 1279/2021

Independent Auditors' Report

To the Members of

Xelpmoc Design And Tech Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statement of Xelpmoc Design and Tech Limited (hereinafter referred to as "the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023 and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statement 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditors' Report (Contd.)

We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key Audit Matter	Auditor's Response
1.	The company derives revenue from IT services comprising of software development and related services, maintenance, consulting, and related advisory services. Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers" The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability. The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability. Refer Note 2.10 –"Revenue recognition policy" to the Standalone Financial Statements.	**Principal Audit Procedures Performed:** We assessed the Company's processes and controls to ensure that the revenue accounting standard is appropriately dealt with. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows: • Evaluated the design of internal controls and its operating effectiveness relating to adherence of the 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, determination of transaction price and allocation of transaction price to each performance obligation. • We carried out a combination of procedures involving enquiry and observation, re-performance 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. • Ensured that appropriate disclosures as required are provided. Selected a sample of continuing and new contracts and performed the following procedures: • Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. • 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 record revenue and to test the basis of estimation and recognition 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. • Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending. Sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals.

Independent Auditors' Report (Contd.)

<table>
<tr><th>Sr. No.</th><th>Key Audit Matter</th><th>Auditor's Response</th></tr>
<tr>
<td>2.</td>
<td>
Valuation of Investments:
Assessment of carrying value of equity investments in subsidiary and fair value of other investments
At the balance sheet date, the value of investments amounted to ₹ 5,96,257.63 ('000) representing 77.89% of the total assets.
<table>
<tr><th>Particulars</th><th>Amount</th><th>% of Total Assets</th></tr>
<tr><td>Investment in Subsidiaries</td><td>13,787.67</td><td>1.80%</td></tr>
<tr><td>Investment in Associates</td><td>2,150.00</td><td>0.28%</td></tr>
<tr><td>Other Investments at Fair Value through Profit and Loss A/c</td><td>1,92,004.00</td><td>25.08%</td></tr>
<tr><td>Other Investment at Fair Value through OCI</td><td>3,88,315.96</td><td>50.73%</td></tr>
</table>
Investments have been considered as key audit matter due to the size of the Account Balance and also it involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rates, terminal growth rate etc.
Refer to the Note 2.9 of the Standalone Financial Statements for its accounting policy.
</td>
<td>
Our audit procedures included and were not limited to the following:

We have understood and evaluated the process of the management to identify impairment indicators (if any) and valuation of Company's Non-Current investments.
We have evaluated the fair value of investments adopted by the management and assessed the parameters of the fair valuation reports obtained by the management from external experts (Registered Valuer)
We also evaluated the assumptions around the key drivers Investment valuation as mentioned in the independent registered Valuer report which included assumptions w.r.t discount rates, expected growth rates, projections, Valuation methodology adopted by Registered Independent Valuer.
On a test check basis, we have verified appropriate evidence with regard to assertions of existence and rights to the investments.
Investment in mutual funds are valued at NAV prevailing as on the date of the financial statements and verified by us with the statements of account.

We have verified principles for recognition, subsequent measurement and adequacy of disclosures as specified in the accounting policy adopted by the Company based on the Indian Accounting Standards.
</td>
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<tr>
<td>3.</td>
<td>
Trade Receivables and Expected Credit Losses(ECL):
As outlined in Note 14, there were trade receivables as at 31 March 2023 more than 180 days past due.
The collectability of the company's trade receivables and the valuation of the allowance for ECL of the trade receivables is a key audit matter due to the judgement involved.
</td>
<td>
Our audit procedures included and were not limited to the following:

We have evaluated and tested the company's process for trade receivables including the provisioning and collection process.
We tested on sample basis that trade receivables were subsequently collected.
Where there were indicators that the trade receivables were unlikely to be collected within contracted payment terms, we assessed the adequacy of the allowance for impairment of trade receivables.

To do this:

We assessed the aging of trade receivables quantum of claims with and from the customers
We have evaluated the independent confirmations from customers and performed alternate audit procedures on sample basis.

</td>
</tr>
</table>

Independent Auditors' Report (Contd.)

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- 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 in preparation of Standalone financial statements and, based on the

Independent Auditors' Report (Contd.)

audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1) As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

   In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V to 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 did not have any pending litigations as on reporting date;

   ii) The company did not have any long - term contracts including derivatives contract 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.

Independent Auditors' Report (Contd.)

iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement.

v) The company has not declared and paid any dividend during the current year.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **JHS & Associates LLP**
Chartered Accountants
Firm's Registration No. 133288W/W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 23105711BGSHVJ7522

Place: Mumbai
Dated: May 30, 2023

Annexure "A" To The Independent Auditor's Report

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

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

We have audited the internal financial controls over financial reporting with reference to standalone financial statement of Xelpmoc Design And Tech 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 and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the "Act").

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

Annexure “A” To The Independent Auditor’s Report (Contd.)

OPINION

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

For **JHS & Associates LLP**
Chartered Accountants
Firm’s Registration No. 133288W/W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 23105711BGSHVJ7522

Place: Mumbai
Dated: May 30, 2023

Annexure 'B' To the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Xelpmoc Design and Tech Limited of even date)

(1) 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 and Equipment.

(B) The company has maintained proper records showing full particulars of Intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment so as to cover all the assets in a phased manner which, in our opinion, is reasonable having regard to size of the company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company do not hold any title deeds of immovable property.

(d) The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2023 for holding any benami property under the Benami transactions (Prohibition) Act, 1988(as amended in 2016) and rules made thereunder.

(2) The company does not have any inventory and hence reporting under clause 3(ii) of the order is not applicable.

(a) The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The company has not been sanctioned the working capital limits in excess of ₹ 5 crores, in aggregate, at any point of time during the year, from bank or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the order is not applicable.

(3) According to the information and explanations given to us and on the basis of our examination of the records of the Company

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) The Company not provided any loans or advances in the nature of loans or stood guarantee, or provided security. In our opinion, the terms and conditions of the investments made, during the year are, prima facie, not prejudicial to the Company's interest.

(c) The Company has not provided any loans or advances in the nature of loans and hence reporting under clause 3(iii)(c) of the Order is not applicable.

(d) The Company has not provided any loans or advances and hence reporting under clause 3(iii)(d) of the Order is not applicable.

(e) The Company has not provided any loans or advances and hence reporting under clause 3(iii)(e) of the Order is not applicable.

(f) The Company has not provided any loans or advances and hence reporting under clause 3(iii)(f) of the Order is not applicable.

(4) In our opinion and according to the information and explanations given to us, the company has not entered into any transaction which could attract the provisions of Section 185 of the Companies Act 2013 and hence not commented upon. In our opinion and according to the information and explanations given to us, the Company has not given any loan to any person or body corporate or given any guarantee or provided security in connection with a loan to any other body corporate or person, however made investment in compliance with provision of section 186 of the Companies Act, 2013.

(5) The Company has not accepted any deposits during the year from public in terms of provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(6) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

Annexure 'B' To the Independent Auditor's Report (Contd.)

(7) According to the information and explanations provided to us and as per the records maintained by the Company in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

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

(c) As per information and explanations provided to us and as per the records of the Company, the Company does not have any dues as at March 31, 2023 in respect of Income Tax, Goods and Service Tax and Cess which have not been deposited on account of any dispute.

(8) There were no transactions relating to previously unrecorded income that have been surrendered or disclose as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(9) According to the information and explanations given to us and on the basis of our examination of the records:

(a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the order is not applicable.

(b) The company has not been declared as willful defaulter by any bank or financial institution or government or any other government authority.

(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 and hence, reporting under clause 3(ix)(c) of the order is not applicable.

(d) No funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) The company has not taken any fund from any entity or a person on account of or to meet the obligation of its subsidiaries, associates or joint ventures.

(f) The company has not raised any loan during the year on the pledged of securities and hence reporting on clause 3(ix)(f) of the order is not applicable.

(10) According to the information and explanations given to us and on the basis of our examination of the records of the Company

(a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(11) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

(12) According to information and explanation given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.

(13) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the notes to the standalone financial statements, as required by the applicable Indian Accounting Standards.

(14) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

Annexure 'B' To the Independent Auditor's Report (Contd.)

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(15) In our opinion and according to the information and explanations given to us, 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.

(16) (a) According to the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the order is not applicable.

(b) In our opinion, there is no core investment company within the group (as defined in core investment companies (Reserve bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the orders is not applicable.

(17) The Company has incurred cash losses amounting to ₹ 1,35,496.82 (₹ in 000') during the financial year covered by our audit and ₹1,50,542.09 (₹ in 000') in the immediately preceding financial year.

(18) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements 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.

(20) In our opinion and according to the information and explanations given to us, section 135(1) is not applicable to the Company hence reporting under clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(21) There has not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements. [Clause 3(xxi)]

For **JHS & Associates LLP**
Chartered Accountants
Firm's Registration No. 133288W/W100099

Huzeifa Unwala
Partner
Membership No.105711
UDIN: 23105711BGSHVJ7522

Place: Mumbai
Dated: May 30, 2023

Standalone Balance Sheet

As at March 31, 2023

₹ In '000

Particulars			Note No.	As at March 31, 2023	As at March 31, 2022
I.	**ASSETS**				
	Non-current assets				
	(a)	Property, Plant and Equipment	3	4,409.20	1,886.83
	(b)	Right of use assets	4	35,803.96	-
	(c)	Capital work-in-progress	5	-	197.40
	(d)	Other Intangible assets	6	59.74	49.86
	(e)	Intangible assets under development	7	-	-
	(f)	Financial Assets			
		(i) Investments in Subsidiaries	8	13,787.67	1,009.97
		(ii) Investments in Associates and Joint Ventures	9	2,150.00	-
		(iii) Other Investments	10	3,88,315.96	6,22,562.61
		(iv) Others	11	5,798.73	3,106.28
	(g)	Non-Current Assets (Net)	12	4,632.42	3,870.00
	Total Non Current Assets			**4,54,957.68**	**6,32,682.95**
	Current assets				
	(a)	Financial Assets			
		(i) Investments	13	1,92,004.00	2,68,943.69
		(ii) Trade receivables	14	33,356.44	17,460.74
		(iii) Cash and cash equivalents	15	13,481.10	1,16,135.59
		(iv) Other Bank Balances	16	-	-
		(v) Others	17	61,135.98	21,008.84
	(b)	Other current assets	18	10,523.80	4,189.80
	Total Current Assets			**3,10,501.32**	**4,27,738.66**
	TOTAL ASSETS			**7,65,459.00**	**10,60,421.61**
II.	**EQUITY AND LIABILITIES**				
	1. Equity				
	(a)	Equity Share capital	19	1,45,284.13	1,44,784.13
	(b)	Other Equity	20	4,94,936.93	7,75,809.31
	Total Equity			**6,40,221.06**	**9,20,593.44**

Standalone Balance Sheet (Contd.)

As at March 31, 2023

₹ In '000

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
2. Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	21	22,174.85	-
(b) Provisions	22	3,440.69	2,290.66
(c) Deferred tax liabilities (Net)	23	47,916.35	1,09,969.95
Total Non Current Liabilities		**73,531.89**	**1,12,260.61**
Current liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	24	17,045.06	
(ii) Trade Payables	25		
a) Total outstanding dues of micro enterprises and small enterprises		269.99	344.28
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		3,418.49	3,982.04
(iii) Other financial liabilities	26	26,271.63	18,955.63
(b) Other current liabilities	27	3,979.85	3,883.72
(c) Provisions	28	721.03	401.90
Total Current Liabilities		**51,706.07**	**27,567.57**
TOTAL EQUITY AND LIABILITIES		**7,65,459.00**	**10,60,421.62**

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Standalone Statement of Profit and Loss

For the year ended March 31, 2023

₹ In '000

	Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
Revenue				
I	Revenue from Operations	29	1,34,192.99	80,548.23
II	Other Income	30	15,381.21	12,067.66
III	**Total Income (I + II)**		**1,49,574.20**	**92,615.89**
IV	**Expenses**			
	Employee Benefits Expense	31	1,69,695.56	1,39,507.50
	Finance Costs	32	2,537.92	-
	Depreciation and Amortization Expense	33	16,482.05	893.15
	Other Expenses	34	1,02,317.02	87,142.85
	Total Expenses		**2,91,032.55**	**2,27,543.50**
V	**Profit/(Loss) Before Exceptional Items and Tax (III-IV)**		**(1,41,458.35)**	**(1,34,927.61)**
VI	**Exceptional Items**		**-**	**-**
VII	**Profit/(Loss) Before Tax (V-VI)**		**(1,41,458.35)**	**(1,34,927.61)**
VIII	**Tax Expense**			
	Current taxes		-	-
	Deferred Taxes		(3,987.35)	(6,347.13)
	Total Tax Expense		**(3,987.35)**	**(6,347.13)**
IX	**Profit/(loss) for the year from continuing operations (VII-VIII)**		**(1,37,471.00)**	**(1,28,580.48)**
X	**Profit/(loss) from discontinued operations**		**-**	**-**
XI	**Profit/(loss) for the Year (IX-X)**		**(1,37,471.00)**	**(1,28,580.48)**
XII	**Other Comprehensive Income**			
A	**(i) Items that may be reclassified to profit or loss**			
	Remeasurements of defined benefit plans		(307.61)	(345.92)
	Income tax effect		77.42	87.06

Standalone Statement of Profit and Loss (Contd.)

For the year ended March 31, 2023

₹ In '000

	Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
B	**(i) Items that will not be reclassified to profit or loss**			
	Net gain/(loss) on disposal of Equity Instrument that cannot be reclassified back to Profit and Loss		8.48	4,732.39
	Net (loss)/gain on FVTOCI equity securities		(2,75,535.81)	1,29,097.48
	Income tax effect		57,988.84	(26,298.72)
XIII	**Total Comprehensive Income for the year (XI+XII)**		**(3,55,239.68)**	**(21,308.19)**
XIV	**Earnings per Equity Share (Face Value ₹ 10)**	**35**		
	(1) Basic (₹)		(9.48)	(9.08)
	(2) Diluted (₹)		(9.23)	(8.82)

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Standalone Statement of Cash Flows

For the year ended March 31, 2023

₹ In '000

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit Before Income Tax	(1,41,458.35)	(1,34,927.61)
	Adjustments for:		
	Depreciation and Amortization Expense	16,482.05	893.15
	Interest Income	(618.19)	(5,217.89)
	Interest cost on Lease Liability	2,537.92	-
	Unrealised (gain)/loss on short term liquid funds	6,123.39	1,696.55
	Realised (gain)/loss on Mutual funds	(18,968.07)	(8,077.02)
	Share based payments	74,271.31	82,430.89
	Bad Debt Written Off	20,855.88	1,585.37
	Provision for Doubtful Debt/(Reversal of doubful debts)	(20,855.88)	21,438.32
	Gain on Sale of assets	(219.37)	(17.53)
	Asset written off	27.49	1,776.02
	Loss on sale of Investments	-	505.55
	Excess provision written back	(692.13)	-
	Remeasurements of defined benefit plans	(307.61)	(345.92)
		78,636.79	**96,667.49**
	Operating Cash Flows Before Working Capital Changes	**(62,821.56)**	**(38,260.12)**
	Adjustments for:		
	(Increase)/Decrease in Others (Non-Current Financial Assets)	(2,692.45)	28.15
	(Increase)/Decrease in Non current assets	303.76	(303.76)
	(Increase)/Decrease in Trade Receivables (Current)	(15,895.70)	(11,103.47)
	(Increase)/Decrease in Others (Current Financial Assets)	(40,127.14)	8,020.65
	(Increase)/Decrease in Other Current Assets	(6,334.00)	(2,836.02)
	Increase/(Decrease) in Provisions (Non-Current)	1,150.03	849.12
	Increase/(Decrease) in Trade Payables	(637.83)	2,737.01
	Increase/(Decrease) in Other financial liabilities (Current)	7,316.00	7,490.15
	Increase/(Decrease) in Other current liabilities (Current)	96.13	2,437.58
	Increase/(Decrease) in Provisions (Current)	319.13	198.85
		(56,502.08)	**7,518.26**
	Cash Generated from/(used) in Operations	**(1,19,323.64)**	**(30,741.86)**
	Income tax refund received	3,685.06	9,185.87
	Income Taxes Paid	(4,751.22)	(1,007.66)
	Net Cash Flow from Operating Activities	**(1,20,389.80)**	**(22,563.65)**

Standalone Statement of Cash Flows (Contd.)

For the year ended March 31, 2023

₹ In '000

Particulars		Year ended March 31, 2023	Year ended March 31, 2022
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Payment for Purchase of Property, Plant and Equipment	(4,759.27)	(1,652.29)
	Proceeds from sale of fixed assets	243.03	21.19
	Proceeds from redemption of Mutual Fund/Bonds	2,30,996.25	1,91,089.95
	Deposits withdrawn/(Placed)	-	20,236.36
	Interest Received	371.32	5,217.89
	Investments in Mutual Funds/Bonds	(1,41,296.25)	(3,37,789.94)
	Investment made	(58,373.80)	(18,927.73)
	Sale of Investments	2,225.02	5,072.55
	Net Cash Flow From Investing Activities	**29,406.30**	**(1,36,732.02)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Payment of Lease liabilities	(9,849.07)	-
	Proceeds from Preferential allotment of shares (net)	-	2,66,879.00
	Proceeds from ESOP shares (including pending allotment)	716.00	759.15
	Interest expenses	(2,537.92)	-
	Net Cash Inflow/(Outflow) From Financing Activities	**(11,670.99)**	**2,67,638.15**
D.	**Net Increase/(Decrease) in Cash and Cash Equivalents**	**(1,02,654.49)**	**1,08,342.48**
	Cash and cash equivalents at the beginning of the year	1,16,135.59	7,793.11
	Cash and cash equivalents at the end of the year	**13,481.10**	**1,16,135.59**

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Standalone Statement of Changes in Equity

For the year ended March 31, 2023

(A) EQUITY SHARE CAPITAL

₹ In '000

Particulars	
For the year ended March 31, 2023	
Equity shares of ₹ 10 each issued, subscribed and fully paid up	
As at April 01, 2022	**1,44,784.13**
Changes in Equity Share Capital due to prior period errors	-
Restated as at April 01, 2022	**1,44,784.13**
Changes in equity share capital during the year	500.00
As at March 31, 2023	**1,45,284.13**
For the year ended March 31, 2022	
Equity shares of ₹ 10 each issued, subscribed and fully paid up	
As at April 01, 2021	**1,37,052.98**
Changes in Equity Share Capital due to prior period errors	-
Restated as at April 01, 2021	**1,37,052.98**
Changes in equity share capital during the year	7,731.15
As at March 31, 2022	**1,44,784.13**

(B) OTHER EQUITY (REFER NOTE 20)

₹ In '000

Particulars	Share application money pending allotment	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium	Retained Earnings	Share Options Outstanding account		
Balance as at April 01, 2022	**120.00**	**4,88,248.50**	**(1,08,679.62)**	**78,097.75**	**3,18,022.67**	**7,75,809.31**
Profit for the year	-	-	(1,37,471.00)	-	-	(1,37,471.00)
Share premium account	-	13,358.18	-	-	-	13,358.18
Share based payments to Employees	-	-	-	61,129.12	-	61,129.12
Remeasurements of defined benefit plans	-	-	(230.19)	-	-	(230.19)

Standalone Statement of Changes in Equity (Contd.)

For the year ended March 31, 2023

(B) OTHER EQUITY (REFER NOTE 20) (Contd.)

₹ In '000

Particulars	Share application money pending allotment	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium	Retained Earnings	Share Options Outstanding account		
Share allotment to Employees	(120.00)	-	-	-	-	(120.00)
Net (loss)/gain on FVTOCI equity securities	-	-	-	-	(2,17,538.49)	(2,17,538.49)
Total comprehensive income for the year	**(120.00)**	**13,358.18**	**(1,37,701.19)**	**61,129.12**	**(2,17,538.49)**	**(2,80,872.38)**
Balance as at March 31, 2023	**-**	**5,01,606.68**	**(2,46,380.81)**	**1,39,226.87**	**1,00,484.18**	**4,94,936.93**
Balance as at April 01, 2021	**-**	**2,13,734.65**	**20,159.72**	**10,393.71**	**2,10,491.52**	**4,54,779.60**
Profit for the year	-	-	(1,28,580.48)	-	-	(1,28,580.48)
Share premium account	-	2,74,513.85	-	-	-	2,74,513.85
Share based payments to Employees	-	-	-	67,704.04	-	67,704.04
Remeasurements of defined benefit plans	-	-	(258.86)	-	-	(258.86)
Share Application money received	120.00	-	-	-	-	120.00
Net (loss)/gain on FVTOCI equity securities	-	-	-	-	1,07,531.15	1,07,531.15
Total comprehensive income for the year	**120.00**	**2,74,513.85**	**(1,28,839.34)**	**67,704.04**	**1,07,531.15**	**3,21,029.71**
Balance as at March 31, 2022	**120.00**	**4,88,248.50**	**(1,08,679.62)**	**78,097.75**	**3,18,022.67**	**7,75,809.31**

Standalone Statement of Changes in Equity (Contd.)

For the year ended March 31, 2023

Nature and purpose of reserves:

Securities premium:

Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Other comprehensive income:

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Share Options Outstanding Account:

The Equity share options are recognised at fair value of options on Grant date issued to employees under Xelpmoc Design & Tech Limited Employee Stock Option Scheme, 2019 and Employee Stock Option Scheme, 2020.

The accompanying notes 1 to 48 form an integral part of Standalone financial statements.

In terms of our report of even date attached

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
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Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023

1. COMPANY OVERVIEW

Xelpmoc Design and Tech Limited ("the Company") is a public limited Company, incorporated on 16 September 2015. The Company provides professional and technical consulting services The Company's services includes offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, and various other industries.

The range of services provided by the Company includes mobile and web application development, prototype development, thematic product development and data analytics assistance.

The Board of Directors approved the Financial Statements for the year ended March 31, 2023. These financial statements were authorized for issue on 30 May, 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation of Standalone Financials Statements

a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 ("the Companies Act"). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. The Standalone Financials Statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

Items	Measurement Basis
Certain financial assets and liabilities (including derivative instruments)	Fair Value
Net defined benefit asset/liability	Fair value of the plan assets less present value of defined benefit obligation

c. The standalone financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgments

In preparing these Standalone Financials Statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that may have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 are made in in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment
- Estimation of current tax expense and payable;
- Impairment of Financial Assets;
- Lease classification; and,
- Lease: whether an arrangement contains a lease

e. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The Company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of and asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 40 Financial Instruments - Fair values and risk management)

f. Current versus Non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as Non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight, installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method except for improvements to leasehold premises where the assets are depreciated on a straight line basis. Depreciation for assets purchased/sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed periodically, and adjusted if appropriate, including at each financial year end.

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

Asset	Useful Life
Office equipment	5-7 years
Computer	3 – 4 years

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Leasehold Improvements	Lease Tenure
Furniture & Fixtures	10 years

Assets with cost of acquisition less than ₹ 5,000 are fully depreciated in the year of acquisition.

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount.

These are included in statement of profit and loss.

iv. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.3 Intangible assets

i. Recognition and measurement

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any non-recoverable duties and taxes and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Assets under development are disclosed as Intangible assets under development. Amortization is not recorded on assets under development until development is complete and the asset is ready for its intended use.

ii. Amortization

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life on a straight-line basis.

The estimated useful lives are as follows:

Asset	Useful Life
Computer Software	3-6 Years

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

iii. Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization) had no impairment loss been recognized for the asset in prior years.

2.4 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations:

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.6 Impairment

i. Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government/ government departments/government companies are generally not considered as increase in credit risk of such financial asset.

ii. Non-financial assets

The Company assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Company's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

2.7 An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.8 Leases

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Company as a lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of Lease requires significant judgement. The Company uses significant judgement in assessing the Lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and period covered by an option to terminate the lease, if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise

an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue to allocate the consideration in the contract.

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

2.9 Financial instruments

i. Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments as:

Amortized cost:

Debt Instruments that are held for collection of contractual cash flows where those cash Flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

c. Investment in subsidiaries, joint venture and associates

Investment in subsidiaries, joint venture and associates is carried at cost in the financial statements.

d. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

e. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

iv. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.10 Revenue

i) Sale of Services

The Company primarily derives its revenue from providing software development services.

Effective April 1, 2018, the Company adopted Ind AS 115 “Revenue from Contracts with Customers” using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method (‘POC method’) of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

The Company has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and/or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts.

The Company disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.11 Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

Minimum Alternate Tax (MAT):

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

2.13 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.14 Provision, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

2.15 Employee benefits

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post- employee benefits

Defined Contribution Plans:

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

iv. Share based payment

Equity settled share based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.16 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.17 Earnings per share

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

Diluted earnings per share ('DEPS') is computed by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits

2.18 Cash flow statements

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Company are segregated.

2.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The Company's management examines the Company's performance as a whole i.e. providing of technological solution services and accordingly the Company has only one reportable segment.

The Company generates revenue from rendering services to customers located outside India. All the assets of the Company are situated in India. Geographical segment to the extent of revenue generated from sales outside India has been disclosed (Refer Note no. 41).

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 3: PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2023

₹ In '000

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-22	Additions	Deductions/ adjustments during the year	As at 31-Mar-23	As at 01-Apr-22	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
Office Equipment	896.96	921.55	213.14	1,605.37	686.01	373.48	200.90	858.59	746.78	210.95
Computers	9,282.44	3,898.70	624.04	12,557.10	7,609.70	1,973.12	614.05	8,968.77	3,588.33	1,672.74
Furniture & Fixtures	6.99	85.72	6.99	85.72	3.85	12.43	4.66	11.62	74.10	3.14
TOTAL	**10,186.39**	**4,905.97**	**844.17**	**14,248.19**	**8,299.56**	**2,359.03**	**819.61**	**9,838.98**	**4,409.20**	**1,886.83**

As at March 31, 2022

₹ In '000

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-21	Additions	Deductions/ adjustments during the year	As at 31-Mar-22	As at 01-Apr-21	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
Office Equipment	861.24	136.08	100.36	896.96	697.88	80.09	91.96	686.01	210.95	163.35
Computers	8,165.62	1,293.39	176.57	9,282.44	7,069.64	707.19	167.13	7,609.70	1,672.74	1,095.98
Furniture & Fixtures	6.99	-	-	6.99	2.75	1.10	-	3.85	3.14	4.24
TOTAL	**9,033.85**	**1,429.47**	**276.93**	**10,186.39**	**7,770.27**	**788.38**	**259.09**	**8,299.56**	**1,886.83**	**1,263.57**

1) Property Plant and equipment are stated at cost less accumulated depreciation

2) The Company has assessed that there are no indicators of impairment.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 4: RIGHT OF USE ASSETS

As at March 31, 2023

₹ In '000

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-22	Additions	Deletion/ Transfer	As at 31-Mar-23	As at 01-Apr-22	Additions	Deletion/ Transfer	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
Right of use assets - Building	-	43,356.40	-	43,356.40	-	(13,425.83)	-	(13,425.83)	29,930.57	-
Right of use assets - Vehicle	-	6,556.34	-	6,556.34	-	(682.95)	-	(682.95)	5,873.39	-
TOTAL	**-**	**49,912.74**	**-**	**49,912.74**	**-**	**(14,108.78)**	**-**	**(14,108.78)**	**35,803.96**	**-**

As at March 31, 2022

₹ In '000

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-21	Additions	Deletion/ Transfer	As at 31-Mar-22	As at 01-Apr-21	Additions	Deletion/ Transfer	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
Right of use assets - Building	-	-	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note:

Effective April 01, 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 01, 2019 prospectively and has accrued Lease Liabilities at present value and equivalent Right of use assets on the date of initial application.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 5: CAPITAL WORK IN PROGRESS

As at March 31, 2023

₹ In '000

Particulars	As at 01-Apr-22	Additions	Transfer	As at 31-Mar-23
Capital work in progress	197.40	-	197.40	-
TOTAL	**197.40**	**-**	**197.40**	**-**

As at March 31, 2022

₹ In '000

Particulars	As at 01-Apr-21	Additions	Transfer	As at 31-Mar-22
Capital work in progress	-	197.40	-	197.40
TOTAL	**-**	**197.40**	**-**	**197.40**

Capital work in progress ageing schedule

As at March 31, 2023

₹ In '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

As at March 31, 2022

₹ In '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	197.40	-	-	-	197.40

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 6: OTHER INTANGIBLE ASSETS

As at March 31, 2023

₹ In '000

ASSET	GROSS CARRYING VALUE				ACCUMULATED AMORTISATION				NET CARRYING VALUE	
	As at 01-Apr-22	Additions	Deductions/ adjustments during the year	As at 31-Mar-23	As at 01-Apr-22	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
Computer Software	318.82	50.70	-	369.52	268.96	40.82	-	309.78	59.74	49.86
TOTAL	**318.82**	**50.70**	**-**	**369.52**	**268.96**	**40.82**	**-**	**309.78**	**59.74**	**49.86**

As at March 31, 2022

₹ In '000

ASSET	GROSS CARRYING VALUE				ACCUMULATED AMORTISATION				NET CARRYING VALUE	
	As at 01-Apr-21	Additions	Deductions/ adjustments during the year	As at 31-Mar-22	As at 01-Apr-21	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
Computer Software	293.40	25.42	-	318.82	164.19	104.77	-	268.96	49.86	-
TOTAL	**293.40**	**25.42**	**-**	**318.82**	**164.19**	**104.77**	**-**	**268.96**	**49.86**	**-**

Notes:

1) Intangible Assets are stated at cost less accumulated amortisation.
2) Computer software consists of purchased software licenses.
3) The Company has assessed that there are no indicators of impairment.

Note 7: INTANGIBLE ASSETS UNDER DEVELOPMENT

As at March 31, 2023

₹ In '000

Particulars	As at 01-Apr-22	Additions	Transfer/Deletion	As at 31-Mar-23
Intagible assets under development	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 7: INTANGIBLE ASSETS UNDER DEVELOPMENT (Contd.)

As at March 31, 2022

₹ In '000

Particulars	As at 01-Apr-21	Additions	Transfer/Deletion	As at 31-Mar-22
Intagible assets under development	1,761.83	-	1,761.83	-
TOTAL	**1,761.83**	**-**	**1,761.83**	**-**

Notes:

1) The Company has written off Intangible assets under development ₹ 1761.83 ('000) during the year ended March 31, 2022.

As at March 31, 2023

₹ In '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

As at March 31, 2022

₹ In '000

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 8: INVESTMENTS IN SUBSIDIARY

₹ In '000

Particulars	Face Value	Numbers		Amounts	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Subsidiary					
Signal Analytics Private Limited					
10,00,000 (as at March 31, 2022: 10,00,000) Equity Shares of ₹ 1 each, fully paid up	₹ 1.00	10,00,000	10,00,000	1,000.00	1,000.00
Xelpmoc Design and Tech UK Limited					
1,31,100 (as at March 31, 2022: 100) Equity Shares of UK Pound 1 each	£ 1.00	1,30,100	100	12,787.67	9.97
				13,787.67	**1,009.97**
Aggregate Amount of Unquoted Investments				13,787.67	1,009.97
Aggregate Amount of Quoted Investments				-	-
Aggregate Market Value of Quoted Investments				-	-
Aggregate Provision for Impairment in the Value of Investments				-	-

Note:

On November 01, 2021, the Company subscribed to 100 Equity shares of Xelpmoc Design and Tech UK Limited, UK of £ 1 each, for a total consideration of £ 100, accordingly Xelpmoc Design and Tech UK Limited becomes the wholly owned subsidiary of the Company. The Company intends to offer technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, and various other industries through this Wholly Owned subsidiary.

Further during the year ended March 31, 2023 subscribed to additional 1,30,000 Equity shares Xelpmoc Design and Tech UK Limited, UK of £ 1 each, for a total consideration of £ 1,30,000 thereby continuing holding 100% of the share capital of Xelpmoc Design and Tech UK Limited.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 9: INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

₹ In '000

Particulars	Face Value	Numbers		Amounts	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Associate Company					
Madworks Ventures Private Limited					
Nil (as at March 31, 2022: Nil) Equity Shares of ₹ 10 each, fully paid up	₹ 10.00	-	-	-	-
(b) Investments in Compulsorily Convertible Preference Instruments of Associate Company					
Madworks Ventures Private Limited					
Nil (as at March 31, 2022: Nil) Preference Shares of ₹ 10 each, fully paid up	₹ 10.00	-	-	**-**	**-**
(c) Investments in Equity shares of Associate Company					
Xperience India Private Limited					
21,50,000 (as at March 31, 2022: Nil) Equity Shares of ₹ 1 each, fully paid up	₹ 1.00	21,50,000	-	2,150.00	-
				2,150.00	**-**
Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments)				2,150.00	-
Aggregate Amount of Quoted Investments				-	-
Aggregate Market Value of Quoted Investments				-	-
Aggregate Provision for Impairment in the Value of Investments				-	-

Notes:

1) On September 23, 2021, the Company disposed of its investments in Madworks Ventures Private Limited for a total consideration of ₹ 72.22 (₹ '000), accordingly the Company cease to be an associate effective that date.

2) The Company as subscriber to the memorandum of association upon incorporation of Xperience India Private Limited on Spetember 9, 2022 subscribed to 21,50,000 shares at ₹ 1 each per share. Post this acquisition the Company holds 43% of the share capital of the investee Company, accordingly Xperience India Private Limited becomes the associate entity of the Company.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 10: OTHER INVESTMENTS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Unquoted:		
At Fair Value through Other Comprehensive Income		
Investment in Equity Instruments		
Fortigo Network Logistic Private Limited		
122,232(as at March 31, 2022: 122,232) Equity Shares of ₹ 1 each, fully paid up	11,121.97	2,26,288.10
Inqube Innoventures Private Limited		
655 (as at March 31, 2022: 655) Equity Shares of ₹ 10 each, fully paid up	3,767.94	4,457.69
Intellibuzz TEM Private Limited (refer note 2 below)		
12,300 (as at March 31, 2022: 12,300) Equity Shares of ₹ 10 each, fully paid up	-	-
PHI Robotics Research Private Limited (refer note 2 below)		
167 (as at March 31, 2022: 167) Equity Shares of ₹ 10 each, fully paid up	-	318.19
Snaphunt Pte Ltd		
12,088 (as at March 31, 2022: 12,088) Equity Shares of SGD. 1 each, fully paid up	19,461.68	45,192.44
Woovly Private Limited		
2,490 (as at March 31, 2022: 2,490) Equity Shares of ₹ 10 each, fully paid up	51,831.99	51,319.42
Rype Fintech Private Limited[3] (refer note 2 below)		
1,09,557 (as at March 31, 2022: 91,714) Equity Shares of ₹ 10 each, fully paid up	-	16,200.36
Mihup Communication Private Limited		
9,100 (as at March 31, 2022: 9,100) Equity Shares of ₹ 10 each, fully paid up	46,476.70	48,249.20
Taxitop Media Private Limited (refer note 2 below)		
1,905 (as at March 31, 2022: 1,905) Equity Shares of ₹ 10 each, fully paid up	-	-
One Point Six Technologies Private Limited (Previously known: Leadstart Publishing Private Limited)		
25,200 (as at March 31, 2022: 21,000) Equity Shares of ₹ 10 each, fully paid up	31,668.59	24,378.90
KidsStopPress Media Private Limited		
2,051 (as at March 31, 2022: 2,051) Equity Shares of ₹ 10 each, fully paid up	7,191.24	9,388.33

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 10: OTHER INVESTMENTS (Contd.)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
CatAllyst Inc		
375,000 (as at March 31, 2022: 3,75,000) Class B Common stock of US $ 0.01 fully paid up	308.23	283.20
Learning Hats Pte Limited[4]		
3,333 (as at March 31, 2022: 3,333) Ordinary shares of US $ 1.00 fully paid up	-	251.71
Naik TechXP Private Limited[1]		
Nil (as at March 31, 2022: 759) Equity Shares of ₹ 10 each, fully paid up	-	41.23
Femmevista Technologies Private Limited		
1,11,000 (as at March 31, 2022: 1,11,000) Equity Shares of ₹ 10 each, fully paid up	7,585.74	14,377.83
Investment in Preference Shares		
Mihup Communication Private Limited		
31,512 (as at March 31, 2022: 31,512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up	1,60,988.15	1,67,127.81
2,941 (as at March 31, 2022: 2,941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up	8,432.20	8,753.78
Rype Fintech Private Limited[3] (refer note 2 below)		
35,685 (as at March 31, 2022: 17,843) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	3,151.78
Graphixstory Private Limited		
3,900 (as at March 31, 2022: 3,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	409.50	409.50
Naik TechXP Private Limited[1]		
Nil (as at March 31, 2022: 3,798) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	206.31
First Sense Technology Private Limited		
1,61,550 (as at March 31, 2022: 1,61,550) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	161.55	161.55
Graposs Edutech Private Limited[2]		
1,074 (as at March 31, 2022: 1,074) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	2,005.28
First Sense Technology Private Limited		
6,443 (as at March 31, 2022: 6,443) CCPS of ₹ 10 each fully paid up	2,499.88	-

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 10: OTHER INVESTMENTS (Contd.)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Accelerated Learnings Eductech Private Limited		
1,68,671 (as at March 31, 2022: Nil) Optionally Convertible Preference Shares of ₹ 50 each, fully paid up	36,264.27	-
1,46,329 (as at March 31, 2022: Nil) Optionally Convertible Preference Shares of ₹ 50 each, partly paid up	146.33	-
	3,88,315.96	**6,22,562.61**
Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments)	3,88,315.96	6,22,562.61
Aggregate Amount of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Provision for diminution in value of Investments	24,732.44	4,699.78

[1] During the year ended March 31, 2023 3,798 fully paid up Optionally Convertible Preference Shares of Naik TechXP Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1. The converted equity shares along with the existing shares were sold during the year.

[2] During the year ended March 31, 2023 1,074 fully paid up Optionally Convertible Preference Shares of Graposs Edutech Private Limited were redeemed.

[3] During the year ended March 31, 2023 17,843 and March 31, 2022 17,843 fully paid up Optionally Convertible Preference Shares of Rype fintech Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1 respectively.

[4] Classified to current investments as at March 31, 2023.

Notes:

1) Investments in equity instruments of private limited entities has been designated as fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/Market comparable method.

2) The Company has made investment in technology start ups entity PHI Robotics Private Limited (PRPL) and Rype Fintech Private Limited (RFPL) as it has been incurring continuous losses and unable to raise funds. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company during FY 22-23 has fully provided for impairment in the value of the investments in PRPL and RFPL for ₹ 318.19 ('000) and ₹ 19,714.48 ('000) respectively, which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended March 31, 2023.

- The Company has made investment in technology start ups entity Intellibuzz TEM Private Limited (ITPL) and Taxitop Media Private Limited (TMPL) a as it has been incurring continuous losses and unable to raise funds. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company during FY 21-22 has fully provided for impairment in the value of the investments in ITPL and TMPL for ₹ 3,013.30 ('000) and ₹ 2,084.70 ('000) respectively, which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended March 31, 2023.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 11: NON-CURRENT FINANCIAL ASSETS - OTHERS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Other Bank Balances:		
- In Bank Deposits #	786.65	728.63
Security deposits	5,012.08	2,377.65
TOTAL	**5,798.73**	**3,106.28**

Under lien for corporate credit card facility.

Note 12: NON-CURRENT ASSETS (NET)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid Lease payments*	-	303.75
Tax Receivable from Govt. authorities	4,632.42	3,566.25
[Net of Provision for taxation - ₹ Nil (as at March 31, 2021: ₹ Nil)] (Refer Note 23 for tax reconciliations)		
TOTAL	**4,632.42**	**3,870.00**

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 which will form part of the ROU asset upon recognition and amortised over the period of the lease.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 13: CURRENT INVESTMENTS

Investments in Mutual Funds

₹ In '000

Particulars	Units		Amount	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Quoted				
Kotak Corporate Fund Direct Growth	434.85	2,137.63	1,424.67	6,696.95
Net asset value per unit as at March 31, 2023: ₹ 3276.24 (March 31, 2022: ₹ 3132.88)				
IDFC Cash Fund - Growth	53.34	53.34	145.02	137.14
Net asset value per unit as at March 31, 2023: ₹ 2718.58 (March 31, 2022: ₹ 2570.94)				
IDFC Corporate Bond Fund - Direct Growth	82,203.12	35,75,314.05	1,364.76	57,348.75
Net asset value per unit as at March 31, 2023: ₹ 16.60 (March 31, 2022: ₹ 16.04)				
IDFC Ultra Short-Term Fund - Direct Growth	93,974.94	11,13,464.96	1,229.38	13,819.22
Net asset value per unit as at March 31, 2023: ₹ 13.08 (March 31, 2022: ₹ 12.41)				
Kotak Liquid Fund Growth	90.41	1,073.60	411.21	4,619.79
Net asset value per unit as at March 31, 2023: ₹ 4548.41 (March 31, 2022: ₹ 4303.08)				
Kotak Money Market Fund - Direct Plan Growth	36,737.02	27,729.72	1,40,641.78	1,00,401.35
Net asset value per unit as at March 31, 2023: ₹ 3828.34 (March 31, 2022: ₹ 3620.71)				
Edelweiss Nifty PSU Bond Plus SDL Index Fund - 2026 Direct Plan Growth	1,91,373.52	14,23,808.22	2,118.56	15,292.41
Net asset value per unit as at March 31, 2023: ₹ 11.07 (March 31, 2022: ₹ 10.74)				
IDFC Money Manager Fund - Growth Direct Plan	2,30,589.33	20,12,308.82	8,499.59	70,271.23
Net asset value per unit as at March 31, 2023 ₹ 36.86 (March 31, 2022: ₹ 34.92)				

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 13: CURRENT INVESTMENTS (Contd.)

Investments in Mutual Funds

₹ In '000

Particulars	Numbers		Amounts	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
IDFC Low Duration Fund -Regular Plan	3,16,699.74	-	10,410.08	-
Net asset value per unit as at March 31, 2023: ₹ 32.87 (March 31, 2022: ₹ 34.92)				
Aditya Birla Sun Life Money Manager Fund Growth Regular Plan	48,943.06	-	15,320.56	-
Net asset value per unit as at March 31, 2023: ₹ 313.03 (March 31, 2022: ₹ 34.92)				
Aditya Birla Sun Life Money Manager Fund Growth Direct Plan	32,150.84	-	10,165.91	-
Net asset value per unit as at March 31, 2023: ₹ 316.19 (March 31, 2022: ₹ 34.92)				
TOTAL			**1,91,731.52**	**2,68,586.84**

Investment in Shares

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Unquoted		
35,685 Redeemable Preference Shares in Rype Fintech Private Limited (March 31, 2022: 35,685)*	-	356.85
3,333 Equity Shares in Learning Hats Pte. Limited (March 31, 2022: 3,333)	272.48	-
TOTAL	**272.48**	**356.85**
GRAND TOTAL	**1,92,004.00**	**2,68,943.69**

*Reclassified to non-current investments as at 31 March 2023.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 14: TRADE RECEIVABLES

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables considered good - Unsecured *	33,356.44	17,460.74
Trade Receivables credit impaired	8,147.25	27,758.73
Less: Allowance for credit Impairment	(8,147.25)	(27,758.73)
	33,356.44	17,460.74
TOTAL	**33,356.44**	**17,460.74**
* Includes dues from related parties (Refer Related Party Transaction Note 36)	-	-

Trade receivables Ageing Schedule

As at March 31, 2023

₹ In '000

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	9,686.96	6,264.66	15,359.16	1,863.13	182.54	33,356.44
Undisputed trade receivables - considered doubtful	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	-	2,416.05	-	2,149.18	3,582.03	8,147.25
Unbilled revenue - Not due (Refer note 17 below)						**40,249.10**

Trade receivables Ageing Schedule

As at March 31, 2022

₹ In '000

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	10,493.40	4,967.03	1,817.77	182.54	-	17,460.74
Undisputed trade receivables - considered doubtful	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	-	22,027.52	3,260.48	2,246.08	224.64	27,758.72
Unbilled revenue - Not due (Refer note 17 below)						**18,406.32**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 15: CASH AND CASH EQUIVALENTS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
- In Current Accounts	13,481.10	1,16,134.08
Cash on Hand	-	1.51
TOTAL	**13,481.10**	**1,16,135.59**
Cash and cash equivalent as per Statement of Cash Flows	**13,481.10**	**1,16,135.59**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods

Note 16: OTHER BANK BALANCES

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks in Fixed Deposits more than 3 months	-	-
Interest Accrued on Fixed deposits	-	-
TOTAL	**-**	**-**

Note 17: CURRENT FINANCIAL ASSETS - OTHERS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Unbilled Revenue*	40,249.10	18,406.32
Rental Security Deposits	1,749.88	2,258.22
Tender Deposits	8,125.00	-

Note 17: CURRENT FINANCIAL ASSETS - OTHERS (Contd.)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Interest Accrued on Fixed deposits	155.12	21.05
Advance to staff	200.00	33.71
Loan to employee	90.00	-
Other Receivables*	10,566.88	289.54
TOTAL	**61,135.98**	**21,008.84**
* Includes dues recoverable from related parties (Refer Related Party Transaction Note. 36)	15,892.45	275.99

Note 18: OTHER CURRENT ASSETS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Considered good		
Prepaid expenses	1,472.64	334.59
Prepaid Lease Payments*	-	133.65
Advance to vendors	25.62	512.54
Project Expenses Recoverable	-	900.00
Balance with government authorities	9,025.54	2,309.02
TOTAL	**10,523.80**	**4,189.80**

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 which will form part of the ROU asset upon recognition and amortised over the period of the lease.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 19: STANDALONE STATEMENT OF EQUITY SHARE CAPITAL

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
2,50,00,000 Equity Shares (31-Mar-22: 2,50,00,000) of ₹ 10 each	2,50,000.00	2,50,000.00
Issued		
1,45,28,413 Equity Shares (31-Mar-22: 1,44,78,413) of ₹ 10 each	1,45,284.13	1,44,784.13
Subscribed and Fully Paid up		
1,45,28,413 Equity Shares (31-Mar-22: 1,44,78,413) of ₹ 10 each	1,45,284.13	1,44,784.13
TOTAL	**1,45,284.13**	**1,44,784.13**

Notes:

a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Rupees in '000	No. of Shares	Rupees in '000
Shares outstanding at the beginning of the year	1,44,78,413	1,44,784.13	1,37,05,298	1,37,052.98
Add: Shares issued during the year pursuant to preferential allotment	-	-	7,20,000	7,200.00
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	50,000	500.00	53,115	531.15
Shares outstanding at the end of the year	1,45,28,413	1,45,284.13	1,44,78,413	1,44,784.13

b) Initial Public Offer

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in 1000s) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective February 04, 2019.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 19: STANDALONE STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the Company held on September 30, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended March 31, 2023 is as follows:

₹ In '000

Objects of the issue upon variation	Amount available for utilization upon variation	Utilised after variation of objects i.e. from October 01, 2020 till year ended March 31, 2022	Utilisation for the year ended March 31, 2023	Unutilised amount as on March 31, 2023
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-	1281.40	7,332.00
Funding working capital requirements of the Company.	1,03,465.68	56,175.46	47,290.22	-
General Corporate purposes(including savings in offer related expenses)	10,202.56	1,000.00	9,202.56	-
	1,22,281.64	**57,175.46**	**57,774.18**	**7,332.00**

₹ In '000

Objects of the Issue for which IPO proceeds utilized	Utilization upto March 31, 2023
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	2,543.19[1]
Purchase of fit outs for new development centers and Hyderabad*	719.79[2]
Funding working capital requirements of the Company	1,45,142.71[3]
General corporate purposes(including savings in offer related expenses)	45,729.49[4]
	1,94,135.18

*The above stated objects was the original object of the issue and after variation in the objects of issue the aforesaid objects has been cancelled.

[1] ₹ 1,261.79 (₹ in '000) utilised before variation of the Objects of the Issue and ₹ 1,281.40 (₹ in '000) utilized after variation of the Objects of the Issue.

[2] Utilised before variation of the Objects of the Issue for original object i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

[3] ₹ 41,677.03 (₹ in '000) utilised before variation of the Objects of the Issue and ₹ 1,03,465.68 (₹ in '000) utilized after variation of the Objects of the Issue.

[4] ₹ 35,526.93 (₹ in '000) utilised before variation of the Objects of the Issue and ₹ 10,202.56 (₹ in '000) utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2023 temporarily invested in debt mutual funds ₹ 4,575.036** (₹ in '000) and balance with banks ₹ 3,499.93 (₹ in '000).

**Value stated represents investments which are marked to market as at March 31, 2023.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 19: STANDALONE STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

c) Preferential Allotment

During the financial year 2021-22, the Company has issued and allotted 7,20,000 Equity shares of face value of ₹ 10/- each fully paid-up, at a price of ₹ 375/- per Equity share (including securities premium of ₹ 365) on preferential basis, aggregating ₹ 2,70,000.00 thousands to Foreign Portfolio Investors – Category I (QIBs).

The Company has allotted the said Equity shares at its meeting of the Management Committee of the Board of directors held on August 24, 2021. The proceeds of such allotment has been received by the Company as on August 24, 2021 and the unutilised portion has been temporarily invested in debt mutual funds ₹ 1,62,312.95* (₹ in 000s) and balance with banks ₹ 1,904.32 (₹ in '000) as on March 31, 2023

The details of the utilisation of the proceeds as on March 31, 2023 is as follows:

₹ In '000

Proceeds utilized for	Untilised as on March 31, 2022	Utilised During the year ended March 31, 2023
Investment in UK Subsidiary	-	12,788.47
Tender Deposit for MP Tourism	-	9,000.00
Other General Purpose	-	86,085.03
	-	**1,07,873.50**

*Value stated represents investments which are marked to market as at March 31, 2023.

d) Issue of shares under ESOP scheme:

During the year ended March 31, 2023, the Company has issued and allotted 50,000 equity shares upon conversion of Stock Options granted pursuant to Xelpmoc Design and Tech Limited Employee Stock Option Scheme 2019. Consequent to these allotments, the paid-up capital of the Company stands increased to ₹ 14,52,84,130 comprising of 1,45,28,413 equity shares at face value of ₹ 10/- each

e) Shares reserved for issue under options:

For details of shares reserved for issue under the ESOP of the Company, refer note 39.

f) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

Notes to the Standalone Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 19: STANDALONE STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

g) Details of shareholders holding more than 5% shares in the Company:

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
Sandipan Samiran Chattopadhyay	40,79,102	28.08%	40,79,102	28.17%
Srinivas Koora	24,18,698	16.65%	24,18,698	16.71%
Jaison Jose	8,41,290	5.79%	8,41,290	5.81%
	73,39,090		**73,39,090**	

h) Details of shares held by Promoters:

As at March 31, 2023

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	28.08%	0.00%
Srinivas Koora	24,18,698	-	24,18,698	16.65%	0.00%
Jaison Jose	8,41,290	-	8,41,290	5.79%	0.00%
	73,39,090	**-**	**73,39,090**	**50.52%**	**0.00%**

As at March 31, 2022

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	28.17%	0.00%
Srinivas Koora	24,19,098	(400)	24,18,698	16.71%	-0.02%
Jaison Jose	8,41,290	-	8,41,290	5.81%	0.00%
	73,39,490	**(400)**	**73,39,090**	**50.69%**	**-0.02%**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 19: STANDALONE STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

i) Aggregate number of bonus shares issued, for consideration other than cash during the period of 5 years immediately preceeding the reporting date:

The Company by way of Special Resolution had recommended to capitalise a sum of ₹ 3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on March 31, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹ 10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on July 27, 2018 ("Record Date"), in proportion of 55 (Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

j) The Company has not paid any dividend in last 3 years.

k) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain/adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The Company has no borrowings as on the reporting date.

Note 20: OTHER EQUITY

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Securities Premium	5,01,606.68	4,88,248.50
Retained Earnings	(2,46,380.81)	(1,08,679.62)
Share Options Outstanding Account	1,39,226.87	78,097.75
Other Comprehensive Income	1,00,484.18	3,18,022.67
Share application money received pending allotment	-	120.00
TOTAL	**4,94,936.93**	**7,75,809.31**

Note 20: OTHER EQUITY (Contd.)

Other Reserves Movement

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Securities Premium		
Opening Balance	**4,88,248.50**	**2,13,734.65**
Addition during the year	13,358.18	2,74,513.85
Closing Balance (A)	**5,01,606.68**	**4,88,248.50**
Retained Earnings		
Opening Balance	**(1,08,679.62)**	**20,159.72**
Profit for the year	(1,37,471.00)	(1,28,580.48)
Remeasurements of defined benefit plans	(230.19)	(258.86)
Closing Balance (B)	**(2,46,380.81)**	**(1,08,679.62)**
Shares Options Outstanding account		
Opening Balance	**78,097.75**	**10,393.71**
Share based payments to Employees	61,129.12	67,704.04
Closing Balance (C)	**1,39,226.88**	**78,097.75**
Other Comprehensive Income		
Opening Balance	**3,18,022.67**	**2,10,491.52**
Net (loss)/gain on FVTOCI equity securities	(2,17,538.49)	1,07,531.15
Remeasurements of the net defined benefit Plans	(230.19)	(258.86)
Less: Remeasurements of the net defined benefit Plans Transferred to Retained Earnings	230.19	258.86
Closing Balance (D)	**1,00,484.18**	**3,18,022.67**
Shares Application money received pending allotment		
Opening Balance	**120.00**	**-**
Addition during the year	(120.00)	120.00
Less: Shares Issued during the year	**-**	**-**
Closing Balance (E)	**-**	**120.00**
TOTAL (A) + (B) + (C) + (D) + (E)	**4,94,936.94**	**7,75,809.31**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 21: LEASE LIABILITIES (NON-CURRENT)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	22,174.85	-
TOTAL	**22,174.85**	**-**

Note 22: NON-CURRENT PROVISIONS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity (Net)	2,976.46	1,897.94
Compensated absences (Net)	464.23	392.72
TOTAL	**3,440.69**	**2,290.66**

Note 23: DEFERRED TAX LIABILITIES (NET)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability		
a) Gain/(Loss) on Fair Value change of Financial assets	(56,620.55)	(1,14,609.39)
b) Defined benefit obligations & Other long term employee benefits	-	-
c) Unrealised gain on Mutual Funds	(2,502.45)	(4,043.58)
	(59,123.00)	**(1,18,652.97)**
Deferred Tax Assets		
a) Property, Plant and Equipment	285.17	251.29
b) Defined benefit obligations & Other long term employee benefits	1,047.42	677.67

Note 23: DEFERRED TAX LIABILITIES (NET) (Contd.)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
c) Provision for doubtful debts	7,337.05	6,986.32
d) Other timing differences	2,537.01	767.75
	11,206.65	**8,683.02**
TOTAL	**(47,916.35)**	**(1,09,969.95)**

NOTE 23A: THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING:

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current Tax:		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	**-**	**-**
Deferred Tax		
(Decrease)/increase in deferred tax liabilities	(3,987.35)	(6,347.13)
Deferred tax (net)	**(3,987.35)**	**(6,347.13)**
Total income tax expense	**(3,987.35)**	**(6,347.13)**

Current tax and Deferred Tax related to items recognised in Other Comprehensive Income during the year:

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net loss/(gain) on FVTOCI equity securities	(57,988.84)	26,298.72
Net (loss)/gain on remeasurements of defined benefit plans	(77.42)	(87.06)
Total	**(58,066.26)**	**26,211.66**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 23A: THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING: (Contd.)

Reconciliation of tax expense and the accounting profit

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit/(Loss) before income taxes	(1,41,458.35)	(1,34,927.61)
Indian statutory income tax rate	25.17%	25.17%
Expected income tax expense	(35,602.24)	(33,958.58)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact of income not subject to tax		
a) Temporary Differences	(3,987.35)	(6,347.13)
b) Permanent Differences	-	8.72
Tax effects of amounts which are not deductible for taxable income	-	-
Impact due to change in the rate of corporate taxation	-	-
Others - rate differences	-	1,672.63
Deferred tax on Profit/(Loss) for the year**	(31,614.89)	(29,292.80)
Total income tax expense	**(35,602.24)**	**(33,958.58)**

** No deferred tax assets have been created on unused tax losses in the absence probability of future taxabale profits that will be available against which the unused tax losses can be utilised.

Deferred Tax (Liabilities):

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Gain/(Loss) on Fair Value change of Financial assets	57,988.84	(26,298.72)
Unrealised gain on Mutual Funds	1,541.13	426.99
Total deferred tax liabilities	**59,529.97**	**(25,871.73)**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 23A: THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING: (Contd.)

Deferred Tax Assets:

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Property, Plant and Equipment	33.88	(75.34)
Defined benefit obligations & Other long term employee benefits	369.75	137.36
Provision for doubtful debts	350.73	5,395.60
Other timing differences	1,769.26	549.58
Total deferred tax assets	**2,523.63**	**6,007.19**
Net Deferred tax (Liabilities)/Assets	**62,053.60**	**(19,864.54)**

Movement in Deferred tax Liabilities/Asset

₹ In '000

Particulars	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities/Asset (net)
As at March 31, 2021	**(47,042.10)**	**(43,063.30)**	**(90,105.41)**
Property, plant and equipment	(75.34)	-	(75.34)
Gain/(Loss) on Fair Value change of Financial assets	-	(26,298.72)	(26,298.72)
Unrealised gain on Mutual Funds	426.99	-	426.99
Defined benefit obligations & Other long term employee benefits	50.30	87.06	137.36
Provisional for Doubtful Debts	5,395.60	-	5,395.60
Other timing differences	549.58	-	549.58
As at March 31, 2022	**(40,694.98)**	**(69,274.96)**	**(1,09,969.95)**
Property, plant and equipment	33.89	-	33.89
Gain/(Loss) on Fair Value change of Financial assets	-	57,988.84	57,988.84
Unrealised gain on Mutual Funds	1,541.13	-	1,541.13
Defined benefit obligations & Other long term employee benefits	292.33	77.42	369.75
Provisional for Doubtful Debts	350.73	-	350.73
Other timing differences	1,769.26	-	1,769.26
As at March 31, 2023	**(36,707.64)**	**(11,208.71)**	**(47,916.35)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 24: LEASE LIABILITIES (CURRENT)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	17,045.06	-
TOTAL	**17,045.06**	**-**

Note 25: TRADE PAYABLES

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	269.99	344.28
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,418.49	3,982.04
TOTAL	**3,688.48**	**4,326.31**

As at March 31, 2023

₹ In '000

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	92.35	177.64	-	-	-	269.99
Others	169.63	3,216.99	-	9.05	22.82	3,418.49
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 25: TRADE PAYABLES (Contd.)

As at March 31, 2022

₹ In '000

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	48.47	295.81	-	-	-	344.28
Others	1,060.10	2,846.58	24.57	47.35	3.44	3,982.04
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

₹ In '000

Particulars		As at March 31, 2023	As at March 31, 2022
(i)	Principal amount remaining unpaid and not due for payment to MSME suppliers as at the end of the accounting year	269.99	344.28
(ii)	Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year		
	- Principal	Nil	Nil
	- Interest	Nil	Nil
(iii)	The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil
(iv)	The amount of interest due and payable for the year	Nil	Nil
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 26: OTHER FINANCIAL LIABILITIES (CURRENT)

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for expenses*	11,471.94	11,648.67
Unearned Revenue	2,703.55	-
Payable to employees*	11,420.20	6,811.11
Dues to Directors and Key Managerial Personnel*	675.94	495.85
TOTAL	**26,271.63**	**18,955.63**
* Includes dues to related parties (Refer Related Party Transaction Note. 36)	3,597.21	1,456.17

Note 27: OTHER CURRENT LIABILITIES

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
GST Payable (net)	26.02	-
Other Statutory dues	3,396.85	3,883.72
Other payables	556.99	-
TOTAL	**3,979.85**	**3,883.72**

Note 28: CURRENT PROVISIONS

₹ In '000

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity (Net)	461.27	209.87
Compensated absences (Net)	259.76	192.03
TOTAL	**721.03**	**401.90**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 29: REVENUE FROM OPERATIONS

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of Services*	1,34,192.99	80,548.23
TOTAL	**1,34,192.99**	**80,548.23**
* Includes earnings in foreign currency	49,589.53	39,747.45
* Includes income from related party (Refer Related Party Transaction Note. 36)	6,601.65	-

i) Contract Balances as at:

₹ In '000

	Year ended March 31, 2023	Year ended March 31, 2022
Trade receivables	33,356.44	17,460.74
Contract Assets (Unbilled Revenue)	40,249.10	18,406.32
Contract Liabilities	-	-

ii)

₹ In '000

	Year ended March 31, 2023	Year ended March 31, 2022
Revenue recognised in the period from Amounts included in contract liability at the beginning of the period	-	-
Invoice raised in the period from Amounts included in the contract assets at the beginning of the period	18,406.32	26,520.78

iii) Revenue disaggregation by Geography is as follows:

₹ In '000

Geography	Year ended March 31, 2023	Year ended March 31, 2022
India	84,603.46	40,800.78
Others	49,589.53	39,747.45
Total	**1,34,192.99**	**80,548.23**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 29: REVENUE FROM OPERATIONS (Contd.)

iv) Revenue disaggregation by Industry Vertical is as follows:

₹ In '000

Industry vertical	Year ended March 31, 2023	Year ended March 31, 2022
Communication, Media and Technology	26,169.21	26,984.11
E-commerce	13,806.00	13,812.00
Retail and Consumer Business	6,725.57	2,925.00
Education	20,410.78	21,587.20
Others	67,081.43	15,239.92
Total	**1,34,192.99**	**80,548.23**

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

As per Ind AS 115, unbilled revenues of ₹ 40,249.11 ('000s) for year ending March 31, 2023 ₹ 18,406.32 ('000s) for year ending March 31, 2022) has been considered as a financial asset.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 30: OTHER INCOME

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Gain on Foreign Currency Transactions and Translations	577.57	441.29
Miscellaneous Income	11.49	10.49
Interest Income	944.97	5,217.89
Realised/unrealised Gain on Mutual funds	12,844.68	6,380.47
Sub-Lease Rental Income*	91.00	-
Profit on sale of assets	219.37	17.53
Excess provision written back	692.13	-
TOTAL	**15,381.21**	**12,067.66**
* Includes income from related party (Refer Related Party Transaction Note. 36)	91.00	-

Note 31: EMPLOYEE BENEFITS EXPENSE

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and Wages*	90,980.69	55,090.75
Contribution to Provident and Other Funds*	1,843.42	1,282.99
Share based payments to Employees (Refer note 37(IV))	74,271.31	82,430.89
Staff Welfare Expenses*	2,600.14	702.87
TOTAL	**1,69,695.56**	**1,39,507.50**
* Includes payment to related party (Refer Related Party Transaction Note. 36)	9,244.80	6,992.00

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 32: FINANCE COSTS

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest cost on Lease Liability	2,537.92	-
TOTAL	**2,537.92**	**-**

Note 33: DEPRECIATION AND AMORTISATION

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Right of Use assets	14,108.78	-
Depreciation and Amortisation - Other assets	2,373.27	893.15
TOTAL	**16,482.05**	**893.15**

Note 34: OTHER EXPENSES

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Power and Fuel	469.06	290.46
Rent (Refer Note 37)	3,334.32	6,706.47
Rates and Taxes	1,264.45	1,172.84
Repairs and Maintenance		
- Buildings	190.44	272.23
- Others	1,172.53	799.00
Utility Charges	193.88	540.00
Sales Promotion & Marketing Expense	640.38	350.25
Travelling & Conveyance	4,998.41	3,331.96
Communication Expenses	921.33	634.90
Auditors' Remuneration	1,551.50	1,370.24
Project Expenses	35,615.44	2,813.46

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 34: OTHER EXPENSES (Contd.)

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Legal & Professional Charges*	45,680.23	38,392.98
Courier Expenses	74.79	82.31
Office Expenses	1,006.54	478.83
Software and subscription Expenses	3,630.57	2,707.72
Recruitment expense	1,277.08	900.51
Provision for Bad debts	-	23,023.68
Bad debts written off	20,855.88	1,585.37
Less: Provision for doubtful debts utilised	(20,855.88)	(1,585.37)
Loss on sale of Shares in Associates (net of provision)	-	505.55
Assets written off	27.49	1,776.02
Sundry balances written off	-	671.86
Miscellaneous expenses	268.58	321.59
TOTAL	**1,02,317.02**	**87,142.85**
* Includes payment to related party (Refer Related Party Transaction Note 36)	804.60	1,200.00

Auditor's Remuneration

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
As Auditors	1,265.50	1,105.00
For Taxation matters	110.00	125.00
Certification and Other Services	176.00	140.24
TOTAL	**1,551.50**	**1,370.24**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 35: EARNINGS PER SHARE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit After Tax (₹ '000)	**(1,37,471.00)**	**(1,28,580.48)**
Number of Shares outstanding at the beginning of the year	1,44,78,413	1,37,05,298
Add: Shares issued during the year pursuant to preferential allotment	-	7,20,000
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	50,000	53,115
Number of Shares outstanding at the end of the year	**1,45,28,413**	**1,44,78,413**
Weighted Average Number of Equity Shares		
For calculating Basic EPS	1,45,08,024	1,41,55,562
For calculating diluted EPS	1,48,98,915	1,45,79,231
Earnings Per Share Before and After Extraordinary Items		
(Face Value ₹ 10)		
Basic (₹)	(9.48)	(9.08)
Diluted (₹)	(9.23)	(8.82)

Note 36: RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Subsidiary

Name of the Subsidiaries	Country	% Holding as at March 31, 2023	% Holding as at March 31, 2022
Signal Analytics Private Limited (From December 01, 2020)#	India	100.00%	100.00%
Xelpmoc Design and Tech UK Limited (From November 22, 2021)	UK	100.00%	100.00%
Soultrax Studios Private Limited (From May 27, 2022)*	India	54.57%	0.00%

Subsidiary of Xelpmoc Design and Tech Limited. On a fully diluted basis the shareholding is 91.95%

* Subsidiary of Signal Analytics Private Limited.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

A) Related Parties and their Relationship

b) Associates

Name of the Associates	Country	% Holding as at March 31, 2023	% Holding as at March 31, 2022
Madworks Ventures Private Limited	India	NIL	NIL*
Xperience India Private Limited (From September 09, 2022)	India	43.00%	NIL

* Upto September 23, 2021

c) Companies under common Control with whom transactions have taken place

Mihup Communication Private Limited

d) Key Management Personnel (KMP) and Relatives

i)	Sandipan Samiran Chattopadhyay	KMP	
ii)	Srinivas Koora	KMP	
iii)	Jaison Jose	KMP	
iv)	Vaishali Kondhbar	Company Secretary	
v)	Pranjal Sharma	Non-Executive Director	
vi)	Soumyadri Shekhar Bose	Non-Executive Director	Upto May 23, 2022
vii)	Bhavna Chattopadhyay	Relative of KMP	

e) Independent Directors

i)	Premal Mehta
ii)	Tushar Trivedi
iii)	Mrs. Karishma Bhalla

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

₹ In '000

Particulars of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
(i) Transactions with Subsidiaries & Associate		
Disposal of investment in equity & Preference shares		
Madworks Ventures Private Limited	-	72.22
	-	**72.22**
Investment in Xpereince India Private Limited (Associate Company)		
21,50,000 Equity Shares of ₹ 1 each fully paid up	2,150.00	-
	2,150.00	**-**
Investment in Xelpmoc Design and Tech UK Limited (100% subsidiary)		
1,30,000 Equity Shares of £1 each fully paid up	12,777.70	9.97
	12,777.70	**9.97**
Expenses incurred on behalf of Subsidiaries		
Signal Analytics Private Limited	-	44.32
Xelpmoc Design and Tech UK Limited	3.73	276.04
	3.73	**320.36**
Expenses reimbursed by Subsidiaries		
Signal Analytics Private Limited	-	44.32
Xelpmoc Design and Tech UK Limited	279.77	-
	279.77	**44.32**
Expenses incurred on behalf of Associate Company		
Xperience India Private Limited	9,475.88	-
	9,475.88	**-**
Sub-lease Rental Income from Subsidiary Company		
Signal Analytics Private Limited	91.00	-
	91.00	**-**
Sale of Service to Subsidiary & Associate Company		
Xperience India Private Limited	6,325.57	-
Xelpmoc Design and Tech UK Limited	276.08	-

Notes to the Standalone Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

₹ In '000

Particulars of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
	6,601.65	**-**
(ii) Transactions with Key Managerial Personnel and Relatives		
Remuneration paid to Directors and KMP (including employer's contribution to PF)		
Srinivas Koora	2,821.60	1,821.60
Sandipan Samiran Chattopadhyay	2,821.60	1,821.60
Jaison Jose	2,821.60	1,821.60
Vaishali Kondhbar	780.00	727.20
	9,244.80	**6,192.00**
Remuneration paid to Relatives of Directors and KMP (including employer's contribution to PF)		
Bhavna Chattopadhyay	-	800.00
	-	**800.00**
Expenses incurred by Directors & KMP		
Sandipan Samiran Chattopadhyay	-	34.08
Srinivas Koora	551.80	443.99
Vaishali Kondhbar	18.58	18.41
Jaison Jose	15.79	33.43
Soumyadri Bose	-	79.75
Karishma Bhalla	0.50	-
	586.67	**609.65**
Expenses incurred by relatives of Directors & KMP		
Bhavna Chattopadhyay	-	4.69
	-	**4.69**
Reimbursement of expenses to Directors & KMP		
Sandipan Samiran Chattopadhyay	14.15	73.94
Srinivas Koora	1,023.16	485.31
Jaison Jose	15.79	33.43
Vaishali Kondhbar	18.58	21.42
Soumyadri Bose	-	79.75

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

₹ In '000

Particulars of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
Karishma Bhalla	0.50	-
	1,072.18	**693.84**
Reimbursement of Expenses to relatives of directors & KMP		
Bhavna Chattopadhyay	-	94.85
	-	**94.85**
Settlement of liabilities by entity on behalf of related party and recovered		
Sandipan Samiran Chattopadhyay	14.15	14.15
	14.15	**14.15**
Sitting Fees		
Premal Mehta	105.00	97.50
Tushar Trivedi	112.50	105.00
Karishma Bhalla	37.50	37.50
	255.00	**240.00**
Corporate Strategy & Advisory Fees		
Pranjal Sharma	480.00	480.00
Soumyadri Bose	69.60	480.00
	549.60	**960.00**
(iii) Companies under common Control with whom transactions have taken place		
Consultancy/Software expenses		
Mihup Communication Private Limited	2,590.00	-
	2,590.00	**-**

Notes:

(a) Transactions with the related parties have been reported since the date they become related.

(b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the Company as a whole.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

₹ In '000

Particulars	Subsidiary/ Associate Company/ Joint Venture		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Outstanding Balances										
Amount Payable towards Investment in Xelpmoc Design and Tech UK Limited	-	9.92	-	-	-	-	-	-	**-**	**9.92**
Receivables										
Trade Receivables/Unbilled receivables										
Xperience India Private Limited	6,325.57	-	-	-	-	-	-	-	**6,325.57**	**-**
Other Receivables										
Signal Analytics Private Limited	91.00	-	-	-	-	-	-	-	**91.00**	**-**
Reimbursement for Expenses										
Xelpmoc Design and Tech UK Limited	-	275.99	-	-	-	-	-	-	**-**	**275.99**
Xperience India Private Limited	9,475.88	-	-	-	-	-	-	-	**9,475.88**	**-**
Payables										
Remuneration Payable to Directors & KMP										
Srinivas Koora	-	-	-	-	199.57	128.56	-	-	**199.57**	**128.56**
Sandipan Samiran Chattopadhyay	-	-	-	-	198.39	126.21	-	-	**198.39**	**126.21**
Jaison Jose	-	-	-	-	201.31	129.86	-	-	**201.31**	**129.86**
Vaishali Kondhbar	-	-	-	-	61.20	61.20	-	-	**61.20**	**61.20**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

₹ In '000

Particulars	Subsidiary/ Associate Company/ Joint Venture		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Corporate Strategy & Advisory Fees Payables to Non-Executive & Non-Independent Directors										
Pranjal Sharma	-	-	-	-	-	-	518.40	518.40	**518.40**	**518.40**
Soumyadri Shekhar Bose	-	-	-	-	-	-	62.70	432.00	**62.70**	**432.00**
Expenses reimbursement Payable to Directors & KMP										
Srinivas Koora	-	-	-	-	15.64	50.02	-	-	**15.64**	**50.02**
Provision for Accrued Expenses										
Mihup Communication Private Limited	-	-	2,340.00	-	-	-	-	-	**2,340.00**	**-**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 37: LEASES

Company amortises the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss.

The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

The Company during the year has recognised lease liabilities amounting to ₹ 42,512.63 ('000) and ₹ 6,395.95 ('000) towards the long term lease contracts for Office premises and Vehicle.

Total lease rentals and interest on lease liabilities accounted for the year ended March 31, 2023 is ₹ 12,386.99 ('000) and ₹ 2,537.92 ('000) respectively (previous year ended March 31, 2022: Nil).

Further Company's leasing agreements in respect of operating lease for office premises and computers which are not non-cancellable and the aggregate lease rentals payable are charged as rent.

The Total lease payments accounted for the year ended March 31, 2023 is ₹ 3,334.32 ('000) (previous year ended March 31, 2022: 6,706.47 ('000)).

Note 38: HEDGING CONTRACTS

The uncovered foreign exchange exposure:

₹ In '000

	Currency	As at March 31, 2023	As at March 31, 2022
Receivables	UK Pounds	3,353.03	1,586.09
Receivables	US Dollars	4,625.57	23,888.34
Payables	UK Pounds	838.26	9.97
Payables	SGD Dollars	550.47	-

Note 39: EMPLOYEE BENEFITS

a) DEFINED CONTRIBUTION PLAN

Provident Fund and Employee State Insurance (ESIC)

The contributions to the Provident Fund and ESIC of certain employees are made to a Government administered Provident Fund and ESIC and there are no further obligations beyond making such contribution on the Company

b) DEFINED BENEFIT PLAN

Gratuity

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

c) Amounts Recognised as Expense

I) Defined Contribution Plan

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,705.91 ('000) (March 31, 2022: ₹ 1,191.30 ('000))has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

a. Gratuity cost amounting to ₹ 1022.29 ('000) (March 31, 2022: ₹ 718.69 ('000)) has been included in Note 31 under the head of employee benefit expenses.

b. Remeasurement (gain)/loss on defined benefit plan amounting to ₹ 307.62 ('000) (March 31, 2022: ₹ (345.92) ('000)) is credited to statement of Other comprehensive Income

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

The amounts recognised in the Company's financial statements as at year end are as under:

₹ In '000

Particulars		March 31, 2023	March 31, 2022
i)	**Change in Present Value of Obligation**		
	Present value of the obligation at the beginning of the year	2,107.81	1,043.21
	Current Service Cost	859.31	635.29
	Interest Cost	162.98	83.40
	Actuarial Gain/(Loss) on Obligation- Due to Change in Demographic Assumptions		
	Actuarial Gain/(Loss) on Obligation- Due to Change in Financial Assumptions	(91.12)	(54.72)
	Actuarial Gain/(Loss) on Obligation- Due to Experience	398.74	400.63
	Benefits Paid		
	Present value of the obligation at the end of the year	**3,437.73**	**2,107.81**
ii)	**Change in Plan Assets**		
	Fair value of Plan Assets at the beginning of the year	-	-
	Interest Income	-	-
	Return on plan assets excluding interest income	-	-
	Benefits Paid	-	-
	Fair value of Plan Assets at the end of the year	-	-
iii)	**Amounts Recognised in the Balance Sheet:**		
	Present value of Obligation at the end of the year	3,437.73	2,107.81
	Fair value of Plan Assets at the end of the year	-	-
	Funded status - Deficit	3,437.73	2,107.81
	Net Liability recognised in the Balance Sheet	**3,437.73**	**2,107.81**
iv)	**Amounts Recognised in the Statement of Profit and Loss:**		
	Current Service Cost	859.31	635.29
	Interest Cost on Obligation	162.98	83.40

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

The amounts recognised in the Company's financial statements as at year end are as under:

₹ In '000

Particulars		March 31, 2023	March 31, 2022
	Net Cost Included in Personnel Expenses	**1,022.29**	**718.69**
v)	**Recognised in other comprehensive income for the year**		
	Actuarial Gain/(Loss) on Obligation	307.62	345.92
	Return on plan assets excluding interest income	-	-
	Recognised in other comprehensive income	**307.62**	**345.92**
vi)	**Actuarial Assumptions**		
	i) Discount Rate	7.27%	6.70%
	ii) Salary Escalation Rate	12.00% p.a.	12.00% p.a.
	iii) Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

₹ In '000

Particulars	March 31, 2023	March 31, 2022
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	477.74	216.79
2nd Following Year	445.98	296.21
3rd Following Year	468.01	286.26
4th Following Year	420.25	299.48
5th Following Year	637.75	278.18
Sum of Years 6 To 10	1,750.87	1,169.79

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

₹ In '000

Particulars	31-Mar-23		31-Mar-22	
	Increase	Decrease	Increase	Decrease
Discount rate (100 basis points)	(149.99)	162.76	(96.94)	105.33
Future salary growth (100 basis points)	132.31	(126.43)	91.30	(92.83)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

ix) Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Stress Testing of Assets	Not Applicable
Investment Strategy	Not Applicable
Comment on Quality of Assets	Not Applicable
Management Perspective of Future Contributions	As per Actuarial calculation

x) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

III) Compensated absences

The leave obligations cover the Company's liability for earned leave.

The Company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

₹ In '000

Particulars	March 31, 2023	March 31, 2022
The Actuarial Liability in respect of the compensated absence of earned leave	723.99	584.76
Less: Plan assets	-	-
Net obligation	723.99	584.76
Significant Assumptions		
Discounting Rate	7.27%	6.70%
Salary escalation Rate	12%	12%
Retirement Age	58 Years	58 Years

(IV) Employee Stock Option Plan (ESOP)

Xelpmoc Design & Tech Employee Stock Option Scheme 2019 ("ESOP 2019")

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 27, 2019, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on August 06, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). Further, the Company has obtained Shareholders approval through postal ballot by special resolution dated February 19, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option. The Option granted under ESOP 2019 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on July 31, 2020 and June 23, 2020 respectively.

Xelpmoc Design & Tech Employee Stock Option Scheme 2020 ("ESOP 2020")

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 30, 2020, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs Only) representing nearly 3.65% of the paid up equity share capital of the Company as on August 14, 2020, exercisable into 5,00,000 (Five Lakhs Only) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). The Option granted under ESOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on January 11, 2021 and January 04, 2021 respectively.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

The summary of grants during the years ended March 31, 2023 and March 31, 2022 is as follows:

ESOP Scheme 2019:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
November 07, 2020	82,231	10	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
November 07, 2020	15,500	56	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
March 15, 2021	2,12,432	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
March 15, 2021	2,05,580	10	Vesting will start after 1 year of grant and options will be vested in 3 years in the ratio of 33:33:34
March 02, 2022	40,000	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
March 02, 2022	1,27,686	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
March 02, 2022	20,000	300	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

ESOP Scheme 2020:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
March 02, 2022	3,05,000	150	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
March 02, 2022	32,000	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
March 02, 2022	68,528	375	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
May 29, 2022	1,42,000	150	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

Subject to terms and condition of the schemes, options are classified into below mentioned categories

	ESOP Scheme 2019							ESOP Scheme 2020			
	Option 1	Option 2	Option 3	Option 4	Option 5	Option 6	Option 7	Option 8	Option 9	Option 10	Option 11
No. of options	82,231	15,500	2,12,432	2,05,580	40,000	1,27,686	20,000	3,05,000	32,000	68,528	1,42,000
Method of accounting	Fair value							Fair value			
Vesting plan	2 years	2 years	2 years	3 years	2 years	4 years	4 years	4 years	4 years	4 years	4 years

Notes to the Standalone Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

Subject to terms and condition of the schemes, options are classified into below mentioned categories (Contd.)

	ESOP Scheme 2019							ESOP Scheme 2020			
	Option 1	**Option 2**	**Option 3**	**Option 4**	**Option 5**	**Option 6**	**Option 7**	**Option 8**	**Option 9**	**Option 10**	**Option 11**
Grant date	November 07, 2020	November 07, 2020	March 15, 2021	March 15, 2021	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	May 29, 2022
Exercise Period	Upto 7 years from the respective date of vesting							Upto 7 years from the respective date of vesting			
Grant/Exercise price (₹)	10	56	19	10	19	200	300	150	200	375	150
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity

Exercise period, would commence from the date of options are vested and will expire at the end of **7 years** from the date of vesting.

The carrying amount of Employee stock options reserve as at March 31, 2023 is ₹ 1,39,226.87 (‘000) (March 31, 2022 - ₹ 78,097.74 (‘000)). The expenses (net of reversal) recognised for employee services received during the year is ₹ 74,271.32 (‘000) (March 31, 2022 - ₹ 82,430.89 (‘000))

Movement of options granted:

₹ In ‘000

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Average exercise price per share	**Number of options**	**Average exercise price per share**	**Number of options**
ESOP 2019				
Outstanding at the beginning of the year	65.40	5,81,698.00	13.82	5,00,243.00
Granted during the year	-	-	172.08	1,87,686.00
Forfeited/surrendered during the year	200.00	92,528.00	10.00	41,116.00
Exercised during the year	15.68	38,000.00	11.66	65,115.00
Outstanding at the end of the year	41.98	4,51,170.00	65.40	5,81,698.00
Exercisable at the end of the year	25.87	3,07,903.00	15.65	1,50,057.00

Additional disclosures

Weighted Average remaining contractual life (in years)	7.12 years	8.22 years
Weighted Average fair value of options as on date of grant	₹ 253.26	₹ 244.12

Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 143.18 (March 31, 2022 - 395.25)

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: EMPLOYEE BENEFITS (Contd.)

Movement of options granted:

₹ In '000

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Average exercise price per share	Number of options	Average exercise price per share	Number of options
ESOP 2020				
Outstanding at the beginning of the year	191.97	4,05,528.00	-	
Granted during the year	150.00	1,42,000.00	191.97	4,05,528.00
Forfeited/surrendered during the year	223.24	2,10,528.00	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	154.75	3,37,000.00	191.97	4,05,528.00
Exercisable at the end of the year	154.75	84,250.00	-	-

Additional disclosures

Weighted Average remaining contractual life (in years)	8.42 years	9.49 years
Weighted Average fair value of options as on date of grant	₹ 206.60	₹ 181.06

The model inputs for fair value of option granted as on the grant date

	ESOP Scheme 2019							ESOP Scheme 2020			
Inputs	**Option 1**	**Option 2**	**Option 3**	**Option 4**	**Option 5**	**Option 6**	**Option 7**	**Option 8**	**Option 9**	**Option 10**	**Option 11**
Grant date	November 07, 2020	November 07, 2020	March 15, 2021	March 15, 2021	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	May 29, 2022
Exercise price (₹)	10	56	19	10	19	200	300	150	200	375	150
Dividend yield	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Risk free interest rate	3.81%	3.81%	4.49%	4.71%	6.81%	6.86%	6.86%	6.86%	6.86%	6.86%	7.21%
Historical volatility	49.16%	49.16%	46.58%	46.58%	52.25%	52.25%	52.25%	52.25%	52.25%	52.25%	48.70%
Fair value per option (₹)	282.41	254.11	259.63	265.81	265.81	265.81	265.81	265.81	265.81	265.81	137.25
Valuation Model used	BLACK SCHOLES							BLACK SCHOLES			

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL INSTRUMENTS

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ In '000

As at March 31, 2023	Carrying amount/Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	3,88,315.96	15,937.67	4,04,253.63	-	-	4,04,253.63	4,04,253.63
Others	-	-	5,798.73	5,798.73	-	-	5,798.73	5,798.73
Current								
Current Investments	1,92,004.00			1,92,004.00	1,92,004.00	-	-	1,92,004.00
Trade receivables	-	-	33,356.44	33,356.44	-	-	33,356.44	33,356.44
Cash and cash equivalents	-	-	13,481.10	13,481.10	-	-	13,481.10	13,481.10
Other Bank Balances			-	-			-	-
Other Current Financial Assets	-	-	61,135.98	61,135.98	-	-	61,135.98	61,135.98
	1,92,004.00	**3,88,315.96**	**1,29,709.92**	**7,10,029.88**	**1,92,004.00**	**-**	**5,18,025.88**	**7,10,029.88**
Financial liabilities								
Non Current								
Lease Liabilities			22,174.85	22,174.85			22,174.85	22,174.85
Current								
Trade and other payables	-	-	3,688.48	3,688.48	-	-	3,688.48	3,688.48
Other Current Financial Liabilities	-	-	26,271.63	26,271.63	-	-	26,271.63	26,271.63
	-	**-**	**52,134.96**	**52,134.96**	**-**	**-**	**52,134.96**	**52,134.96**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL INSTRUMENTS (Contd.)

₹ In '000

As at March 31, 2022	Carrying amount/Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	6,22,562.61	1,009.97	6,23,572.58	-	-	6,23,572.58	6,23,572.58
Others	-	-	3,106.28	3,106.28	-	-	3,106.28	3,106.28
Current								
Current Investments	2,68,943.69			2,68,943.69	2,68,943.69	-	-	2,68,943.69
Trade receivables	-	-	17,460.74	17,460.74	-	-	17,460.74	17,460.74
Cash and cash equivalents	-	-	1,16,135.59	1,16,135.59	-	-	1,16,135.59	1,16,135.59
Other Bank Balances			-	-			-	-
Other Current Financial Assets	-	-	21,008.84	21,008.84	-	-	21,008.84	21,008.84
	2,68,943.69	**6,22,562.61**	**1,58,721.42**	**10,50,227.72**	**2,68,943.69**	**-**	**7,81,284.03**	**10,50,227.72**
Financial liabilities								
Non Current								
Lease Liabilities			-	-			-	-
Current								
Trade and other payables	-	-	4,326.31	4,326.31	-	-	4,326.31	4,326.31
Lease Liabilities			**-**	**-**			**-**	**-**
Other Current Financial Liabilities	-	-	18,955.63	18,955.63	-	-	18,955.63	18,955.63
	-	**-**	**23,281.94**	**23,281.94**	**-**	**-**	**23,281.94**	**23,281.94**

*** Note: Includes investment in equity instruments of Subsidiaries and Associate Company which are valued at cost.**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL INSTRUMENTS (Contd.)

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows.	A 1% increase or decrease in the estimated discounted cash flow of the Company is not likely to have any significant impact on the fair valuation of the equity instruments.
	Market Comparable Method (MCM)	The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc.	An average of the performances of the comparable companies/businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments.
Investment in preference shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows.	A 1% increase or decrease in the estimated discounted cash flow of the Company is not likely to have any significant impact on the fair valuation of the preference instruments.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL INSTRUMENTS (Contd.)

Level 3 fair values

Reconciliation of Level 3 fair values.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

Particulars	Total
Opening Balance (April 01, 2021)	**4,76,749.94**
Gain/(loss) recognised in OCI (unrealised)	1,29,097.48
Purchases	18,927.73
Less: Sale of Investments	845.72
Less: Redeemable Preference shares reclassified to Current Investments	356.85
Closing Balance (March 31, 2022)	**6,23,572.58**
Opening Balance (April 01, 2022)	6,23,572.58
Gain/(loss) recognised in OCI (unrealised)	(2,55,486.91)
Purchases	58,373.80
Provision for diminution in value of Investments	20,032.62
Loss on sale of investments	16.28
Less: Sale of Investments	2,241.30
Less: Equity shares reclassified to Current Investments	272.48
Add: Redeemable Preference shares reclassified to Non-Current Investments	356.85
Closing Balance (March 31, 2023)	**4,04,253.63**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The company mitigates this risk by periodically evaluating the performances of the investee company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2023 and March 31, 2022 as below:

₹ In '000

Particulars	Currency	March 31, 2023	March 31, 2022
Financial assets			
Trade receivables	GBP	3,353.03	1,586.09
	USD	4,625.57	23,888.34
Total		**7,978.60**	**25,474.42**
Other Trade payables	GBP	838.26	9.97
	SGD	550.47	-
Total		**1,388.73**	**9.97**

The following significant exchange rates have been applied during the year:

Particulars	Spot rate as at	
	March 31, 2023	March 31, 2022
UK Pound INR	0.010	0.010
US Dollar INR	0.012	0.013
SG Dollar INR	0.016	0.018

Notes to the Standalone Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at March 31, 2023 and March 31, 2022 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ In '000

Effect in INR	Profit or loss	
	Strengthening	**Weakening**
March 31, 2023		
5% movement		
UK Pound Vs INR	125.74	(125.74)
US Dollar Vs INR	231.28	(231.28)
SG Dollar Vs INR	27.52	(27.52)
	384.54	**(384.54)**

₹ In '000

Effect in INR	Profit or loss	
	Strengthening	**Weakening**
March 31, 2022		
5% movement		
UK Pound Vs INR	78.81	(78.81)
US Dollar Vs INR	1,194.42	(1,194.42)
	1,273.22	**(1,273.22)**

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, advances to employees and other receivables. The risk of default is assessed as low.

Security deposits includes amounts due in respect of certain lease contracts.

The risk of default is considered low as the counterparties represent apart from the governmental authority large, well established companies within India.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the company does not have any deposits and the entire amount represents balance in current account with banks.

Credit risk for trade receivables is evaluated as follows

Expected credit loss for trade receivables and unbilled revenue under simplified approach.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

As at March 31, 2023

₹ In '000

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	18,367.67	23,136.02	41,503.69
Expected credit loss rate	13.15%	24.77%	19.63%
Expected credit loss (provision for credit loss)	(2,416.05)	(5,731.20)	(8,147.25)
Carrying amount of trade receivables	**15,951.62**	**17,404.82**	**33,356.44**

As at March 31, 2022

₹ In '000

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	37,487.96	7,731.51	45,219.47
Expected credit loss rate	58.76%	74.13%	61.39%
Expected credit loss (provision for credit loss)	(22,027.53)	(5,731.20)	(27,758.73)
Carrying amount of trade receivables	**15,460.43**	**2,000.31**	**17,460.74**

Management believes that the unimpaired amounts are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

Trade Receivables Impairments

₹ In '000

Particulars	Total
Balance as at April 01, 2021	**6,320.41**
Receivables considered doubtful	23,023.68
Foreign exchange translation on receivables considered doubtful	-
Amount written off	(1,585.37)
Balance as at March 31, 2022	**27,758.72**
Balance as at April 01, 2022	**27,758.72**
Receivables considered doubtful	2,416.05
Foreign exchange translation on receivables considered doubtful	1,936.54
Amount written off	(23,964.06)
Balance as at March 31, 2023	**8,147.25**

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments:

Particulars		Contractual cash flows				
	Carrying amount	Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
March 31, 2023						
Non-derivative financial liabilities						
Trade and other payables	3,688.48	3,688.48	3,688.48	-	-	-
Other Financial Liabilities	26,271.63	26,271.63	26,271.63	-	-	-
Lease Liabilities	39,219.91	42,914.05	19,463.90	20,340.86	3,109.29	-

Particulars		Contractual cash flows				
	Carrying amount	Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
March 31, 2022						
Non-derivative financial liabilities						
Trade and other payables	4,326.31	4,326.31	4,326.31	-	-	-
Other Financial Liabilities	18,955.63	18,955.63	18,955.63	-	-	-
Lease Liabilities	-	-	-	-	-	-

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 41: SEGMENT REPORTING

Operating Segment

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from software development services	1,34,192.99	80,548.23

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108.

Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 70,479.19 (₹ In 000s) (March 31, 2022; ₹ 62,292.56 (₹ In 000s)) are derived from three customers (March 31, 2022; four customers) who contributed more than 10% of the Company's total revenue from software development services.

Geographical segment

₹ In '000

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue for software development services;		
- India	84,603.46	40,800.78
- Outside India	49,589.53	39,747.45
	1,34,192.99	**80,548.23**

There are no Non-Current Assets located outside India. All the assets of the Company are located in India.

Note 42: OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the company is to provide technology services and solutions, the company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of India Act, 1934.

Note 43: COMMITMENTS AND CONTINGENCIES

₹ In '000

Commitments (to the extent not provided for)	Year ended March 31, 2023	Year ended March 31, 2022
Commitment for Investment in Common Stock of Mayaverse Inc	2,071.04	-
Purchase of Capital assets	-	487.27

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Note 44: EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. March 31, 2023 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 45: RATIO ANALYSIS

Sr. No.	Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% Change	Reasons for Variance
1	Current Ratio	Current Asset	Current Liabilities	6.01	15.52	951%	Due to Utilisation of Preferential Allotment funds for working capital purposes
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	-	-	0%	Debt Free Company
3	Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after tax + Non-Cash Operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	(9.77)	-	2%	Relates to Interest cost on lease liability. There was no interest cost on lease liability in previous year
4	Return on Equity Ratio	Net Profit after tax - Preference Dividend	Average Shareholder's Equity	(0.18)	(0.17)	1%	Loss during the year
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	N.A.	N.A.	N.A.	No Inventory
6	Trade Receivable turnover ratio	Net Credit Sales = Gross Credit Sales - Sales returns	Average Trade Receivable	5.28	3.44	-184%	Increase in Sales
7	Trade Payable turnover ratio	Net Credit Purchase = Gross Credit Purchase - Purchase returns	Average Trade Payables	25.53	21.51	-403%	Due to increase in purchases/expense
8	Net Capital Turnover Ratio	Net Sales = Total Sales - Sales Return	Working Capital = Current Assets - Current Liabilities	0.52	0.20	-32%	Increase in Sales
9	Net Profit Ratio	Net Profit	Net Sales = Total Sales - Sales Return	(1.02)	(1.60)	-57%	Due to increase in sales
10	Return on Capital Employed Ratio	Earning before interest and tax	Capital employed = Tangible Networth + Total Debt + Deferred Tax	(0.21)	(0.19)	2%	Not a significant Change
11	Return on Investment	Interest (Finance Income)	Investments	0.05	0.04	-2%	Not a significant Change

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 46: RECENT PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 01, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Note 47: SUBSIDIARIES

During the year, the Board of Directors reviewed the affairs of the subsidiaries, in accordance with Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended in the Board's report.

Note 48: DISCLOSURE AS PER SCHEDULE III OF COMPANIES ACT, 2013

(i) The Company doesn't hold any immovable property whose title deeds are not held in the name of the Company.

(ii) The Company does not have any benami properties. There are no proceedings initiated or pending against the Company for holding Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules thereunder.

(iii) The Company doesn't hold any Investment property hence the fair value of investment property (as measured for disclosure purposes in the financial statements) based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

(iv) The Company has not revalued its Property, Plant and Equipment (including Right of used assets) hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

(v) The Company has not revalued its intangible assets hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

(vi) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

(vii) The Company is not declared as a 'wilful defaulter' by any bank or financial institution or other lender, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

(viii) The Company does not have any transactions and there are no outstandingbalance with struck off companies under section 248 of Companies Act 2013 or section 560 of Companies Act 1956.

(ix) There is no charges or satisfaction yet to be registered with Registrar of Companies (ROC).

(x) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

(xi) The Company has not borrowed funds from Banks or Financial institutions, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

Notes to the Standalone Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 48: DISCLOSURE AS PER SCHEDULE III OF COMPANIES ACT, 2013 (Contd.)

(xii) The Company has not invested (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies) including Foreign entities (Intermediaries), hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

(xiii) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

(xiv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entity(ies) (intermediaries) with the understanding that the intermediary shall;

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries); or

(b) provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

(xv) The Company has not received any fund from any other person(s) or entity(ies), including foreign entity(ies) (funding party) with the understanding (whether recorded in writing or otherwise) that the funding party shall;

(a) directly or indirectly lend or invest in other persons or entities indentified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries); or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(xvi) The Company has no such transactions which are not reported in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme and the company also has no such previously unrecorded income and related assets which needs to be recorded in the books of account during the year.

(xvii) The company is not covered under section 135 of the Companies Act, 2013 in the current Financial year, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

(xviii) The Company has not traded or invested in crypto currency or virtual currency, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Independent Auditors' Report

To the Members of

Xelpmoc Design And Tech Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Xelpmoc Design and Tech Limited (hereinafter referred to as "the Parent Company) and its Subsidiaries and Associates (the Parent Company and its Subsidiaries and Associates together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, 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.

Independent Auditors' Report (contd.)

Sr. No.	Key Audit Matter	Auditor's Response
1.	The Group derives revenue from IT services comprising of software development and related services, maintenance, consulting, and related advisory services. Accuracy in recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers. The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price and allocation of the same to the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period or at a point in time and appropriateness in determining contract asset and contract liability. The standard requires disclosures which involves collation of information in respect of disaggregated revenue, periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date and movement in contract asset and contract liability. Refer Note 2.9– "Revenue recognition policy" to the Consolidated Financial Statements.	**Principal Audit Procedures performed:** We assessed the Company's process and controls to ensure that the revenue accounting standard is appropriately dealt with. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of revenue from contracts with customers as follows: • Evaluated the design of internal controls and its operating effectiveness relating to adherence of the 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, determination of transaction price and allocation of transaction price to each performance obligation. • We carried out a combination of procedures involving enquiry and observation, re-performance 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. • Ensured that appropriate disclosures as required are provided. Selected a sample of continuing and new contracts and performed the following procedures: • Read, analyzed and identified whether the performance Obligations listed in these contracts were distinct or not. • 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 record revenue and to test the basis of estimation and recognition 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. • Actual receipts in case of fixed price contracts were mapped to performance obligations discharged on the reporting date to calculate the Contract liability i.e. amount received in advance from customers Unbilled revenue was evaluated to ensure that the performance obligation has been discharged and only the act of raising the invoice on the customer was pending sample of revenues disaggregated by type, Geography and industry verticals was tested with the performance obligations specified in the underlying contracts. Performed analytical procedures for reasonableness of revenues disclosed by type, geography and industry verticals.

Independent Auditors' Report (contd.)

<table>
<tr><th>Sr. No.</th><th>Key Audit Matter</th><th>Auditor's Response</th></tr>
<tr><td>2.</td><td>Valuation of Investments:
Assessment of carrying value of equity investments in subsidiary and fair value of other investments

At the balance sheet date, the value of investments amounted to ₹ 6,10,235.55 ('000) representing 75.63 % of the total assets.
<table><tr><th>Particulars</th><th>Amount</th><th>% of Total Assets</th></tr><tr><td>Other Investments at Fair Value through Profit and Loss A/c</td><td>2,21,919.59</td><td>27.50%</td></tr><tr><td>Other Investment at Fair Value through OCI</td><td>3,88,315.96</td><td>48.13%</td></tr></table>Investments have been considered as key audit matter due to the size of the Account balance and also it involves significant management judgement and estimates such as future expected level of operations and related forecast of cash flows, market conditions, discount rates, terminal growth rate etc.

Refer to the Note 2.8-Financial Instruments of Consolidated Financial Statements.</td><td>Our audit procedures included and were not limited to the following:
• We have understood and evaluated the process of the management to identify impairment indicators (if any) and valuation of Company's Non-Current investments.
• We have evaluated the fair value of investments adopted by the management and assessed the parameters of the fair valuation reports obtained by the management from external experts (Registered Valuer).
• We also evaluated the assumptions around the key drivers of Investment valuation as mentioned in the independent registered Valuer report which included assumptions w.r.t discount rates, expected growth rates, projections, Valuation methodology adopted by Registered Independent Valuer.
• On a test check basis, we have verified appropriate evidence with regard to assertions of existence and rights to the investments.
• Investment in mutual funds are valued at NAV prevailing as on the date of the financial statements and verified by us with the statements of account.

We have verified principles for recognition subsequent measurement and adequacy of disclosures as specified in the accounting policy adopted by the Company based on the Indian Accounting Standards.</td></tr>
<tr><td>3.</td><td>Trade Receivables and Expected Credit Losses (ECL):
As outlined in Note 12 of the Consolidated financial statement, there were trade receivables as at March 31, 2023 more than 180 days past due.
The collectability of the Company's trade receivables and the valuation of the allowance for impairment of the trade receivables is a key audit matter due to the judgement involved.</td><td>Our audit procedures included and were not limited to the following:
• We have evaluated and tested the Company's process for trade receivables including the provisioning and collection process.
• We tested on sample basis that trade receivables were subsequently collected.
• Where there were indicators that the trade receivables were unlikely to be collected within contracted payment terms, we assessed the adequacy of the allowance for impairment of trade receivables.

To do this:
• We assessed the ageing of trade receivables quantum of claims with and from the customers.
• We have evaluated the independent confirmations from customers and performed alternate audit procedures on sample basis.</td></tr>
</table>

Independent Auditors' Report (contd.)

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Parent Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and

Independent Auditors' Report (contd.)

its subsidiary companies which are companies incorporated in India, 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 Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information and business activities of the Parent Company and its Subsidiaries 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 the parent Company 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.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

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

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

OTHER MATTERS

A. We did not audit the financial statements of two subsidiaries and one step down subsidiary, whose financial statements reflect total assets of 57,486.31 ('000) as at March 31, 2023, total revenues of -15,129.10 ('000) and net cash inflows amounting to 2,888.51 ('000) for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

B. The accompanying consolidated financial statements includes the audited financial results in respect of associate in which the share of loss of the group is ₹ -3,046.61 ('000), which have been audited by their independent auditor.

   The independent auditor's report on the financial statements of this entity have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of this associate is based solely on the report of such auditor and the procedures performed by us

Independent Auditors' Report (contd.)

as stated in paragraph above.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor/management certificate.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2023, taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary incorporated in India, none of the directors of the Parent Company and its subsidiary and associate Company incorporated in India is disqualified as on March 31, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Parent Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the group 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 Group Company to its directors during the year is in accordance with the provision of Section 197 read with Schedule V to 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 Group did not have any pending litigations as on reporting date;

ii) The Group did not have any long-term contracts including derivatives contract 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 Group;

iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge

Independent Auditors' Report (contd.)

and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under (a) and (b) above, contain any material misstatement.

v) The Parent Company and its subsidiaries have not declared and paid any dividend during the current year.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the group with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

For **JHS & Associates LLP**
Chartered Accountants
Firm's Registration No. 133288W/W100099

Huzeifa Unwala
Partner
Membership No. 105711
UDIN: 23105711BGSHVL3040

Place: Mumbai
Dated: May 30, 2023

Annexure "A" To The Independent Auditor's Report

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

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Xelpmoc Design And Tech Limited (hereinafter referred to as "the Parent Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary Company and its associate Company, which is a Company incorporated in India, have, in all material respects, an adequate internal financial

Annexure "A" To The Independent Auditor's Report (contd.)

controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary Company which is a Company incorporated in India, is based solely on the corresponding report of the auditors of such Company incorporated in India. Our opinion is not modified in respect of the above matters.

For **JHS & Associates LLP**
Chartered Accountants
Firm's Registration No. 133288W/W100099

Huzeifa Unwala
Partner
Membership No. 105711
UDIN: 23105711BGSHVL3040

Place: Mumbai
Dated: May 30, 2023

Consolidated Balance Sheet

As at March 31, 2023

(₹ in '000)

Particulars		Note No	As at March 31, 2023	As at March 31, 2022
I.	**ASSETS**			
	Non-current assets			
	(a) Property, Plant and Equipment	3	8,785.58	1,886.83
	(b) Right of use assets	4	35,803.96	-
	(c) Capital work-in-progress	5	-	197.40
	(d) Goodwill		8,916.67	-
	(e) Other Intangible assets	6A	75.88	49.86
	(f) Intangible assets under development	6B	-	-
	(g) Financial Assets			
	(i) Investments in Subsidiary		-	-
	(ii) Investments in Associates and Joint Ventures	7	-	-
	(iii) Other Investments	8	3,88,315.96	6,22,562.66
	(iv) Others	9	5,798.73	3,106.28
	(h) Non-Current Assets (Net)	10	4,970.21	3,870.00
	Total Non Current Assets		**4,52,666.99**	**6,31,673.03**
	Current assets			
	(a) Financial Assets			
	(i) Investments	11	2,21,919.59	3,20,154.32
	(ii) Trade receivables	12	39,409.44	17,460.74
	(iii) Cash and cash equivalents	13	17,770.18	1,17,536.16
	(iv) Other Bank Balances	14	300.00	-
	(v) Others	15	62,953.20	21,441.05
	(b) Other current assets	16	11,897.26	4,189.80
	Total Current Assets		**3,54,249.67**	**4,80,782.07**
	TOTAL ASSETS		**8,06,916.66**	**11,12,455.10**
II.	**EQUITY AND LIABILITIES**			
	1. Equity			
	(a) Equity Share capital	17	1,45,284.13	1,44,784.13
	(b) Instruments entirely Equity in nature	18	87.50	87.50
	(c) Other Equity	19	5,26,063.32	8,26,886.23
	Total Equity		**6,71,434.95**	**9,71,757.86**

Consolidated Balance Sheet (Contd.)

As at March 31, 2023

(₹ in '000)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
Non Controlling Interest		6,128.31	-
Total Equity		**6,77,563.26**	**9,71,757.86**
2. Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	20	22,174.85	-
(b) Provisions	21	3,440.69	2,290.66
(c) Deferred tax liabilities (Net)	22	47,916.35	1,10,024.71
Total Non Current Liabilities		**73,531.89**	**1,12,315.37**
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises		269.99	344.28
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		4,360.14	4,087.85
(ii) Lease Liabilities	24	17,045.06	-
(iii) Other financial liabilities	25	28,561.68	19,658.87
(b) Other current liabilities	26	4,863.62	3,883.72
(c) Provisions	27	721.03	401.90
(d) Liabilities for Current Tax (Net)		-	5.25
Total Current Liabilities		**55,821.52**	**28,381.91**
TOTAL EQUITY AND LIABILITIES		**8,06,916.66**	**11,12,455.10**

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Consolidated Statement of Profit and Loss

For the year ended March 31, 2023

(₹ in '000)

	Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
Revenue				
I	Revenue from Operations	28	1,47,420.60	80,548.23
II	Other Income	29	16,663.89	12,676.06
III	**Total Income (I + II)**		**1,64,084.49**	**93,224.29**
IV	**Expenses**			
	Employee Benefits Expense	30	1,80,900.93	1,39,507.50
	Finance Costs	31	2,537.92	-
	Depreciation and Amortization Expense	32	16,973.42	893.15
	Other Expenses	33	1,25,943.16	87,346.00
	Total Expenses		**3,26,355.43**	**2,27,746.64**
V	**Profit/(Loss) Before Exceptional Items and Tax (III-IV)**		**(1,62,270.94)**	**(1,34,522.35)**
VI	Share of Net Profit/(Loss) of Associates and Joint Ventures accounted using Equity method		(2,150.00)	(68.21)
VII	**Profit/(Loss) Before Tax (V-VI)**		**(1,64,420.94)**	**(1,34,590.56)**
VIII	**Tax Expense**			
	Current taxes		-	45.02
	Deferred Taxes		(4,042.11)	(6,292.37)
	Total Tax Expense		**(4,042.11)**	**(6,247.35)**
IX	**Profit/(loss) for the period from continuing operations (VII-VIII)**		**(1,60,378.83)**	**(1,28,343.22)**
X	**Profit/(loss) from discontinued operations**		**-**	**-**
XI	**Profit/(loss) for the Year (IX-X)**		**(1,60,378.83)**	**(1,28,343.22)**
XII	**Other Comprehensive Income**			
A	**(i) Items that may be reclassified to profit or loss**			
	Re-measurements of defined benefit plans		(307.61)	(345.92)
	Income tax effect		77.42	87.06

Consolidated Statement of Profit and Loss (Contd.)

For the year ended March 31, 2023

(₹ in '000)

	Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
	Exchange differences on translation of Foreign Operations		(132.25)	-
B	**(i) Items that will not be reclassified to profit or loss**			
	Net gain/(loss) on disposal of Equity Instrument that cannot be reclassified back to Profit and Loss		8.48	4,732.39
	Net (loss)/gain on FVTOCI equity securities		(2,75,535.81)	1,29,097.48
	Income tax effect		57,988.84	(26,298.72)
	Total Comprehensive Income for the year (XI+XII)		**(3,78,279.77)**	**(21,070.92)**
XIII	**Earnings per Equity Share (Face Value ₹ 10)**	**34**		
	(1) Basic (₹)		(11.05)	(9.07)
	(2) Diluted (₹)		(10.76)	(8.80)

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

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CA. Huzeifa Unwala
Partner
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DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Consolidated Statement of Cash Flows

For the year ended March 31, 2023

(₹ in '000)

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit Before Income Tax	(1,64,420.94)	(1,34,590.56)
	Adjustments for:		
	Depreciation and Amortization Expense	16,973.42	893.15
	Interest Income	(738.64)	(5,615.65)
	Interest cost on Lease Liability	2,537.92	-
	Unrealised loss/(gain) on short term liquid funds	4,755.70	1,485.92
	Realised gain on short term liquid funds	(19,105.34)	(8,077.02)
	Share based payments	74,271.31	82,430.89
	(Profit)/Loss on sale of assets	(219.37)	(17.53)
	Share of Loss of Associates	2,150.00	68.21
	Profit/Loss on sales of Associates through P&L	-	300.67
	Bad Debt Written Off	20,855.88	1,585.37
	Provision for Doubtful Debt/(Reversal of doubtful debts)	(20,855.88)	21,438.32
	Assets written off	27.49	1,776.02
	Excess provision written back	(692.13)	-
	Remeasurements of defined benefit plans	(307.61)	(345.92)
	Foreign Currency Translation Reserve	(132.25)	-
		79,520.49	**95,922.43**
	Operating Cash Flows Before Working Capital Changes	**(84,900.45)**	**(38,668.13)**
	Adjustments for:		
	(Increase)/Decrease in Others (Non-Current Financial Assets)	(2,692.45)	28.15
	(Increase)/Decrease in Others (Non-Current Assets)	303.52	(303.76)
	(Increase)/Decrease in Trade Receivables (Current)	(21,948.70)	(11,103.47)
	(Increase)/Decrease in Others (Current Financial Assets)	(41,512.15)	7,988.65
	(Increase)/Decrease in Other Current Assets	(7,707.46)	(2,836.02)
	Increase/(Decrease) in Provisions (Non-Current)	1,150.02	849.12
	Increase/(Decrease) in Trade Payables	198.01	2,791.52
	Increase/(Decrease) in Other financial liabilities (Current)	8,890.31	8,188.43
	Increase/(Decrease) in Other current liabilities (Current)	979.90	2,437.58
	Increase/(Decrease) in Provisions (Current)	319.13	198.85
		(62,019.86)	**8,239.05**
	Cash Generated from/(used) in Operations	**(1,46,920.32)**	**(30,429.08)**
	Income tax refund received	3,685.04	9,185.87
	Income Taxes Paid	(5,089.01)	(1,047.44)
	Net Cash Flow from Operating Activities	**(1,48,324.29)**	**(22,290.66)**

Consolidated Statement of Cash Flows (Contd.)

For the year ended March 31, 2023

(₹ in '000)

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Payment for Purchase of Property, Plant and Equipment	(9,643.15)	(1,652.29)
	Proceeds from sale of fixed assets	243.03	21.19
	Short term debt Mutual Fund investments made	(1,41,296.25)	(3,88,789.95)
	Deposits withdrawn/(Placed)	(300.00)	19,804.15
	Proceeds from redemption of Short term debt Mutual fund investments	2,53,796.25	1,91,089.93
	Consideration paid for shares acquired in subsidiary	(19,999.35)	-
	Interest Received	491.79	5,615.65
	Investment made	(45,596.10)	(18,917.81)
	Sale of Investments	2,225.02	5,072.55
	Net Cash Flow From Investing Activities	**39,921.24**	**(1,87,756.58)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Payment of Lease liabilities	(9,849.07)	-
	Proceeds from Preferential allotment of shares (net)	-	2,66,879.00
	Proceeds from issue of Compulsorily convertible Preference shares	-	51,156.40
	Proceeds from issue of Equity shares by subsidiary	20,308.06	-
	Proceeds from ESOP shares (including pending allotment)	716.00	759.15
	Interest expenses	(2,537.92)	-
	Net Cash Inflow/(Outflow) From Financing Activities	**8,637.07**	**3,18,794.55**
D.	**Net Increase/(Decrease) in Cash and Cash Equivalents**	**(99,765.98)**	**1,08,747.31**
	Cash and cash equivalents at the beginning of the year	1,17,536.16	8,788.85
	Cash and cash equivalents at the end of the year	**17,770.18**	**1,17,536.16**

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

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Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

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Chief Executive Officer
DIN: 00794717
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Date: May 30, 2023

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Whole-Time Director and
Chief Financial Officer
DIN: 07227584
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Date: May 30, 2023

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Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Consolidated Statement of Changes in Equity

For the year ended March 31, 2023

(A) EQUITY SHARE CAPITAL

Equity shares of ₹ 10 each issued, subscribed and fully paid up

(₹ in '000)

Particulars	
For the year ended March 31, 2023	
As at April 01, 2022	**1,44,784.13**
Changes in equity share capital during the year	-
Restated as at April 01, 2022	**1,44,784.13**
Changes in equity share capital during the year	500.00
As at March 31, 2023	**1,45,284.13**
For the year ended March 31, 2022	
As at April 01, 2021	**1,37,052.98**
Changes in equity share capital during the year	-
Restated as at April 01, 2021	**1,37,052.98**
Changes in equity share capital during the year	7,731.15
As at March 31, 2022	**1,44,784.13**

(B) INSTRUMENTS ENTIRELY EQUITY IN NATURE

Compulsorily covertible Preference share capital of ₹ 1 each fully paid up

(₹ in '000)

Particulars	
For the year ended March 31, 2023	
As at April 01, 2022	**87.50**
Changes in equity share capital during the year	-
Restated as at April 01, 2022	**87.50**
Changes in equity share capital during the year	-
As at March 31, 2023	**87.50**
For the year ended March 31, 2022	
As at April 01, 2021	**-**
Changes in equity share capital during the year	87.50
Restated as at April 01, 2021	**87.50**
Changes in equity share capital during the year	-
As at March 31, 2022	**87.50**

Consolidated Statement of Changes in Equity (Contd.)

For the year ended March 31, 2023

(C) OTHER EQUITY (REFER NOTE 19)

(₹ in '000)

Particulars	Share application money pending allotment	Reserves and Surplus			Other Comprehensive Income	Total
		Securities Premium	Retained Earnings	Share Options Outstanding account		
Balance at April 01, 2022	**120.00**	**5,39,317.40**	**(1,08,671.59)**	**78,097.74**	**3,18,022.68**	**8,26,886.23**
Profit for the year			(1,60,378.83)			(1,60,378.83)
Addition during the period	-	13,358.18				13,358.18
Share based payments to Employees				61,129.13		61,129.13
Exchange differences on translation of Foreign Operations					(139.53)	(139.53)
Less: Share of Loss of Non-Controlling Interest			3,096.83			3,096.83
Issue of Shares	(120.00)					(120.00)
Re-measurements of defined benefit plans			(230.19)			(230.19)
Adjustments for Profit on Sale of Investment though OCI						-
Net (loss)/gain on FVTOCI equity securities					(2,17,538.49)	(2,17,538.49)
Total comprehensive income for the year	**(120.00)**	**13,358.18**	**(1,57,512.19)**	**61,129.13**	**(2,17,678.03)**	**(3,00,822.91)**
Balance as at March 31, 2023	**-**	**5,52,675.58**	**(2,66,183.78)**	**1,39,226.87**	**1,00,344.65**	**5,26,063.32**
Balance as at April 01, 2021	**-**	**2,13,734.65**	**19,930.49**	**10,393.70**	**2,10,491.52**	**4,54,550.36**
Profit for the year			(1,28,343.22)			(1,28,343.22)
Addition during the period	120.00	3,25,582.75				3,25,702.75
Share based payments to Employees			-	67,704.04		67,704.04
Re-measurements of defined benefit plans			(258.86)			(258.86)
Net (loss)/gain on FVTOCI equity securities					1,07,531.16	1,07,531.16
Total comprehensive income for the year	**120.00**	**3,25,582.75**	**(1,28,602.08)**	**67,704.04**	**1,07,531.16**	**3,72,335.87**
Balance as at March 31, 2022	**120.00**	**5,39,317.40**	**(1,08,671.59)**	**78,097.74**	**3,18,022.68**	**8,26,886.23**

Consolidated Statement of Changes in Equity (Contd.)

For the year ended March 31, 2023

Securities premium

Securities premium is the premium recorded on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Share Options Outstanding Account

The Equity share options are recognised at fair value of options on Grant date issued to employees under Xelpmoc Design & Tech Limited Employee Stock Option Scheme, 2019 and Employee Stock Option Scheme, 2020.

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

In terms of our report of even date attached

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Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
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Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023

1. GROUP OVERVIEW

Xelpmoc Design and Tech Limited ("the Parent") is a Company limited by shares, incorporated and domiciled in India. The Company is listed on the BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). Its registered office is situated at #17, 4th Floor, Agies Building, 1st 'A' Cross, 5th Block, Koramangala, Bengaluru – 560034, Karnataka, India. Xelpmoc Design and Tech Limited and its subsidiary, associates and joint ventures (hereinafter referred to as "the Group") is engaged in professional and technical consulting services. The Group's services include offering of technology services and solutions to public and private sector clients engaged in e-commerce, hospitality, healthcare, education, agriculture, and various other industries.

The range of services provided by the Group includes mobile and web application development, prototype development, thematic product development and data analytics assistance.

The Board of Directors approved the Financial Statements for the year ended March 31, 2023. These financial statements were authorized for issue by the Board of Directors on May 30, 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation of consolidated financial statements

a. These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) and comply in all material respects with the Ind AS and other applicable provisions of the Companies Act, 2013 ("the Companies Act"). The Ind AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. Principles of Consolidation

The Consolidated financial statements (CFS) of the group are prepared in accordance with Indian Accounting Standard 110 "Consolidated financial statements" and Indian Accounting Standard 28 "Investments in Associates and Joint Ventures" as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable.

Subsidiary:

The Group consolidates entities which is controlled by it. Control is achieved when the Company is exposed to or has rights to variable returns from its involvement with the investee and can affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has:

- Power over the investee,
- Exposure or rights to variable return from its involvement with the investee, and
- Ability to use its power over the investee to affect its returns.

Generally, it is presumed that, a majority of voting rights results in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- Contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Company's voting rights and potential voting rights.

The subsidiary controlled by the Company are consolidated from the date control commences until the date control ceases.

Joint Venture:

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement and have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether joint control exist are similar to those necessary to determine control over the subsidiaries.

Associate:

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in its joint venture and associate are accounted for using the equity method. Under the equity method, the investment in a joint venture and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the joint venture and associate since the acquisition date.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Disclosure relating to entities consolidated in the restated consolidated financial statements:

Subsidiaries considered for consolidation:

Sr. No.	Name of the Subsidiary	Country of Incorporation	Nature of business	Ownership interest as at March 31, 2023	Ownership interest as at March 31, 2022
1.	Signal Analytics Private Limited	India	Data analytics and related services in future	100.00%	100.00%
2.	Xelpmoc Design and Tech UK Limited	United Kingdom	Professional and Technical consultancy services	100.00%	100.00%
3.	Soultrax Productions Private Limited	India	Advertising media production and content creation	54.57%	NIL

Associate considered for consolidation:

Sr. No.	Name of the Subsidiary	Country of Incorporation	Nature of business	Ownership interest as at March 31, 2023	Ownership interest as at March 31, 2022
1.	Xperience India Private Limited	India	Operating and maintaining OTA platform	43.00%	NIL

The Parent Company during the year ended subscribed to additional 1,30,000 Equity shares Xelpmoc Design and Tech UK Limited, UK of £1 each, for a total consideration of £1,30,000 thereby continuing holding 100% of the share capital of Xelpmoc Design and Tech UK Limited.

The Parent Company as subscriber to the memorandum of association upon incorporation of Xperience India Private Limited on Spetember 09, 2022 subscribed to 21,50,000 shares at ₹ 1 each per share. Post this acquisition the Company holds 43% of the share capital of the investee Company, accordingly Xperience India Private Limited becomes the associate entity of the Company.

The Subsidiary Company Signal Analytics on May 27, 2022 acquired 54.57% stake i.e. 12,698 Equity shares of Soultrax Productions Private Limited of face value ₹ 1/- per share for a total cash consideration of ₹ 19,999.35 (in ‘000) by way of subscribing to new shares on May 27, 2022, accordingly Soultrax Productions Private Limited becomes the subsidiary of the Subsidiary Company Signal Analytics Private Limited.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Uniform accounting policies

The Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the Consolidated financial statements and are presented in the same manner as the Company's standalone financial statements.

Consolidation procedure

Investment in Subsidiary:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.

c) Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

d) Adjustments are made to the financial statements of subsidiaries, as and when necessary, to bring their accounting policies into line with the Group's accounting policies.

e) All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

f) Carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity are eliminated. Business combinations policy explains how the related goodwill is accounted at the time of acquisition of subsidiary.

g) Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company.

Business Combinations:

The acquisitions of businesses are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values at the date of exchange of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree. The acquiree 's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date except certain assets and liabilities required to be measured as per the applicable standard. Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities recognized and contingent liabilities assumed. In the case of bargain purchase, resultant gain is recognized in other comprehensive income on the acquisition date and accumulated to capital reserve in equity. The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders proportionate share of the acquiree's identifiable net assets.

Investment in Joint Ventures (JV) and Associates

The Company has accounted its investment in the JV and associates in the consolidated financial statements using the equity method. Under the equity method, the investment in JV and associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Company's share of net assets of the JV and associate since the acquisition date. Goodwill relating to the JV and associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Company's share of the results of operations of the JV and associates. Any change in OCI of those investees is presented as part of the Company's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Company recognizes its shares of any changes, when applicable in the statement of changes in equity.

Gains and losses arising from transactions between the Company and its associate and JV are recognized in the group financial statements only to the extent of unrelated investors' interest in the associate and JV.

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c. The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

Items	Measurement Basis
Certain financial assets and liabilities (including derivative instruments)	Fair Value
Net defined benefit asset/liability	Fair value of the plan assets less present value of defined benefit obligation

The consolidated financial statements are presented in Indian Rupee (₹), which is also the functional currency of the Company. All amounts have been rounded-off to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Assumptions, judgements and estimation uncertainties

Information about assumptions, judgements and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 are made in in the following notes:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Estimation of useful life of property, plant and equipment;
- Estimation of current tax expense and payable;
- Impairment of Financial Assets;
- Lease classification; and
- Lease: whether an arrangement contains a lease;

e. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

The Group regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- **Level I:** Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** Inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of and asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in – Fair Value Measurements (Note: 39 Financial Instruments - Fair values and risk management).

f. Current versus Non-current classification:

The Group presents assets and liabilities in the balance sheet based on current/ Non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least

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twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.2 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are capitalized at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, non-recoverable duties and taxes, freight, installation charges and any directly attributable cost of bringing the items to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

ii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value or on straight line basis based on the management estimates of benefits to be derived from its tangible assets. Depreciation for assets purchased/ sold during the period is proportionately charged.

Depreciation on tangible fixed assets has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed periodically, and adjusted if appropriate, including at each financial year end.

The estimated useful lives of items property, plant and equipment for the current and comparative periods are as follows;

Asset	Useful Life
Office equipment	5-7 years
Plant & Machinery	3 years
Computer	3 – 4 years
Leasehold Improvements	Lease Tenure
Furniture & Fixtures	10 years

Assets with cost of acquisition less than ₹ 5,000 are fully depreciated in the year acquisition.

iii. Disposal

Gains and losses on disposal are determined by comparing net sale proceeds with carrying amount.

These are included in statement of profit and loss.

iv. Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the

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asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

2.3 Intangible assets

i. Recognition and measurement

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any non-recoverable duties and taxes and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Assets under development are disclosed as Intangible assets under development. Amortization is not recorded on assets under development until development is complete and the asset is ready for its intended use.

ii. Amortization

The cost of the computer software capitalized as intangible asset is amortized over the estimated useful life.

The estimated useful lives are as follows:

Asset	Useful Life
Computer Software	3-6 Years

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

iii. Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization) had no impairment loss been recognized for the asset in prior years.

2.4 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Non-Current assets (or disposal groups) held for sale and discontinued operations:

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

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Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.6 Impairment

i. Financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For all other financial assets, expected credit losses are measured at an amount equal to the 12 months ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit or loss.

Time barred dues from the government / government departments / government companies are generally not considered as increase in credit risk of such financial asset.

ii. Non-financial assets

The Group assess at each reporting date whether there is any indication that the carrying amount may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount in the statement of profit and loss.

The Group's non-financial assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or groups of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.7 Leases

Group as a lessee

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of Lease requires significant judgement. The Group uses significant judgement in assessing the Lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the Lease term as the non-cancellable period of a Lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and period covered by an option to terminate the lease. If the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying

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asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirement of Ind AS 116 Leases to short term leases of all assets that have lease term of 12 months or less and leases for which the underlying asset value is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.

The Group does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant and no changes in terms of those leases are expected due to the COVID-19.

2.8 Financial instruments

i. Recognition and initial measurement

All financial assets are recognized on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the time frame established by the market concerned. Financial assets or financial liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities which are classified as at fair value through profit or loss (FVTPL) at inception.

ii. Classification of financial assets

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The group reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the group measures

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a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

a. Debt Instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. The group classifies its debt instruments as:

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss (P&L). Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

b. Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value.

The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognized in the statement of profit and loss.

c. Trade receivables:

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expect to be collected within a period of 12 months or less from the reporting date (or in the normal operating cycle of the business if longer), they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant Financing component in accordance with Ind AS 115 (or when the entity applies the practical expedient) or pricing adjustments embedded in the contract.

Loss allowance for expected life time credit loss is recognized on initial recognition.

d. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group. Trade and other payables are presented as current liabilities if payment is due within 12 months after the reporting period otherwise as non-current. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

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iv. Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

vi. Reclassification

The Group determines the classification of financial assets and liabilities on initial recognition. After initial recognition no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL.

2.9 Revenue

i) Sale of Services

The Group primarily derives its revenue from providing software development services.

Effective April 01, 2018, the Group adopted Ind AS 115 “Revenue from Contracts with Customers” using the cumulative catch-up transition method, applied to contracts that were not completed as of April 01, 2018.

Revenue from services is recognized over the period of the contract. Revenue is recognized to the extent that it is probable that economic benefits will flow to the group and the revenue can be reliably measured.

Revenue from time and material contracts is recognized on input basis measured by units delivered, man hours deployed, efforts expended, number of activities performed, etc.

In respect of fixed-price contracts, revenue is recognized using percentage-of-completion method (‘POC method’) of accounting with contract cost incurred determining the degree of completion of the performance obligation. The contract cost used in computing the revenues include cost of fulfilling warranty obligations.

The incremental costs of obtaining a contract with a customer are capitalized if the entity expects to recover these costs.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization. Such costs are amortized over the contractual period. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue (“contract liability”) is recognized when there are billings in excess of revenues.

The group has not recognized variable consideration receivable from certain customers as the amount of the same is not ascertainable as at the reporting date and receipt of the same is highly uncertain.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Group recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance

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obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Applying the practical expedient provided in paragraph 121, the entity has not disclosed the duration for completion of unsatisfied performance obligations, for the contracts that has an original expected duration of 1 year or less and for time and material contracts.

The Group disaggregates revenue from contracts with customers by industry verticals and geography.

Use of significant judgements in revenue recognition:

- The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

ii) Other Income

Dividend income is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.10 Foreign currencies

Transactions in foreign currencies are initially recorded by the Group at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rates are recognized as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.11 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits.

Deferred tax is not recognized for

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets unrecognized or recognized are reviewed at each reporting date and are recognized/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

The Group offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to the items recognized in other comprehensive income or direct equity. In this case, the tax is also recognized in other comprehensive income or direct equity, respectively.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) credit is recognized as deferred asset only when it is probable that taxable profit will be available against which the credit can be utilized. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss account. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Group will pay normal income tax during the specified period.

2.12 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

2.13 Provision, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

Onerous Contracts

Provision for onerous contracts. i.e.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

2.14 Employee benefits

i. Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as Short Term Employee benefits. Benefits such as salaries are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

ii. Post- employee benefits

Defined Contribution Plans:

A defined contribution plan is post-employee benefit plan under which an entity pays a fixed contribution to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expenses in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined Benefit Plans:

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset, the same is recognized to the extent of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

iv. Share based payment

Equity settled share based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.15 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to know cash and which are subject to an insignificant risk of changes in value.

2.16 Earnings per share

Basic earnings per share ('BEPS') is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding for the period.

Diluted earnings per share ('DEPS') is computed by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

2.17 Cash flow statements

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Group are segregated.

2.18 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.

The management examines the group's performance as a whole i.e. providing of technological solution services and accordingly the group has only one reportable segment.

The Group generates revenue from rendering services to customers located outside India. All the assets of the Group are situated in India. Geographical segment to the extent of revenue generated has been disclosed in the notes to the financial statements (Refer Note no. 41.)

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 3: PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2023

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-22	Additions	Deductions/ adjustments during the year	As at 31-Mar-23	As at 01-Apr-22	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
Plant & Machinery	-	4,816.94	-	4,816.94	-	489.97	-	489.97	4,326.97	-
Office Equipment	896.97	937.05	213.14	1,620.88	686.02	373.85	200.90	858.97	761.91	210.95
Computers	9,282.44	3,898.70	624.04	12,557.10	7,609.70	1,946.52	587.46	8,968.76	3,588.34	1,672.74
Furniture & Fixtures	6.99	120.22	6.99	120.22	3.85	12.67	4.66	11.86	108.36	3.14
TOTAL	**10,186.40**	**9,772.91**	**844.17**	**19,115.14**	**8,299.57**	**2,823.01**	**793.02**	**10,329.56**	**8,785.58**	**1,886.83**

As at March 31, 2022

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-21	Additions	Deductions/ adjustments during the year	As at 31-Mar-22	As at 01-Apr-21	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
Office Equipment	861.25	136.08	100.36	896.97	697.88	80.09	91.96	686.02	210.95	163.36
Computers	8,165.63	1,293.39	176.57	9,282.44	7,069.64	707.19	167.13	7,609.70	1,672.74	1,095.99
Furniture & Fixtures	6.99	-	-	6.99	2.75	1.10	-	3.85	3.14	4.24
TOTAL	**9,033.87**	**1,429.47**	**276.93**	**10,186.40**	**7,770.27**	**788.38**	**259.09**	**8,299.57**	**1,886.83**	**1,263.59**

1) Property Plant and equipment are stated at cost less accumulated depreciation.

2) The Company has assessed that there are no indicators of impairment.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 4: RIGHT OF USE ASSETS

As at March 31, 2023

(₹ in '000)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-22	Additions	Deletion/ Transfer	As at 31-Mar-23	As at 01-Apr-22	Additions	Deletion/ Transfer	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
Right of use assets - Building	-	43,356.40	-	43,356.40	-	(13,425.83)	-	(13,425.83)	29,930.57	-
Right of use assets - Vehicle	-	6,556.34	-	6,556.34	-	(682.95)	-	(682.95)	5,873.39	-
TOTAL	**-**	**49,912.74**	**-**	**49,912.74**	**-**	**(14,108.78)**	**-**	**(14,108.78)**	**35,803.96**	**-**

As at March 31, 2022

(₹ in '000)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01-Apr-21	Additions	Deletion/ Transfer	As at 31-Mar-22	As at 01-Apr-21	Additions	Deletion/ Transfer	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
Right of use assets - Building	-	-	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note:

Effective April 01, 2019, the Company adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 01, 2019 prospectively and has accrued. Lease Liabilities at present value and equivalent Right of use assets on the date of initial application.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 5: CAPITAL WORK IN PROGRESS

As at March 31, 2023

(₹ in '000)

Particulars	As at 01-Apr-22	Additions	Transfer	As at 31-Mar-23
Capital work in progress	197.40	-	197.40	-
TOTAL	**197.40**	**-**	**197.40**	**-**

As at March 31, 2022

(₹ in '000)

Particulars	As at 01-Apr-21	Additions	Transfer	As at 31-Mar-22
Capital work in progress	-	197.40	-	197.40
TOTAL	**-**	**197.40**	**-**	**197.40**

Capital Work in progress Ageing Schedule

As at March 31, 2023

(₹ in '000)

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

As at March 31, 2022

(₹ in '000)

Particulars	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	197.40	-	-	-	197.40

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 6A: OTHER INTANGIBLE ASSETS

As at March 31, 2023

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED AMORTISATION				NET CARRYING VALUE	
	As at 01-Apr-22	Additions	Deductions/ adjustments during the year	As at 31-Mar-23	As at 01-Apr-22	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
Computer Software	318.82	67.65	-	386.47	268.96	41.63	-	310.59	75.88	49.86
TOTAL	**318.82**	**67.65**	**-**	**386.47**	**268.96**	**41.63**	**-**	**310.59**	**75.88**	**49.86**

As at March 31, 2022

(₹ in '000)

ASSET	GROSS CARRYING VALUE				ACCUMULATED AMORTISATION				NET CARRYING VALUE	
	As at 01-Apr-21	Additions	Deductions/ adjustments during the year	As at 31-Mar-22	As at 01-Apr-21	Depreciation for the year	Deductions/ adjustments during the year	As at 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
Computer Software	293.40	25.42	-	318.82	164.19	104.77	-	268.96	49.86	-
TOTAL	**293.40**	**25.42**	**-**	**318.82**	**164.19**	**104.77**	**-**	**268.96**	**49.86**	**-**

Notes:

1) Intangible Assets are stated at cost less accumulated amortisation.
2) Computer software consists of purchased software licenses.
3) The Company has assessed that there are no indicators of impairment.

NOTE 6B: INTANGIBLE ASSETS UNDER DEVELOPMENT

As at March 31, 2023

(₹ in '000)

Particulars	As at 01-Apr-22	Additions	Transfer/Deletion	As at 31-Mar-23
Intagible assets under development	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 6B: INTANGIBLE ASSETS UNDER DEVELOPMENT (Contd.)

As at March 31, 2022

(₹ in '000)

Particulars	As at 01-Apr-21	Additions	Transfer/Deletion	As at 31-Mar-22
Intangible assets under development	1,761.83	-	1,761.83	-
TOTAL	**1,761.83**	**-**	**1,761.83**	**-**

Notes:

1) The Company has written off Intangible assets under development ₹ 1,761.83 ('000) during the year ended March 31, 2022.

NOTE 7: INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

(₹ in '000)

Particulars	Face Value	Numbers		Amounts	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unquoted:					
Carried at cost					
(a) Investments in Equity Instruments of Associate Company					
Madworks Ventures Private Limited					
Nil (as at March 31, 2022: Nil) Equity Shares of ₹ 10 each, fully paid up	₹ 10.00	-	-	-	-
(b) Investments in Compulsorily Convertible Preference Instruments of Associate Company					
Madworks Ventures Private Limited					
Nil (as at March 31, 2022: Nil) Preference Shares of ₹ 10 each, fully paid up	₹ 10.00	-	-	-	-
(c) Investments in Equity shares of Associate Company					
Xperience India Private Limited					
21,50,000 (as at March 31, 2022: Nil) Equity Shares of ₹ 1 each, fully paid up	₹ 1.00	-	21,50,000	2,150.00	-
Less: Share of loss for the period as per the Equity method of accounting under Ind AS 28		-	-	(2,150.00)	-

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 7: INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (Contd.)

(₹ in '000)

Particulars	Face Value	Numbers		Amounts	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Aggregate Amount of Unquoted Investments (net of provision for Impairment in the value of Investments)		-	-	-	-
Aggregate Amount of Quoted Investments		-	-	-	-
Aggregate Market Value of Quoted Investments		-	-	-	-
Aggregate Provision for Impairment in the Value of Investments		-	-	-	-

Notes:

1) On September 23, 2021, the Company disposed of its investments in Madworks Ventures Private Limited for a total consideration of ₹ 72.22 (₹ '000), accordingly the Company cease to be an associate effective that date.

2) The Company as subscriber to the memorandum of association upon incorporation of Xperience India Private Limited on September 09, 2022 subscribed to 21,50,000 shares at ₹ 1 each per share. Post this acquisition the Company holds 43% of the share capital of the investee Company, accordingly Xperience India Private Limited becomes the associate entity of the Company.

3) Share of loss in the associate entity Xperience India Private Limited for the year ended has been restricted to the extent of investment value.

NOTE 8: OTHER INVESTMENTS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Unquoted:		
At Fair Value through Other Comprehensive Income		
Investment in Equity Instruments		
Fortigo Network Logistic Private Limited 1,22,232 (as at March 31, 2022: 122,232) Equity Shares of ₹ 1 each, fully paid up	11,121.97	2,26,288.10
Inqube Innoventures Private Limited 655 (as at March 31, 2022: 655) Equity Shares of ₹ 10 each, fully paid up	3,767.94	4,457.69
Intellibuzz TEM Private Limited (refer note 2 below) 12,300 (as at March 31, 2022: 12,300) Equity Shares of ₹ 10 each, fully paid up	-	-
PHI Robotics Research Private Limited (refer note 2 below) 167 (as at March 31, 2022: 167) Equity Shares of ₹ 10 each, fully paid up	-	318.19
Snaphunt Pte Ltd 12,088 (as at March 31, 2022: 12,088) Equity Shares of SGD. 1 each, fully paid up	19,461.68	45,192.44

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 8: OTHER INVESTMENTS (Contd.)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Woovly Private Limited 2,490 (as at March 31, 2022: 2,490) Equity Shares of ₹ 10 each, fully paid up	51,831.99	51,319.42
Rype Fintech Private Limited[3] (refer note 2 below) 1,09,557 (as at March 31, 2022: 91,714) Equity Shares of ₹ 10 each, fully paid up	-	16,200.36
Mihup Communication Private Limited 9,100 (as at March 31, 2022: 9,100) Equity Shares of ₹ 10 each, fully paid up	46,476.70	48,249.20
Taxitop Media Private Limited (refer note 2 below) 1,905 (as at March 31, 2022: 1,905) Equity Shares of ₹ 10 each, fully paid up	-	-
One Point Six Technologies Private Limited (Previously known: Leadstart Publishing Private Limited) 25,200 (as at March 31, 2022: 21,000) Equity Shares of ₹ 10 each, fully paid up	31,668.59	24,378.90
KidsStopPress Media Private Limited 2,051 (as at March 31, 2022: 2,051) Eqquity Shares of ₹ 10 each, fully paid up	7,191.24	9,388.33
CatAllyst Inc 3,75,000 (as at March 31, 2022: 3,75,000) Class B Common stock of US $ 0.01 fully paid up	308.23	283.20
Learning Hats Pte Limited[4] 3,333 (as at March 31, 2022: 3,333) Ordinary shares of US $ 1.00 fully paid up	-	251.71
Naik TechXP Private Limited[1] Nil (as at March 31, 2022: 759) Equity Shares of ₹ 10 each, fully paid up	-	41.23
Femmevesta Technologies Private Limited 1,11,000 (as at March 31, 2022: 1,11,000) Equity Shares of ₹ 10 each, fully paid up	7,585.74	14,377.83
Investment in Preference Shares		
Mihup Communication Private Limited		
31,512 (as at March 31, 2022: 31,512) Series Seed Compulsorily Convertible Preference Shares of ₹ 1 each, fully paid up	1,60,988.15	1,67,127.81
2,941 (as at March 31, 2022: 2,941) Series A1 Compulsorily Convertible Preference Shares of ₹ 10 each, fully paid up	8,432.20	8,753.78
Rype Fintech Private Limited[3] (refer note 2 below) 35,685 (as at March 31, 2022: 17,843) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	3,151.83
Graphixstory Private Limited 3,900 (as at March 31, 2022: 3,900) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	409.50	409.50
Naik TechXP Private Limited[1] Nil (as at March 31, 2021: 3,798) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	206.31
First Sense Technology Private Limited 1,61,550 (as at March 31, 2022: 1,61,550) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	161.55	161.55

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 8: OTHER INVESTMENTS (Contd.)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
First Sense Technology Private Limited 6,443 (as at March 31, 2022: 6,443) CCPS of ₹ 10 each fully paid up	2,499.88	-
Graposs Edutech Private Limited[2] 1,074 (as at March 31, 2022: 1,074) Optionally Convertible Preference Shares of ₹ 10 each, fully paid up	-	2,005.28
Accelerated Learning Edutech Private Limited		
1,68,671 (as at March 31, 2022: Nil) Optionally Convertible Preference Shares of ₹ 50 each, fully paid up	36,264.27	-
1,46,329 (as at March 31, 2022: Nil) Optionally Convertible Preference Shares of ₹ 50 each, partly paid up	146.33	-
	3,88,315.96	**6,22,562.66**
Aggregate Amount of Unquoted Investments (net of provision for diminution in value of investments)	3,88,315.96	6,22,562.66
Aggregate Amount of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Provision for diminution in value of Investments	24,732.44	4,699.78

[1] During the year ended March 31, 2023 3,798 fully paid up Optionally Convertible Preference Shares of Naik TechXP Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1. The converted equity shares along with the existing shares were sold during the year.

[2] During the year ended March 31, 2023 1,074 fully paid up Optionally Convertible Preference Shares of Graposs Edutech Private Limited were redeemed.

[3] During the year ended March 31, 2023 17,843 and March 31, 2022 17,843 fully paid up Optionally Convertible Preference Shares of Rype fintech Private Limited were converted into Equity shares of ₹ 10 each fully paid up in the ratio of 1:1 respectively.

[4] Classified to current investment as at March 31 2023.

Notes:

1) Investments in equity instruments of private limited entities has been designated as fair value through other comprehensive income. The valuation of these shares as on the valuation date has been arrived at using the discounted cash flow method/Market comparable method.

2) - The Company has made investment in technology start ups entity PHI Robotics Private Limited (PRPL) and Rype Fintech Private Limited (RFPL) as it has been incurring continuous losses and unable to raise funds. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company during FY 22-23 has fully provided for impairment in the value of the investments in PRPL and RFPL for ₹ 318.19 ('000) and ₹ 19,714.48 (000) respectively, which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended March 31, 2023.

- The Company has made investment in technology start ups entity Intellibuzz TEM Private Limited (ITPL) and Taxitop Media Private Limited (TMPL) as it has been incurring continuous losses and unable to raise funds. As a result, based on the impairment indicators and internal assessment done by the Management of the Company, the Company during FY 21-22 has fully provided for impairment in the value of the investments in ITPL and TMPL for ₹ 3,013.30 ('000) and ₹ 2,084.70 ('000) respectively, which is equivalent to the carrying value of the Investment. The impairment losses have been appropriately recognised through OCI in the year ended 31 March 2023.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 9: NON-CURRENT FINANCIAL ASSETS - OTHERS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Bank Balances:		
- In Bank Deposits #	786.65	728.63
Security deposits	5,012.08	2,377.65
TOTAL	**5,798.73**	**3,106.28**

Under lien for corporate credit card facility.

NOTE 10: NON-CURRENT ASSETS (NET)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid Lease payments*	-	303.76
Tax Receivable from Govt. authorities [Net of Provision for taxation - ₹ Nil (as at 31 March 20: ₹ Nil)] (Refer Note 22 for tax reconciliations)	4,970.21	3,566.25
TOTAL	**4,970.21**	**3,870.00**

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 which will form part of the ROU asset upon recognition and amortised over the period of the lease.

NOTE 11: CURRENT INVESTMENTS

(₹ in '000)

Particulars	Units		Amount	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Investments in short term liquid funds				
Quoted				
Kotak Corporate Fund Direct Growth Net asset value per unit as at March 31, 2023: ₹ 3276.24 (March 31, 2022: ₹ 3132.88)	434.85	2,137.63	1,424.67	6,696.95

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 11: CURRENT INVESTMENTS (Contd.)

Investments in Mutual Funds

(₹ in '000)

Particulars	Units		Amounts	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
IDFC Cash Fund - Growth Net asset value per unit as at March 31, 2023: ₹ 2718.58 (March 31, 2022: ₹ 2570.94)	53.34	53.34	145.01	137.14
IDFC Corporate Bond Fund - Direct Growth Net asset value per unit as at March 31, 2023: ₹ 16.60 (March 31, 2022: ₹ 16.04)	82,203.12	35,75,314.05	1,364.76	57,348.76
IDFC Ultra Short-Term Fund - Direct Growth Net asset value per unit as at March 31, 2023: ₹ 13.08 (March 31, 2022: ₹ 12.41)	93,974.94	11,13,464.96	1,229.38	13,819.21
Kotak Liquid Fund Growth Net asset value per unit as at March 31, 2023: ₹ 4548.41 (March 31, 2022: ₹ 4303.08)	90.41	1,073.60	411.21	4,619.79
Kotak Money Market Fund - Direct Plan Growth Net asset value per unit as at March 31, 2023: ₹ 3828.34 (March 31, 2022: ₹ 3620.71)	36,737.02	27,729.72	1,40,641.78	1,00,401.34
Edelweiss Nifty PSU Bond Plus SDL Index Fund - 2026 Direct Plan Growth Net asset value per unit as at March 31, 2023: ₹ 11.07 (March 31, 2022: ₹ 10.74)	1,91,373.52	14,23,808.22	2,118.56	15,292.41
IDFC Money Manager Fund - Growth Direct Plan Net asset value per unit as at March 31, 2023 ₹ 36.86 (March 31, 2022: ₹ 34.92)	2,30,589.33	20,12,308.82	8,499.59	70,271.23
IDFC Low Duration Fund -Regular Plan Net asset value per unit as at March 31, 2023: ₹ 32.87 (March 31, 2022: ₹ 34.92)	3,16,699.74	-	10,410.08	-
Aditya Birla Sun Life Money Manager Fund Growth Regular Plan Net asset value per unit as at March 31, 2023: ₹ 313.03 (March 31, 2022: ₹ 34.92)	48,943.06	-	15,320.56	-

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 11: CURRENT INVESTMENTS (Contd.)

Investments in Mutual Funds

(₹ in '000)

Particulars	Units		Amounts	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Aditya Birla Sun Life Money Manager Fund Growth Direct Plan Net asset value per unit as at March 31, 2023: ₹ 316.19 (March 31, 2022: ₹ 34.92)	32,150.84	-	10,165.91	-
IDFC Banking & PSU Debt Fund (NAV per unit ₹ 20.31/-) Net asset value per unit as at March 31, 2023: ₹ 316.19 (March 31, 2022: ₹ 34.92)	11,47,024.55	12,80,024.23	24,492.30	26,111.47
IDFC Money Manager Fund (NAV per unit ₹ 34.78/-) Net asset value per unit as at March 31, 2023: ₹ 316.19 (March 31, 2022: ₹ 34.92)	1,47,130.92	7,18,747.31	5,423.29	25,099.16
TOTAL	**-**	**-**	**2,21,647.10**	**3,19,797.46**

Investment in Shares

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Unquoted		
35,685 Redeemable Preference Shares in Rype Fintech Private Limited (March 31, 2022: 35,685)*	-	356.86
3,333 Equity Shares in Learning Hats Pte. Limited (March 31, 2022: 3,333)	272.49	-
	272.49	**356.86**
TOTAL	**2,21,919.59**	**3,20,154.32**
	2,21,919.59	**3,20,154.32**

*Reclassified to non-current investments as at 31 March 2023.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 12: TRADE RECEIVABLES

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables considered good - Unsecured *	39,409.44	17,460.74
Trade Receivables credit impaired	8,147.25	27,758.73
Less: Allowance for credit Impairment	(8,147.25)	(27,758.73)
	39,409.44	17,460.74
TOTAL	**39,409.44**	**17,460.74**
* Includes dues from related parties (Refer Related Party Transaction Note 35)	-	-

Trade receivables Ageing Schedule

As at March 31, 2023

(₹ in '000)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	15,739.96	6,264.66	15,359.16	1,863.13	182.54	39,409.44
Undisputed trade receivables - considered doubtful	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	2,416.05	-	2,149.18	3,582.03	-	8,147.25
Unbilled revenue- Not due (Refer note 15 below)						**41,705.11**

Trade receivables Ageing Schedule

As at March 31, 2022

(₹ in '000)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	10,493.40	4,967.03	1,817.77	182.54	-	17,460.74
Undisputed trade receivables - considered doubtful	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	-	22,027.52	3,260.48	2,246.08	224.64	27,758.72
Unbilled revenue- Not due (Refer note 15 below)						**18,406.32**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 13: CASH AND CASH EQUIVALENTS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
- In Current Accounts	17,770.18	1,17,534.66
- Forex card	-	-
Cash on Hand	-	1.50
TOTAL	**17,770.18**	**1,17,536.16**
Cash and cash equivalent as per Statement of Cash Flows	**17,770.18**	**1,17,536.16**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

NOTE 14: OTHER BANK BALANCES

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks in Fixed Deposits more than 3 months	300.00	-
TOTAL	**300.00**	**-**

NOTE 15: OTHERS CURRENT FINANCIAL ASSETS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Unbilled Revenue*	41,705.11	18,406.32
Rental Security Deposits	2,193.85	2,690.43
Tender Deposit	8,125.00	-
Advance to staff	200.00	33.72

Note 15: OTHERS CURRENT FINANCIAL ASSETS (Contd.)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Loan to Employees	90.00	-
Interest Accrued on Fixed deposits	163.37	21.05
Other Receivables*	10,475.87	289.53
TOTAL	**62,953.20**	**21,441.05**
* Includes dues recoverable from related parties (Refer Related Party Transaction Note. 35)	15,801.45	-

NOTE 16: OTHER CURRENT ASSETS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Considered good		
Prepaid expenses	2,323.22	334.58
Prepaid Lease Payments*	-	133.65
Advance to vendors	150.55	512.55
Contracts fulfilment costs	-	900.00
Balance with government authorities	9,423.49	2,309.02
TOTAL	**11,897.26**	**4,189.80**

*Prepaid Lease payment is the allocation of rental deposit in terms of Ind AS 116 which will form part of the ROU asset upon recognition and amortised over the period of the lease.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 17: CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
2,50,00,000 Equity Shares (31-Mar-22: 2,50,00,000) of ₹ 10 each	2,50,000.00	2,50,000.00
Issued		
1,45,28,413 Equity Shares (31-Mar-22: 1,44,78,413) of ₹ 10 each	1,45,284.13	1,44,784.13
Subscribed and Fully Paid up		
1,45,28,413 Equity Shares (31-Mar-22: 1,44,78,413) of ₹ 10 each	1,45,284.13	1,44,784.13
TOTAL	**1,45,284.13**	**1,44,784.13**

Notes:

a) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	₹ in '000	No. of Shares	₹ in '000
Shares outstanding at the beginning of the year	1,44,78,413	1,44,784.13	1,37,05,298	1,37,052.98
Add: Shares issued during the year pursuant to preferential allotment	-	-	7,20,000	7,200.00
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	50,000	500.00	53,115	531.15
Shares outstanding at the end of the year	**1,45,28,413**	**1,45,284.13**	**1,44,78,413**	**1,44,784.13**

b) Initial Public Offer

During the year ended March 31, 2019, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of equity shares of ₹ 10 each at a premium of ₹ 56 per share and a discount of ₹ 3 per share to retail investors. The proceeds of the fresh offer component from the IPO amounted to ₹ 2,01,467.18 (₹ in '000) (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective February 04, 2019.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 17: CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

The Company has obtained approval of 100% present and voting shareholders for variation of the objects of the IPO (Initial Public offerings) in the Annual General Meeting of the Company held on September 30, 2020. The details of the utilisation of the unutilised amount of IPO proceeds during the years ended March 31, 2023 is as follows:

(₹ in '000)

Objects of the issue upon variation	Amount available for utilization upon variation	Utilised after variation of objects i.e. from October 01, 2020 till year ended March 31, 2022	Utilisation for the year ended March 31, 2023	Unutilised amount as on March 31, 2023
Purchase of IT hardware and network equipments for development centers in Kolkata and Bangalore	8,613.40	-	1,281.40	7,332.00
Funding working capital requirements of the Company.	1,03,465.68	56,175.46	47,290.22	-
General Corporate purposes (including savings in offer related expenses)	10,202.56	1,000.00	9,202.56	-
	1,22,281.64	**57,175.46**	**57,774.18**	**7,332.00**

(₹ in '000)

Objects of the Issue for which IPO proceeds utilized	Utilization upto March 31, 2023
Purchase of IT hardware and network equipment's for development centers in Kolkata and Hyderabad	2,543.19[1]
Purchase of fit outs for new development centers and Hyderabad*	719.79[2]
Funding working capital requirements of the Company	1,45,142.71[3]
General corporate purposes(including savings in offer related expenses)	45,729.49[4]
	1,94,135.18

*The above stated objects was the original object of the issue and after variation in the objects of issue the aforesaid objects has been cancelled.

[1] ₹ 1,261.79 (₹ in '000) utilised before variation of the Objects of the Issue and ₹ 1,281.40 (₹ in '000) utilized after variation of the Objects of the Issue.

[2]Utilised before variation of the Objects of the Issue for original object i.e. for purchase of fit outs for new development centers in Kolkata and Hyderabad.

[3] ₹ 41,677.03 (₹ in '000) utilised before variation of the Objects of the Issue and ₹ 1,03,465.68 (₹ in '000) utilized after variation of the Objects of the Issue.

[4] ₹ 35,526.93 (₹ in '000) utilised before variation of the Objects of the Issue and ₹ 10,202.56 (₹ in '000) utilized after variation of the Objects of the Issue.

IPO proceeds net of IPO related expenses which remain unutilised as at March 31, 2023 temporarily invested in debt mutual funds ₹ 4,575.036** (₹ in '000) and balance with banks ₹ 3,499.93 (₹ in '000).

**Value stated represents investments which are marked to market as at March 31, 2023.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 17: CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

c) Preferential Allotment

During the financial year 2021-22, the Company has issued and allotted 7,20,000 Equity shares of face value of ₹ 10/- each fully paid-up, at a price of ₹ 375/- per Equity share (including securities premium of ₹ 365) on preferential basis, aggregating ₹ 2,70,000.00 thousands to Foreign Portfolio Investors – Category I (QIBs).

The Company has allotted the said Equity shares at its meeting of the Management Committee of the Board of directors held on August 24, 2021. The proceeds of such allotment has been received by the Company as on August 24, 2021 and the unutilised portion has been temporarily invested in debt mutual funds ₹ 1,62,312.95* (₹ in '000) and balance with banks ₹ 1,904.32 (₹ in '000) as on March 31, 2023.

The details of the utilisation of the proceeds as on March 31, 2023 is as follows:

(₹ in '000)

Proceeds utilized for	Untilised as on March 31, 2022	Utilised During the year ended March 31, 2023
Investment in UK Subsidiary	-	12,788.47
Tender Deposit for MP Tourism	-	9,000.00
Other General Purpose	-	86,085.03
	-	**1,07,873.50**

*Value stated represents investments which are marked to market as at March 31, 2023.

d) Issue of shares under ESOP scheme

During the year ended March 31, 2023, the Company has issued and allotted 50,000 equity shares upon conversion of Stock Options granted pursuant to Xelpmoc Design and Tech Limited Employee Stock Option Scheme 2019. Consequent to these allotments, the paid-up capital of the Company stands increased to ₹ 14,52,84,130 comprising of 1,45,28,413 equity shares at face value of ₹ 10/- each

e) Shares reserved for issue under options

For details of shares reserved for issue under the ESOP of the Company, refer note 38.

f) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to vote in proportion to his share of the paid up equity capital of the Company except upon voting by "Show of hands" where one share shareholder is entitled to one vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company in proportion to their shareholdings. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the last three financial years.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 17: CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

g) Details of shareholders holding more than 5% shares in the Company:

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
Sandipan Samiran Chattopadhyay	40,79,102	28.08%	40,79,102	28.17%
Srinivas Koora	24,18,698	16.65%	24,18,698	16.71%
Jaison Jose	8,41,290	5.79%	8,41,290	5.81%
	73,39,090		**73,39,090**	

h) Details of shares held by Promoters:

As at March 31, 2023

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	28.08%	0.00%
Srinivas Koora	24,18,698	-	24,18,698	16.65%	0.00%
Jaison Jose	8,41,290	-	8,41,290	5.79%	0.00%
	73,39,090	**-**	**73,39,090**	**50.52%**	**0.00%**

As at March 31, 2022

Name of the Promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Sandipan Samiran Chattopadhyay	40,79,102	-	40,79,102	28.17%	0.00%
Srinivas Koora	24,19,098	(400)	24,18,698	16.71%	-0.02%
Jaison Jose	8,41,290	-	8,41,290	5.81%	0.00%
	73,39,490	**(400)**	**73,39,090**	**50.69%**	**-0.02%**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 17: CONSOLIDATED STATEMENT OF EQUITY SHARE CAPITAL (Contd.)

i) Aggregate number of bonus shares issued, for consideration other than cash during the period of 5 years immediately preceeding the reporting date:

The Company by way of Special Resolution had recommended to capitalise a sum of ₹ 3,62,07,250/- out of the amount standing to the credit of the securities premium accounts on March 31, 2018, and the aforesaid amount be applied for paying up, in full, at par 36,20,725 equity shares of ₹ 10/- each in the capital of the Company. The bonus shares had been issued to such member holding equity shares as per the Register of Equity Shareholders as on July 27, 2018 ("Record Date"), in proportion of 55(Fifty Five) Equity Shares for every 100 (One Hundred) Equity Shares.

j) Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain/adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed deposits and readily redeemable investments. The Company has no borrowings as on the reporting date.

NOTE 18: INSTRUMENTS ENTIRELY EQUITY IN NATURE

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	₹ in '000	No. of Shares	₹ in '000
Compulsory Convertible Preferene Shares of 1 each	87,498	87.50	87,498	87.50
Shares outstanding at the end of the year				

During the FY 2021-2022, Signal Analytics Private Limited, Subsidiary of the Company, had approved the proposal of issue, offer and allot 1,05,000, 0.01% Pre Series A Cumulative Compulsorily Convertible Preference Shares (CCPS) at Par value of ₹ 1/- each at an issue price of ₹ 600/- per share (Include Premium of ₹ 599/- each) aggregating to ₹ 6,30,00,000/- (Rupees Six Crores Thirty Lakhs Only), in one or more tranches, to the prospective Investors, vide Board and Shareholders resolution dated February 08, 2022 and February 14, 2022, respectively and also circulated letter of offer to prospective investors, however due to some financial problem, the prospective Investors had not subscribed for such shares and as per the provision of rule 13(2)(f) of the Companies (Share Capital and Debentures) Rules, 2014, the validity of such offer has been expired on February 13, 2023, therefore during the FY 2022-2023, the Management/Board of the Subsidiary Company had cancel the proposal of aforesaid preferential allotment.

NOTE 19: OTHER EQUITY

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Securities Premium	5,52,675.58	5,39,317.40
Retained Earnings	(2,66,183.78)	(1,08,671.59)
Share Options Outstanding Account	1,39,226.87	78,097.74
Other Comprehensive Income	1,00,344.65	3,18,022.68
Share Application money	-	120.00
TOTAL	**5,26,063.32**	**8,26,886.23**

Other Reserves Movement

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Securities Premium		
Opening Balance	**5,39,317.40**	**2,13,734.65**
Addition during the year	13,358.18	3,25,582.75
Closing Balance (A)	**5,52,675.58**	**5,39,317.40**
Retained Earnings		
Opening Balance	**(1,08,671.59)**	**19,930.49**
Profit for the year	(1,60,378.83)	(1,28,343.22)
Remeasurements of defined benefit plans	(230.19)	(258.86)

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 19: OTHER EQUITY (Contd.)

Other Reserves Movement (Contd.)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Share of Non-Controlling Interest	3,096.83	-
Closing Balance (B)	**(2,66,183.78)**	**(1,08,671.59)**
Shares Options Outstanding account		
Opening Balance	**78,097.74**	**10,393.70**
Share based payments to Employees	61,129.13	67,704.04
Closing Balance (C)	**1,39,226.87**	**78,097.74**
Other Comprehensive Income		
Opening Balance	**3,18,022.68**	**2,10,491.52**
Net (loss)/gain on FVTOCI equity securities	(2,17,538.49)	1,07,531.16
Remeasurements of the net defined benefit Plans	(230.19)	(258.86)
Less: Remeasurements of the net defined benefit Plans Transferred to Retained Earnings	230.19	258.86
Exchange differences on translation of Foreign Operations	(139.53)	-
Closing Balance (D)	**1,00,344.65**	**3,18,022.68**
Shares Application money received pending allotment		
Opening Balance	**120.00**	**-**
Addition during the year	(120.00)	120.00
Less: Shares Issued during the year	-	-
Closing Balance (E)	**-**	**120.00**
TOTAL (A) + (B) + (C) + (D) + (E)	**5,26,063.32**	**8,26,886.23**

Note 20: LEASE LIABILITIES (NON-CURRENT)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	22,174.85	-
TOTAL	**22,174.85**	**-**

Note 21: NON-CURRENT PROVISIONS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity (Net)	2,976.46	1,897.94
Compensated absences (Net)	464.23	392.72
TOTAL	**3,440.69**	**2,290.66**

Note 22: DEFERRED TAX LIABILITIES (NET)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability		
a) Gain/(Loss) on Fair Value change of Financial assets	(56,620.55)	(1,14,609.39)
b) Unrealised gain on Mutual Funds	(2,502.45)	(4,098.34)
	(59,123.00)	**(1,18,707.73)**
Deferred Tax Assets		
a) Property, Plant and Equipment	285.17	251.29
b) Defined benefit obligations & Other long term employee benefits	1,047.42	677.66
c) Provision for doubtful debts	7,337.05	6,986.32
d) Other timing differences	2,537.01	767.75
	11,206.65	**8,683.02**
TOTAL	**(47,916.35)**	**(1,10,024.71)**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 22A: THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current Tax:		
Current tax on profits for the year	-	45.02
Adjustments for current tax of prior periods	-	-
Total current tax expense	**-**	**45.02**
Deferred Tax		
(Decrease)/increase in deferred tax liabilities	(4,042.11)	(6,292.37)
Deferred tax (net)	**(4,042.11)**	**(6,292.37)**
Total income tax expense	**(4,042.11)**	**(6,247.35)**

Current tax and Deferred Tax related to items recognised in Other Comprehensive Income during the year

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net loss/(gain) on FVTOCI equity securities	(57,988.84)	26,298.72
Net (loss)/gain on remeasurements of defined benefit plans	(77.42)	(87.06)
Total	**(58,066.26)**	**26,211.66**

Reconciliation of tax expense and the accounting profit

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in statement of profit & Loss is given below:

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit/(Loss) before income taxes	**(1,64,420.94)**	**(1,34,590.56)**
Indian statutory income tax rate	25.17%	25.17%
Expected income tax expense	(41,381.46)	(33,873.75)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax impact of income not subject to tax		
a) Temporary Differences	(4,042.11)	(6,292.37)
b) Permanent Differences	-	8.72
Tax effects of amounts which are not deductible for taxable income	-	-
Impact due to change in the rate of corporate taxation	-	-
Others	-	1,672.63
Deferred tax on Profit/(Loss) for the year**	(37,339.35)	(29,262.73)
Total income tax expense	**(41,381.46)**	**(33,873.75)**

**** No deferred tax assets have been created on unused tax losses in the absence probability of future taxabale profits that will be available against which the unused tax losses can be utilised.**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 22A: THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING (Contd.)

Deferred Tax (Liabilities):

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Gain/(Loss) on Fair Value change of Financial assets	57,988.84	(26,298.72)
Unrealised gain on Mutual Funds	1,595.88	372.23
Total deferred tax liabilities	**59,584.72**	**(25,926.49)**

Deferred Tax Assets:

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Property, Plant and Equipment	33.88	(75.34)
Defined benefit obligations & Other long term employee benefits	369.76	137.36
Provision for doubtful debts	350.73	5,395.60
Other timing differences	1,769.26	549.58
Total deferred tax assets	**2,523.63**	**6,007.19**
Net Deferred tax (Liabilities)/Assets	**62,108.36**	**(19,919.30)**

Movement in Deferred tax Liabilities/Asset

(₹ in '000)

Particulars	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities/Asset (net)
As at 31 March 2021	**(47,042.11)**	**(43,063.30)**	**(90,105.41)**
Property, plant and equipment	(75.34)	-	(75.34)
Gain/(Loss) on Fair Value change of Financial assets	-	(26,298.72)	(26,298.72)
Unrealised gain on Mutual Funds	372.23	-	372.23
Defined benefit obligations & Other long term employee benefits	50.30	87.06	137.36
Provisional for Doubtful Debts	5,395.60	-	5,395.60
Other timing differences	549.58	-	549.58

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 22A: THE INCOME TAX EXPENSE CONSISTS OF THE FOLLOWING (Contd.)

Movement in Deferred tax Liabilities/Asset

(₹ in '000)

Particulars	Profit or Loss Account	Other Comprehensive Income	Deferred Tax Liabilities/Asset (net)
As at March 31, 2022	**(40,749.75)**	**(69,274.96)**	**(1,10,024.71)**
Property, plant and equipment	33.88	-	33.88
Gain/(Loss) on Fair Value change of Financial assets	-	57,988.84	57,988.84
Unrealised gain on Mutual Funds	1,595.88	-	1,595.88
Defined benefit obligations & Other long term employee benefits	292.34	77.42	369.76
Provisional for Doubtful Debts	350.73	-	350.73
Other timing differences	1,769.26	-	1,769.26
As at March 31, 2023	**(36,707.65)**	**(11,208.71)**	**(47,916.35)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Note 23: TRADE PAYABLES

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	269.99	344.28
Total outstanding dues of creditors other than micro enterprises and small enterprises*	4,360.14	4,087.85
TOTAL	**4,630.13**	**4,432.13**
* Includes dues to related parties (Refer Related Party Transaction Note. 35)	203.00	-

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 23: TRADE PAYABLES (Contd.)

As at March 31, 2023

(₹ in '000)

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	92.35	177.64	-	-	-	269.99
Others	169.63	4,158.64	-	9.05	22.82	4,360.14
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-

As at March 31, 2022

(₹ in '000)

Particulars	Outstanding for following periods from due date of payments					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	344.28	-	-	-	-	344.28
Others	3,961.18	-	69.87	53.36	3.44	4,087.85
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Principal amount remaining unpaid and not due for payment to MSME suppliers as at the end of the accounting year:	269.99	344.28
(ii) Principal amount and interest due thereon remaining unpaid to MSME suppliers as at the end of the accounting year:		
- Principal	Nil	Nil
- Interest	Nil	Nil

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 23: TRADE PAYABLES (Contd.)

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(iii) The amount of interest paid along with the amounts of the payment made to the MSME supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

Note 24: LEASE LIABILITIES (CURRENT)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	17,045.06	-
TOTAL	**17,045.06**	**-**

Note 25: OTHER FINANCIAL LIABILITIES (CURRENT)

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for expenses*	12,634.34	11,914.71
Unearned Revenue	2,703.47	-
Payable to employees*	12,292.33	6,911.45
Dues to Directors and Key Managerial Personnel*	931.55	832.72
TOTAL	**28,561.68**	**19,658.87**
* Includes dues to related parties (Refer Related Party Transaction Note. 35)	8,277.21	1,878.46

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 26: OTHER CURRENT LIABILITIES

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
GST Payable (net)	438.95	-
Other Statutory dues	3,867.68	3,883.72
Advance from customer	-	-
Other payables	556.99	-
TOTAL	**4,863.62**	**3,883.72**

Note 27: CURRENT PROVISIONS

(₹ in '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity (Net)	461.27	209.87
Compensated absences (Net)	259.76	192.03
TOTAL	**721.03**	**401.90**

Note 28: REVENUE FROM OPERATIONS

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of Services*	1,47,420.60	80,548.23
TOTAL	**1,47,420.60**	**80,548.23**
* Includes earnings in foreign currency	1,585.19	-
* Includes income from related party (Refer Related Party Transaction Note. 35)	7910.76	-

i) Contract Balances as at:

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Trade receivables	39,409.44	17,460.74
Contract Assets (Unbilled Revenue)	41,705.11	18,406.32
Contract Liabilities	-	-

ii)

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue recognised in the period from: Amounts included in contract liability at the beginning of the period	-	-
Invoice raised in the period from: Amounts included in the contract assets at the beginning of the period	18,406.32	26,485.56

iii) Revenue disaggregation by geography is as follows:

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Geography		
India	98,107.14	40,800.78
Others	49,313.45	39,747.45
Total	**1,47,420.60**	**80,548.23**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 28: REVENUE FROM OPERATIONS (Contd.)

iv) Revenue disaggregation by industry vertical is as follows:

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Industry vertical		
Communication, Media and Technology	38,775.39	26,984.11
E-commerce	14,033.50	13,812.00
Retail and Consumer Business	6,945.57	2,925.00
Education	20,860.78	21,587.20
Others	66,805.36	15,239.92
Total	**1,47,420.60**	**80,548.23**

Performance obligations and remaining performance obligations:

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in para 121 of Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the performance obligation is part of a contract that has an original expected duration of one year or less and where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

As all the open contracts as on the reporting date are either with original expected duration of one year or less or are time and material contracts no disclosure pertaining to remaining performance obligation is required.

As per Ind AS 115, unbilled revenues of ₹ 41,705.11 ('000s) for year ending March 31, 2023 ₹ 18,406.32 ('000s) for year ending March 31, 2022) has been considered as a financial asset.

Note 29: OTHER INCOME

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Gain on Foreign Currency Transactions and Translations	325.83	441.29
Miscellaneous Income	11.49	10.49
Interest Income	1,065.43	5,615.65
Realised gain on mutual fund units	19,105.34	8,077.02
Unrealised gain on mutual fund units	(4,755.70)	(1,485.92)
Profit on sale of assets	219.37	17.53
Excess provision written back	692.13	-
	16,663.89	**12,676.06**

Note 30: EMPLOYEE BENEFITS EXPENSE

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and Wages*	1,02,015.77	55,090.75
Contribution to Provident and Other Funds*	1,843.42	1,282.99
Share based payments to Employees (Refer note 38(IV))	74,271.31	82,430.89
Staff Welfare Expenses*	2,770.43	702.87
TOTAL	**1,80,900.93**	**1,39,507.50**
* Includes payment to related party (Refer Related Party Transaction Note. 35)	**9,244.80**	**6,992.00**

Note 31: FINANCE COSTS

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest cost on Lease Liability	2,537.92	-
TOTAL	**2,537.92**	**-**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 32: DEPRECIATION AND AMORTISATION

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Right of Use assets	14,108.78	-
Depreciation and Amortisation - Other assets	2,864.64	893.15
TOTAL	**16,973.42**	**893.15**

Note 33: OTHER EXPENSES

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Power and Fuel	693.83	290.46
Rent (Refer Note 36)*	6,642.67	6,982.46
Rates and Taxes	1,306.86	1,234.40
Repairs and Maintenance		
- Buildings	584.73	272.23
- Others	1,386.18	1,339.00
Sales Promotion & Marketing Expense	640.38	350.25
Travelling & Conveyance	5,664.63	3,331.96
Communication Expenses	940.01	634.90
Auditors' Remuneration		
- As Auditor	1,551.50	1,370.24
Legal & Professional Charges*	54,114.81	38,455.48
Courier Expenses	77.68	82.67
Office Expenses	1,140.41	478.92
Software and subscription Expenses	3,929.83	2,707.72
Recruitment expense	1,277.08	900.51
Commission expense	912.62	-

Note 33: OTHER EXPENSES (Contd.)

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Provision for Bad debts	-	23,023.68
Project Expenses	35,615.44	2,813.46
Bad Debts written off	20,855.88	1,585.37
Less: Provision for doubtful debts utilised	(20,855.88)	(1,585.37)
Loss on sale of Shares in Associates (net of provision)	-	300.67
Asset written off	27.49	1,776.02
Sundry balances written off	384.01	671.86
Production Expenses	7,616.69	-
Award Expenses	503.34	-
Miscellaneous expenses	932.97	329.12
TOTAL	**1,25,943.16**	**87,346.00**
* Includes payment to related party (Refer Related Party Transaction Note. 35)	1,420.60	1,200.00

Auditor's Remuneration

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
As Auditors	1,265.50	1,105.00
For Taxation matters	110.00	125.00
Certification and Other Services	176.00	140.24
TOTAL	**1,551.50**	**1,370.24**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 34: EARNINGS PER SHARE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit After Tax (₹ in '000)	**(1,60,378.83)**	**(1,28,343.22)**
Number of Shares outstanding at the beginning of the year	1,44,78,413	1,37,05,298
Add: Shares issued during the year pursuant to preferential allotment	-	7,20,000
Add: Shares issued during the year pursuant to exercise of Employee Stock Options	50,000	53,115
Less: Shares bought back during the year		
Number of Shares outstanding at the end of the year	1,45,28,413	1,44,78,413
Weighted Average Number of Equity Shares		
For calculating Basic EPS	1,45,08,024	1,41,55,562
For calculating diluted EPS	1,48,98,915	1,45,79,231
Earnings Per Share Before and After Extraordinary Items (Face Value ₹ 10)		
Basic (₹)	(11.05)	(9.07)
Diluted (₹)	(10.76)	(8.80)

Note 35: RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Subsidiary

Name of the Subsidiaries	Country	% Holding as at March 31, 2023	% Holding as at March 31, 2022
Signal Analytics Private Limited (From December 01, 2020)#	India	100.00%	100.00%
Xelpmoc Design and Tech UK Limited (From November 22, 2021)#	UK	100.00%	100.00%
Soultrax Studios Private Limited (From May 27, 2022)*	India	54.57%	0.00%

Subsidiary of Xelpmoc Design and Tech Limited. On a fully diluted basis the shareholding is 91.95%.

* Subsidiary of Signal Analytics Private Limited.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 35: RELATED PARTY DISCLOSURES (Contd.)

b) Associates

Name of the Associates	Country	% Holding as at March 31, 2023	% Holding as at March 31, 2022
Madworks Ventures Private Limited	India	Nil	Nil*
Xperience India Private Limited (From September 09, 2022)	India	43.00%	Nil

* Upto September 23, 2021

c) Companies under common Control with whom transactions have taken place

Mihup Communication Private Limited
Soultrax Productions Private Limited*

*Common Directors of Soultrax Studios Private Limited (Subsidiary of Signal Analytics Private Limited)

d) Key Management Personnel (KMP) and Relatives

i)	Sandipan Samiran Chattopadhyay	KMP	
ii)	Srinivas Koora	KMP	
iii)	Jaison Jose	KMP	
iv)	Vaishali Kondhbar	Company Secretary	
v)	Pranjal Sharma	Non-Executive Director	
vi)	Soumyadri Shekhar Bose	Non-Executive Director	Upto May 23, 2022
vii)	Bhavna Chattopadhyay	Relative of KMP	

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 35: RELATED PARTY DISCLOSURES (Contd.)

e) Independent Directors

i)	Premal Mehta
ii)	Tushar Trivedi
iii)	Mrs. Karishma Bhalla

B) The Related Party Transactions are as under:

₹ In '000

Particulars of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
(i) Transactions with Associate		
Disposal of investment in equity shares		
Madworks Ventures Private Limited	-	72.22
Investment in Xpereince India Private Limited (Associate Company)		
21,50,000 Equity Shares of Re. 1 each fully paid up	2,150.00	-
	2,150.00	-
Expenses incurred on behalf of Associate Company		
Xperience India Private Limited	9,475.88	
	9,475.88	-
Sale of Service to Associate Company		
Xperience India Private Limited	6,325.57	-
	6,325.57	-
(ii) Transactions with Key Managerial Personnel and Relatives		
Remuneration paid to Directors and KMP (including employer's contribution to PF)		
Srinivas Koora	2,821.60	1,821.60
Sandipan Samiran Chattopadhyay	2,821.60	1,821.60
Jaison Jose	2,821.60	1,821.60
Vaishali Kondhbar	780.00	727.20
	9,244.80	**6,192.00**
Remuneration paid to Relatives of Directors and KMP (including employer's contribution to PF)		
Bhavna Chattopadhyay	-	800.00

Notes to the Consolidated Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 35: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

(₹ in '000)

Particulars of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
Expenses incurred by Directors & KMP		
Sandipan Samiran Chattopadhyay	-	34.08
Srinivas Koora	551.80	876.20
Vaishali Kondbhar	18.58	18.41
Jaison Jose	15.79	33.43
Soumyadri Bose	-	79.75
Karishma Bhalla	0.50	-
	586.67	**1,041.87**
Expenses incurred by relatives of Directors & KMP		
Bhavna Chattopadhyay	-	4.69
Reimbursement of expenses to Directors & KMP		
Sandipan Samiran Chattopadhyay	14.15	73.94
Srinivas Koora	1,023.16	485.31
Jaison Jose	15.79	33.43
Vaishali Kondbhar	18.58	21.42
Soumyadri Bose	-	79.75
Karishma Bhalla	0.50	-
	1,072.18	**693.85**
Reimbursement of Expenses to relatives of directors & KMP		
Bhavna Chattopadhyay	-	94.85
	-	**94.85**
Settlement of liabilities by entity on behalf of related party and recovered		
Sandipan Samiran Chattopadhyay	14.15	14.15
	14.15	**14.15**
Sitting Fees		
Premal Mehta	105.00	97.50

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 35: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

(₹ in '000)

Particulars of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
Tushar Trivedi	112.50	105.00
Karishma Bhalla	37.50	37.50
	255.00	**240.00**
Corporate Strategy & Advisory Fees		
Pranjal Sharma	480.00	480.00
Soumyadri Shekhar Bose	69.60	480.00
	549.60	**960.00**
(iii) Companies under common Control with whom transactions have taken place		
Consultancy/Software expenses		
Mihup Communication Private Limited	2,590.00	-
	2,590.00	**-**
Rent Expenses		
Soultrax Productions Private Limited	616.00	-
	616.00	**-**
Sale of Services		
Soultrax Productions Private Limited	1,585.19	-
	1,585.19	**-**
Expenses incurred on behalf of Company and Reimbursed		
Soultrax Productions Private Limited	12.00	-
	12.00	**-**

Notes

(a) Transactions with the related parties have been reported since the date they become related.

(b) The above figure of managerial remuneration excludes provision for retirement benefits which is done for the Company as a whole.

(c) Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 35: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

(₹ in '000)

Particulars	Subsidiary/ Associate Company/ Joint Venture		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Outstanding Balances										
Receivables										
Expenses reimbursement receivable from Subsidiary and Associate										
Xperience India Private Limited	9,475.88	-							**9,475.88**	-
Trade Receivables/Unbilled receivables										
Xperience India Private Limited	6,325.57	-							**6,325.57**	-
Payables										
Remuneration Payable to Directors & KMP										
Srinivas Koora					199.57	128.56			**199.57**	**128.56**
Sandipan Samiran Chattopadhyay					198.39	126.21			**198.39**	**126.21**
Jaison Jose					201.31	129.86			**201.31**	**129.86**
Vaishali Kondhbar					61.20	61.20			**61.20**	**61.20**
Remuneration Payable to relative of Directors & KMP										
Bhavna Chattopadhyay					-	-			-	-
Corporate Strategy & Advisory Fees Payables to Non-Executive & Non-Independent Directors										
Pranjal Sharma							518.40	518.40	**518.40**	**518.40**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 36: RELATED PARTY DISCLOSURES (Contd.)

B) The Related Party Transactions are as under:

(₹ in '000)

Particulars	Subsidiary/ Associate Company/ Joint Venture		Companies Under Common Control		Key Management Personnel and Relatives		Independent Directors		Total	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Soumyadri Shekhar Bose							62.70	432.00	**62.70**	**432.00**
Expenses reimbursement Payable to Directors & KMP										
Srinivas Koora					15.64	482.23			**15.64**	**482.23**
Siddhant Bhatia (not a KMP for the group)					-	-			**-**	**-**
Mallika Thakkar (not a KMP for the group)					**-**	**-**			**-**	**-**
Provision for Accrued Expenses										
Mihup Communication Private Limited			2,340.00	-					**2,340.00**	**-**
Mallika Thakkar (not a KMP for the group)					-	-			**-**	**-**
Trade Payable										
Soultrax Productions Private Limited			203.00	-					**203.00**	**-**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

NOTE 36: LEASES

Company amortises the depreciation on right of use assets over the lease period and interest expenses on the Lease liability in the statement of Profit & Loss.

The Company has elected not to apply the requirements of Ind AS 116 to certain leases which are expiring within 12 months from the date of transition of leases for which the underlying asset is of low value.

The Company during the year has recognised lease liabilities amounting to ₹ 42,512.33 ('000) and ₹ 6,395.95 ('000) towards the long term lease contracts for Office premises and Vehicle.

Total lease rentals and interest on lease liabilities accounted for the year ended March 31, 2023 is ₹ 12,386.99 ('000) and ₹ 2,537.92 ('000) respectively (previous year ended March 31, 2022: Nil).

Further Company's leasing agreements in respect of operating lease for office premises and computers which are not non-cancellable and the aggregate lease rentals payable are charged as rent.

The Total lease payments accounted for the year ended March 31, 2023 is ₹ 6,642.67 ('000) (previous year ended March 31, 2022:6,982.46 ('000)).

Note 37: HEDGING CONTRACTS

The uncovered foreign exchange exposure:

(₹ in '000)

	Currency	As at March 31, 2023	As at March 31, 2022
Receivables	UK Pounds	4,680.17	1,721.50
Receivables	US Dollars	4,625.57	23,888.34
Payables	UK Pounds	1,350.56	432.21
Payables	SGD Dollars	550.47	-

NOTE 38: EMPLOYEE BENEFITS

a) DEFINED CONTRIBUTION PLAN

Provident Fund and Employee State Insurance (ESIC)

The contributions to the Provident Fund and ESIC of certain employees are made to a Government administered Provident Fund and ESIC and there are no further obligations beyond making such contribution on the Company

b) DEFINED BENEFIT PLAN

Gratuity

The liability in respect of future payment of gratuity to retiring employees on retirement is provided on the basis of actual number of year's entitlement pending to be paid as at the end of each year. The Company estimates and provides the liability towards gratuity on the basis of actuarial valuation made at the end of the year.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

c) Amounts Recognised as Expense:

I) Defined Contribution Plan

Employer's Contribution to Provident Fund, ESIC and LWF amounting to ₹ 1,705.91 ('000) (March 31, 2022: ₹ 1,191.30 ('000))has been included under Contribution to Provident and Other Funds.

II) Defined Benefit Plan

a. Gratuity cost amounting to ₹ 1022.29('000) (March 31, 2022: ₹ 718.69 ('000)) has been included in Note 29 under the head of employee benefit expenses.

b. Remeasurement (gain)/loss on defined benefit plan amounting to ₹ 307.62 ('000) (March 31, 2022: ₹ (345.92) ('000)) is credited to statement of Other comprehensive Income.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

The amounts recognised in the Company's financial statements as at year end are as under:

(₹ in '000)

Particulars		March 31, 2023	March 31, 2022
i)	**Change in Present Value of Obligation**		
	Present value of the obligation at the beginning of the year	2,107.81	1,043.21
	Current Service Cost	859.31	635.29
	Interest Cost	162.98	83.40
	Actuarial Gain/(Loss) on Obligation- Due to Change in Demographic Assumptions		
	Actuarial Gain/(Loss) on Obligation- Due to Change in Financial Assumptions	(91.12)	(54.72)
	Actuarial Gain/(Loss) on Obligation- Due to Experience	398.74	400.63
	Benefits Paid		
	Present value of the obligation at the end of the year	**3,437.73**	**2,107.81**
ii)	**Change in Plan Assets**		
	Fair value of Plan Assets at the beginning of the year	-	-
	Interest Income	-	-
	Return on plan assets excluding interest income	-	-
	Benefits Paid	-	-
	Fair value of Plan Assets at the end of the year	-	-
iii)	**Amounts Recognised in the Balance Sheet:**		
	Present value of Obligation at the end of the year	3,437.73	2,107.81
	Fair value of Plan Assets at the end of the year	**-**	**-**
	Funded status - Deficit	3,437.73	2,107.81
	Net Liability recognised in the Balance Sheet	**3,437.73**	**2,107.81**
iv)	**Amounts Recognised in the Statement of Profit and Loss:**		
	Current Service Cost	859.31	635.29
	Interest Cost on Obligation	162.98	83.40
	Net Cost Included in Personnel Expenses	**1,022.29**	**718.69**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

The amounts recognised in the Company's financial statements as at year end are as under:

(₹ in '000)

Particulars		March 31, 2023	March 31, 2022
v)	**Recognised in other comprehensive income for the year**		
	Actuarial Gain/(Loss) on Obligation	307.62	345.92
	Return on plan assets excluding interest income	-	-
	Recognised in other comprehensive income	**307.62**	**345.92**
vi)	**Actuarial Assumptions**		
	i) Discount Rate	7.27%	6.70%
	ii) Salary Escalation Rate	12.00% p.a.	12.00% p.a.
	iii) Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

vii) Maturity Analysis of Projected Benefit Obligation: From the Fund

(₹ in '000)

Particulars	March 31, 2023	March 31, 2022
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	477.74	216.79
2nd Following Year	445.98	296.21
3rd Following Year	468.01	286.26
4th Following Year	420.25	299.48
5th Following Year	637.75	278.18
Sum of Years 6 To 10	1,750.87	1,169.79

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in '000)

Particulars	31-Mar-23		31-Mar-22	
	Increase	Decrease	Increase	Decrease
Discount rate (100 basis points)	(149.99)	162.76	(96.94)	105.33
Future salary growth (100 basis points)	132.31	(126.43)	91.30	(92.83)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

ix) Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Stress Testing of Assets	Not Applicable
Investment Strategy	Not Applicable
Comment on Quality of Assets	Not Applicable
Management Perspective of Future Contributions	As per Actuarial calculation

x) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rate Risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary Inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

III) Compensated absences

The leave obligations cover the Company's liability for earned leave.

The Company recognises the obligations as per the actuarial valuation. A summary of employee benefit obligation for compensated leave is presented below:

(₹ in '000)

Particulars	March 31, 2023	March 31, 2022
The Actuarial Liability in respect of the compensated absence of earned leave	723.99	584.76
Less: Plan assets	-	-
Net obligation	723.99	584.76
Significant Assumptions		
Discounting Rate	7.27%	6.70%
Salary escalation Rate	12%	12%
Retirement Age	58 Years	58 Years

(IV) Employee Stock Option Plan (ESOP):

Xelpmoc Design & Tech Employee Stock Option Scheme 2019 ("ESOP 2019"):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 27, 2019, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred Only) representing nearly 6% of the paid up equity share capital of the Company as on August 06, 2019, exercisable into 8,22,300 (Eight Lakhs Twenty Two Thousand Three Hundred) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). Further, the Company has obtained Shareholders approval through postal ballot by special resolution dated February 19, 2020 in respect of grant of Stock Options under Xelpmoc Design and Tech Limited ESOP Scheme 2019 to the identified employees of the Company, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant of option. The Option granted under ESOP 2019 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on July 31, 2020 and June 23, 2020 respectively.

Xelpmoc Design & Tech Employee Stock Option Scheme 2020 ("ESOP 2020"):

Pursuant to shareholders approval by way of a special resolution in the Annual General meeting held on September 30, 2020, the Nomination and Remuneration Committee and Board of Directors has been authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 5,00,000 (Five Lakhs Only) representing nearly 3.65% of the paid up equity share capital of the Company as on August 14, 2020, exercisable into 5,00,000 (Five Lakhs Only) Equity Shares of ₹ 10/- each of the Company to or for the benefit of permanent employees of the Company (present & future). The Option granted under ESOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee/Board of Directors). These instruments will be equity settled and will generally vest as determined by the administrator. The Company has received in-principle approval for listing from BSE and NSE on January 11, 2021 and January 04, 2021 respectively.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

The summary of grants during the years ended March 31, 2023 and March 31, 2022 is as follows:

ESOP Scheme 2019:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
November 07, 2020	82,231	10	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
November 07, 2020	15,500	56	Vesting will start after 1 year of grant and options will be vested in next 2 years in the ratio of 50:50
March 15, 2021	2,12,432	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
March 15, 2021	2,05,580	10	Vesting will start after 1 year of grant and options will be vested in 3 years in the ratio of 33:33:34
March 02, 2022	40,000	19	Vesting will start after 1 year of grant and options will be vested in 2 years in the ratio of 50:50
March 02, 2022	1,27,686	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
March 02, 2022	20,000	300	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

ESOP Scheme 2020:

Grant Date	No. of Options granted	Option Price (₹)	Vesting Period
March 02, 2022	3,05,000	150	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
March 02, 2022	32,000	200	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
March 02, 2022	68,528	375	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25
May 29, 2022	1,42,000	150	Vesting will start after 1 year of grant and options will be vested in 4 years in the ratio of 25:25:25:25

Subject to terms and condition of the schemes, options are classified into below mentioned categories

	ESOP Scheme 2019							ESOP Scheme 2020			
	Option 1	Option 2	Option 3	Option 4	Option 5	Option 6	Option 7	Option 8	Option 9	Option 10	Option 11
No. of options	82,231	15,500	2,12,432	2,05,580	40,000	1,27,686	20,000	3,05,000	32,000	68,528	1,42,000
Method of accounting	Fair value							Fair value			
Vesting plan	2 years	2 years	2 years	3 years	2 years	4 years	4 years	4 years	4 years	4 years	4 years
Grant date	November 07, 2020	November 07, 2020	March 15, 2021	March 15, 2021	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	May 29, 2022

Notes to the Consolidated Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

Exercise Period	Upto 7 years from the respective date of vesting							Upto 7 years from the respective date of vesting			
Grant/Exercise price (₹)	10	56	19	10	19	200	300	150	200	375	150
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity

Exercise period, would commence from the date of options are vested and will expire at the end of 7 years from the date of vesting.

The carrying amount of Employee stock options reserve as at March 31, 2023 is ₹ 1,39,226.87 (‘000) (March 31, 2022 - ₹ 78,097.74 (‘000)). The expenses (net of reversal) recognised for employee services received during the year is ₹ 74,271.32 (‘000) (March 31, 2022 - ₹ 82,430.89 (‘000))

Movement of options granted:

(₹ in ‘000)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Average exercise price per share	Number of options	Average exercise price per share	Number of options
ESOP 2019				
Outstanding at the beginning of the year	65.40	5,81,698.00	13.82	5,00,243.00
Granted during the year	-	-	172.08	1,87,686.00
Forfeited/surrendered during the year	200.00	92,528.00	10.00	41,116.00
Exercised during the year	15.68	38,000.00	11.66	65,115.00
Outstanding at the end of the year	41.98	4,51,170.00	65.40	5,81,698.00
Exercisable at the end of the year	25.87	3,07,903.00	15.65	1,50,057.00

Additional disclosures

Weighted Average remaining contractual life (in years)	7.12 years	8.22 years
Weighted Average fair value of options as on date of grant	₹ 253.26	₹ 244.12

Weighted average share price at the date of exercise for stock options exercised during the year was ₹ 143.18 (March 31, 2022 - 395.25)

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 38: EMPLOYEE BENEFITS (Contd.)

Movement of options granted:

(₹ in '000)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Average exercise price per share	Number of options	Average exercise price per share	Number of options
ESOP 2020				
Outstanding at the beginning of the year	191.97	4,05,528.00	-	
Granted during the year	150.00	1,42,000.00	191.97	4,05,528.00
Forfeited/surrendered during the year	223.24	2,10,528.00	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	154.75	3,37,000.00	191.97	4,05,528.00
Exercisable at the end of the year	154.75	84,250.00	-	-

Additional disclosures

Weighted Average remaining contractual life (in years)	8.42 years	9.49 years
Weighted Average fair value of options as on date of grant	₹ 206.60	₹ 181.06

The model inputs for fair value of option granted as on the grant date

	ESOP Scheme 2019							ESOP Scheme 2020			
Inputs	**Option 1**	**Option 2**	**Option 3**	**Option 4**	**Option 5**	**Option 6**	**Option 7**	**Option 8**	**Option 9**	**Option 10**	**Option 11**
Grant date	November 07, 2020	November 07, 2020	March 15, 2021	March 15, 2021	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	March 02, 2022	May 29, 2022
Exercise price (₹)	10	56	19	10	19	200	300	150	200	375	150
Dividend yield	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Risk free interest rate	3.81%	3.81%	4.49%	4.71%	6.81%	6.86%	6.86%	6.86%	6.86%	6.86%	7.21%
Historical volatility	49.16%	49.16%	46.58%	46.58%	52.25%	52.25%	52.25%	52.25%	52.25%	52.25%	48.70%
Fair value per option (₹)	282.41	254.11	259.63	265.81	265.81	265.81	265.81	265.81	265.81	265.81	137.25
Valuation Model used	BLACK SCHOLES							BLACK SCHOLES			

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: FINANCIAL INSTRUMENTS

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in '000)

As at March 31, 2023	Carrying amount/Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	3,88,315.96	-	3,88,315.96	-	-	3,88,315.96	3,88,315.96
Others	-	-	5,798.73	5,798.73	-	-	5,798.73	5,798.73
Current								
Current Investments	2,21,919.59	-	-	2,21,919.59	2,21,919.59	-	-	2,21,919.59
Trade receivables	-	-	39,409.44	39,409.44	-	-	39,409.44	39,409.44
Cash and cash equivalents	-	-	17,770.18	17,770.18	-	-	17,770.18	17,770.18
Other Bank Balances			300.00	300.00	-	-	300.00	300.00
Other Current Financial Assets	-	-	62,953.20	62,953.20	-	-	62,953.20	62,953.20
	2,21,919.59	**3,88,315.96**	**1,26,231.55**	**7,36,467.10**	**2,21,919.59**	**-**	**5,14,547.51**	**7,36,467.10**
Financial liabilities								
Non Current								
Lease Liabilities			22,174.85	22,174.85			22,174.85	22,174.85
Current								
Trade and other payables	-	-	4,630.13	4,630.13	-	-	4,630.13	4,630.13
Lease Liabilities			17,045.06	17,045.06			17,045.06	17,045.06
Other Current Financial Liabilities	-	-	28,561.68	28,561.68	-	-	28,561.68	28,561.68
	-	-	**72,411.72**	**72,411.72**	**-**	**-**	**72,411.72**	**72,411.72**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: FINANCIAL INSTRUMENTS (Contd.)

(₹ in '000)

As at March 31, 2022	Carrying amount/Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares*	-	6,22,562.66	-	6,22,562.66	-	-	6,22,562.66	6,22,562.66
Others	-	-	3,106.28	3,106.28	-	-	3,106.28	3,106.28
Current								
Current Investments								
Trade receivables	3,20,154.32			3,20,154.32	3,20,154.32	-	-	3,20,154.32
Cash and cash equivalents	-	-	17,460.74	17,460.74	-	-	17,460.74	17,460.74
Other Bank Balances	-	-	1,17,536.16	1,17,536.16	-	-	1,17,536.16	1,17,536.16
Other Current Financial Assets			-	-			-	-
	-	**-**	**21,441.05**	**21,441.05**	**-**	**-**	**21,441.05**	**21,441.05**
	3,20,154.32	**6,22,562.66**	**1,59,544.23**	**11,02,261.21**	**3,20,154.32**	**-**	**7,82,106.89**	**11,02,261.21**
Financial liabilities								
Non Current								
Lease Liabilities	-	-	-	-	-	-	-	-
Current								
Trade and other payables	-	-	4,432.12	4,432.12	-	-	4,432.12	4,432.12
Other Current Financial Liabilities	-	-	19,658.87	19,658.87	-	-	19,658.87	19,658.87
	-	**-**	**24,090.99**	**24,090.99**	**-**	**-**	**24,090.99**	**24,090.99**

* Note: Includes investment in equity instruments of Subsidiary and Associate Company which are valued at cost.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: FINANCIAL INSTRUMENTS (Contd.)

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows.	A 1% increase or decrease in the estimated discounted cash flow of the Company is not likely to have any significant impact on the fair valuation of the equity instruments.
	Market Comparable Method (MCM)	The market price of comparable companies or businesses that are available in the public domain serve as a good indicator. These comparable reflects industry trends, business risk, market growth etc.	An average of the performances of the comparable companies/ businesses with relatively larger sample size reduces the risk of having a significant impact on the fair valuation of the equity instruments.
Investment in preference shares of private limited companies	Discounted cash flow (DCF) method	Future estimated free cash flows available to the equity holders. This method takes into account the inherent strength of the business to generate cash flows.	A 1% increase or decrease in the estimated discounted cash flow of the Company is not likely to have any significant impact on the fair valuation of the preference instruments.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 39: FINANCIAL INSTRUMENTS (Contd.)

Level 3 fair values

Reconciliation of Level 3 fair values.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Particulars	Total
Opening Balance(April 01, 2021)	**4,75,613.27**
Gain/(loss) recognised in OCI (unrealised)	1,29,097.48
Purchases	18,917.81
Less: Sale of Investments	709.04
Less: Redeemable Preference shares reclassified to Current Investments	356.86
Closing Balance (March 31, 2022)	**6,22,562.66**
Opening Balance(April 01, 2022)	6,22,562.66
Gain/(loss) recognised in OCI (unrealised)	(2,55,486.91)
Purchases	45,596.10
Provision for diminution in value of Investments	20,032.62
Loss on sale of investments	16.28
Less: Sale of Investments	2,241.37
Less: Equity shares reclassified to Current Investments	272.48
Add: Redeemable Preference shares reclassified to Non-Current Investments	356.86
Less: Share of loss in associate	2,150.00
Closing Balance (March 31, 2023)	**3,88,315.96**

Note 40: FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since it has no borrowings.

(ii) Management of price risk:

The Company invests its surplus funds in various unlisted equity and preference shares. Investments in unlisted equities and preference shares are susceptible to market price risk, arising from changes in availability of future free cash flow which may impact the return and value of the investments. The Company mitigates this risk by periodically evaluating the performances of the investee Company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits and periodic monitoring of the exposures. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2023 and March 31, 2022 as below:

(₹ in '000)

Particulars	Currency	March 31, 2023	March 31, 2022
Financial assets			
Trade receivables	GBP	4,680.17	1,721.50
	USD	4,625.57	23,888.34
		9,305.74	**25,609.84**
Trade payables	GBP	1,350.56	432.21
	SGD	550.47	-
		1,901.03	**432.21**

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

The following significant exchange rates have been applied during the year:

Particulars	Spot rate as at	
	March 31, 2023	March 31, 2022
UK Pound INR	0.010	0.010
US Dollar INR	0.012	0.013
SG Dollar INR	0.016	0.018

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD at March 31, 2023 and March 31, 2022 would have affected the measurement of financial instruments denominated in USD and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in '000)

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2023		
5% movement		
UK Pound Vs INR	166.48	(166.48)
US Dollar Vs INR	231.28	(231.28)
SG Dollar Vs INR	(27.52)	27.52
	370.24	**(370.24)**

(₹ in '000)

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2022		
5% movement		
UK Pound Vs INR	64.46	(64.46)
US Dollar Vs INR	1,194.42	(1,194.42)
SG Dollar Vs INR	-	-
	1,258.88	**(1,258.88)**

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in unlisted securities, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Other receivables consist primarily of security deposits, advances to employees and other receivables. The risk of default is assessed as low.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements as prescribed by the Board. The Company monitors the financial strength of its counter parties and adjusts its exposure accordingly.

Credit risk on cash and cash equivalents is assessed as low risk as the Company does not have any deposits and the entire amount represents balance in current account with banks.

Credit risk for trade receivables is evaluated as follows:

Expected credit loss for trade receivables and unbilled revenue under simplified approach..

As at March 31, 2023

(₹ in '000)

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	24,420.67	23,136.03	47,556.70
Expected credit loss rate	9.89%	24.77%	17.13%
Expected credit loss (provision for credit loss)	(2,416.05)	(5,731.20)	(8,147.25)
Carrying amount of trade receivables	**22,004.62**	**17,404.82**	**39,409.44**

As at March 31, 2022

(₹ in '000)

Trade Receivables	Overdue for a period of less than a year	Overdue for a period of more than a year	Total
Gross carrying amount	37,487.95	7,731.51	45,219.46
Expected credit loss rate	58.76%	74.13%	61.39%
Expected credit loss (provision for credit loss)	(22,027.52)	(5,731.20)	(27,758.72)
Carrying amount of trade receivables	**15,460.43**	**2,000.31**	**17,460.74**

Management believes that the unimpaired amounts are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

Trade Receivables Impairments

(₹ in '000)

Particulars	Total
Balance as at March 31, 2021	**6,320.41**
Receivables considered doubtful	23,023.68
Foreign exchange translation on receivables considered doubtful	-
Amount written-off	(1,585.37)
Balance as at March 31, 2022	**27,758.73**
Balance as at April 01, 2022	**27,758.73**
Receivables considered doubtful	2,416.05
Foreign exchange translation on receivables considered doubtful	1,936.54
Amount written-off	(23,964.06)
Balance as at March 31, 2023	**8,147.26**

C. Management of Liquidity Risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system in place.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments:

Particulars	Contractual cash flows					
	Carrying amount	Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
March 31, 2023						
Non-derivative financial liabilities						
Trade and other payables	4,630.13	4,630.13	4,630.13	-	-	-
Other Financial Liabilities	28,561.68	28,561.68	28,561.68	-	-	-
Lease Liabilities	39,219.91	42,914.05	19,463.90	20,340.86	3,109.29	-

Notes to the Consolidated Financial Statements
as at and for the year ended March 31, 2023 (contd.)

Note 40: FINANCIAL RISK MANAGEMENT (Contd.)

Particulars	Contractual cash flows					
	Carrying amount	Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
March 31, 2022						
Non-derivative financial liabilities						
Trade and other payables	4,432.13	4,432.13	4,432.13	-	-	-
Other Financial Liabilities	19,658.87	19,658.87	19,658.87	-	-	-
Lease Liabilities	-	-	-	-	-	-

Note 41: SEGMENT REPORTING

Operating Segment

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from software development services	1,47,420.60	80,548.23

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108.

-Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of software development services. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

Revenues of ₹ 70,470.19 (₹ In '000) (March 31, 2022; ₹ 62,292.56 (₹ In '000)) are derived from three customers (March 31, 2022; four customers) who individually contributed more than 10% of the Company's total revenue from software development services.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 41: SEGMENT REPORTING (Contd.)

Geographical segment

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue for software development services;		
- India	98,107.14	40,800.78
- Outside India	49,313.45	39,747.45
	1,47,420.60	**80,548.23**

There are no Non-Current Assets located outside India. All the assets of the Company are located in India.

Note 42: OPERATIONS CARRIED OUT BY THE COMPANY

The principal business of the Company is to provide technology services and solutions, the Company does not fall into the definition of Non-Banking Finance Company as per the Reserve Bank of India Act, 1934.

Note 43:

I. Additional Information, as required under Schedule III of Companies Act, 2013, of enterprises consolidated as Subsidiaies and Associates

No	Name of the Enterprise	Year ended March 31, 2023						Year ended March 31, 2022					
		Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Share in Other Comprehensive Income (OCI)		Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Share in Other Comprehensive Income (OCI)	
		As a % of consolidated Net Assets	₹ in '000	As a % of consolidated Profit & Loss	₹ in '000	As a % of consolidated OCI	₹ in '000	As a % of consolidated Net Assets	₹ in '000	As a % of consolidated Profit & Loss	₹ in '000	As a % of consolidated OCI	₹ in '000
I	Parent												
	Xelpmoc Design and Tech Private Limited	95.35%	6,40,221.06	85.72%	(1,37,471.00)	99.94%	(2,17,768.69)	94.63%	9,19,583.52	100.03%	(1,28,375.58)	100.00%	1,07,272.30
II	Subsidiary (held directly)												
	Signal Analytics Private Limited	7.44%	49,979.70	1.53%	(2,460.69)	0.00%	-	5.40%	52,440.40	-0.29%	376.56	0.00%	-
	Xelpmoc Design and Tech UK Private Limited	0.17%	1,146.57	7.01%	(11,237.97)	0.00%	-	-0.03%	(266.07)	0.22%	(275.99)	0.00%	-

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 43: I. Additional Information, as required under Schedule III of Companies Act, 2013, of enterprises consolidated as Subsidiaries and Associates (Contd.)

No	Name of the Enterprise	Year ended March 31, 2023						Year ended March 31, 2022					
		Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Share in Other Comprehensive Income (OCI)		Net Assets (Total assets minus total liabilities)		Share in Profit and loss		Share in Other Comprehensive Income (OCI)	
		As a % of consolidated Net Assets	₹ in '000	As a % of consolidated Profit & Loss	₹ in '000	As a % of consolidated OCI	₹ in 000's	As a % of consolidated Net Assets	₹ in '000	As a % of consolidated Profit & Loss	₹ in '000	As a % of consolidated OCI	₹ in '000
III	Subsidiary (held indirectly)												
	Soultrax Studios Private Limited	2.01%	13,490.94	4.68%	(7,506.16)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
IV	Associate												
	Xperience India Private Limited			1.34%	(2,150.00)								
	Madworks Venture Private Limited	0.00%	-	0.00%		0.00%	-	0.00%	-	0.05%	(68.21)	0.00%	-
	Adjustements arising out of consolidation	-5.89%	(39,531.88)	-2.21%	3,543.82	0.06%	(132.25)	0.00%	0.01	0.00%	(0.00)	0.00%	-
	Non-Controlling interests in subsisdiaries	0.91%	6,128.55	1.93%	(3,096.83)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
			6,71,434.95		**(1,60,378.83)**		**(2,17,900.93)**		**9,71,757.86**		**(1,28,343.22)**		**1,07,272.30**

Note:

During the year ended March 31, 2023 Xelpmoc Design and Tech Limited subscribed to 43% of the share capital of Xperience India Private Limited.

During the year ended March 31, 2023 Signal Analytics acquired 54.57% of equity shares of Soultrax Studios Private Limited.

II. Investment in Subsidiary, Associates

The group's interest in associate is accounted for using the equity method in the consolidated financial statements. The financial statements of the subsidiary, a group Company is consolidated on a line-by-line basis and intra-group balances and transactions are eliminated upon consolidation.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

The following table illustrate the summarised financial information of the Group's investment in subsidiary and Associate:

(₹ in '000)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Subsidiary	Associate	Subsidiary	Associate
Summarised Balance sheet				
Current assets	43,839.35	5,858.77	53043.42	-
Non-current assets	24,729.65	9,379.08	-	-
Current liabilities	3,951.78	17,322.99	809.33	-
Non-current liabilities		-	59.76	-
Equity	**64,617.22**	**(2,085.15)**	**52,174.33**	**-**
Proportion of group ownership	91%	43.00%	100%	0.00%
Group share in equity	58,488.66	(896.61)	52,174.33	-
Goodwill on acquisition	8,930.40	-	13.73	-
Loss absorbed	(32,632.04)	896.61	(51,178.09)	-
Carrying amount of investments	**34,787**	**-**	**1,010**	**-**

Note 44: COMMITMENTS AND CONTINGENCIES

(₹ in '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Commitments (to the extent not provided for)		
Commitment for Investment in Common Stock of Mayaverse Inc	2,071.04	-
Purchase of Capital assets	-	487.27

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Note 45: EVENTS AFTER THE REPORTING PERIOD

There were no events that occurred after the reporting period i.e. March 31, 2023 upto the date of approval of financial statements that require any adjustment to the carrying value of assets and Liabilities.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 46: RATIO ANALYSIS

Sr. No.	Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% Change	Reasons for Variance
1	Current Ratio	Current Asset	Current Liabilities	6.35	16.94	-63%	Decrease in current assets due to Utilisation of Preferential Allotment funds for working capital purposes.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	-	-	N.A.	No Debt during the year.
3	Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after tax + Non-Cash Operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	(11.58)	-	-100%	Relates to Interest cost on lease liability. There was no interest cost on lease liability in previous year.
4	Return on Equity Ratio	Net Profit after tax - Preference Dividend	Average Shareholder's Equity	(0.20)	(0.16)	19%	The Company has incurred loss during the year.
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	N.A.	N.A.	N.A.	N.A.
6	Trade Receivable turnover ratio	Net Credit Sales = Gross Credit Sales - Sales returns	Average Trade Receivable	5.18	3.44	51%	Mainly due to increase in Revenue during the year.
7	Trade Payable turnover ratio	Net Credit Purchase = Gross Credit Purchase - Purchase returns	Average Trade Payables	27.70	27.86	-1%	No significant deferment of the payment during the year.
8	Net Capital Turnover Ratio	Net Sales = Total Sales - Sales Return	Working Capital = Current Assets - Current Liabilities	0.49	0.18	177%	Due to increase in revenues and reduction in working capital.
9	Net Profit Ratio	Net Profit	Net Sales = Total Sales - Sales Return	(1.09)	(1.59)	-32%	On account of increase in Loss during the year.
10	Return on Capital Employed Ratio	Earning before interest and tax	Capital employed = Tangible Networth + Total Debt + Deferred Tax	(0.15)	(0.14)	12%	On account of increase in Loss during the year.
11	Return on Investment	Interest (Finance Income)	Investments	0.05	0.04	39%	Due to increase in both investment and the mutual funds redemption values.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

Note 47: RECENT PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 01, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Note 48: SUBSIDIARIES

During the year, the Board of Directors reviewed the affairs of the subsidiaries, in accordance with Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended in the Board's report.

Note 49: DISCLOSURE AS PER SCHEDULE III OF THE COMPANIES ACT, 2013

i) The Company doesn't hold any immovable properties during the year.

ii) The Company does not have any benami properties. There are no proceedings initiated or pending against the Company for holding Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules thereunder.

iii) The Company doesn't hold any Investment property hence the fair value of investment property (as measured for disclosure purposes in the financial statements) based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

iv) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

v) The Company has not revalued its intangible assets hence the revaluation based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

vi) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

vii) The Company is not declared as a 'wilful defaulter' by any bank or financial institution or other lender, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

viii) The Company does not have any transactions and there are no outstanding balance with struck off companies under section 248 of Companies Act 2013 or section 560 of Companies Act 1956.

ix) There is no charges or satisfaction yet to be registered with Registrar of Companies (ROC).

x) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

Notes to the Consolidated Financial Statements

as at and for the year ended March 31, 2023 (contd.)

xi) The Company has not borrowed funds from Banks or Financial institutions, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

xii) The Company has not invested (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies) including Foreign entities (Intermediaries), hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

xiii) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

xiv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entity(ies) (intermediaries) with the understanding that the intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries); or

b) provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

xv) The Company has not received any fund from any other person(s) or entity(ies), including foreign entity(ies) (funding party) with the understanding (whether recorded in writing or otherwise) that the funding party shall:

a) directly or indirectly lend or invest in other persons or entities indentified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries); or

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

xvi) The Company has no such transactions which are not reported in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme and the Company also has no such previously unrecorded income and related assets which needs to be recorded in the books of account during the year.

xvii) The Company is not covered under section 135 of the Companies Act, 2013 in the current Financial year, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

xviii) The Company has not traded or invested in crypto currency or virtual currency, hence the additional disclosure in terms of the amendments to Schedule III of the Company Act, 2013 is not applicable.

The accompanying notes 1 to 49 form an integral part of Consolidated financial statements.

For JHS & Associates LLP
Chartered Accountants
Firm Registration No.: 133288W/W100099

For Xelpmoc Design and Tech Limited

CA. Huzeifa Unwala
Partner
Membership No.: 105711
Place: Mumbai
Date: May 30, 2023

Sandipan Chattopadhyay
Managing Director and
Chief Executive Officer
DIN: 00794717
Place: Hyderabad
Date: May 30, 2023

Srinivas Koora
Whole-Time Director and
Chief Financial Officer
DIN: 07227584
Place: Hyderabad
Date: May 30, 2023

Jaison Jose
Whole-Time Director
DIN: 07719333
Place: Mumbai
Date: May 30, 2023

Vaishali Kondbhar
Company Secretary
Place: Mumbai
Date: May 30, 2023

XELPMOC DESIGN AND TECH LIMITED
#17, 4th Floor. Agies Building, 1st A Cross,
5th Block, Koramangala, Bengaluru - 560034

TIL Advisors Product