



Edvenswa Enterprises Limited

(Formerly Known as KLK Electrical Limited)

CIN: L72300TS1980PLC176617

To,
The General Manager
Corporate Relations Department,
BSE Limited, PJ Towers,
Dalal Street, Mumbai-400001.

Date:09/09/2023

**Sub: Submission of Annual Report along with Notice of 42nd Annual General Meeting (AGM) of the Company for the financial year 2022-2023.
Scrip Code-517170**

Pursuant to Regulation 30 and 34 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find the enclosed herewith the Notice convening 42nd Annual General Meeting of members of Edvenswa Enterprises Limited (Formerly KLK Electrical Limited) (the Company) is scheduled to be held on 30th September 2023 at 10:00 A.M (IST) through Video Conferencing (VC)/ Other Audio-Visual Means(OVAM) and Annual Report for the Financial Year 2022-2023. The same is made available on www.edvenswa.com

Thanking You,
For Edvenswa Enterprises Limited

HimaBindu.Dulipala
Company Secretary
(MNO-A-35703)

HIMABINDU Digitally signed by
DULIPALA HIMABINDUDULIPALA
Date: 2023.09.09
16:20:08 +05'30'

Edvenswa Enterprises Limited
(Formerly KLK Electrical Limited)

42nd
ANNUAL GENERAL MEETING
2022-2023

EDVENSWA ENTERPRISES LIMITED

Board of Directors

Shri. U.Sreenivasa Sreekanth	Chairman and Managing Director
Shri. Y.Ramesh Reddy	Wholetime Director
Smt. N.Srivani	Independent Director(Woman Director)
Shri. G.Jayachand	Independent Director
Shri. A.Ravikanth	Independent Director

Auditors:

M/s. Anant Rao & Mallik
Chartered Accountants
Hyderabad

Secretarial Auditors:

B S S & Associates

Company Secretaries
Office: Parameswara Apartments
6-3-626, 5th Floor, 5 - A, Anand Nagar,
Khairatabad, Hyderabad - 500004.

Registered Office:

Edvenswa Enterprises Limited (KLK Electrical Limited)

Plot No. 85, Shop No. 14th Street, Ganesh Avenue,
Shakthi Nagar, Chennai - 600 116

Share Transfer Agency:

Aarathi Consultants Private Limited

1-2-285, Domalguda
Hyderabad - 500 029.
Email: info@aarathiconsultants.com

Listing Stock Exchange — Bombay Stock Exchange

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the members of M/s Edvenswa Enterprises Limited (Formerly KLK Electrical Limited) will be held on Saturday, the 30th day of September, 2023 at 10:00A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. **To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheets as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.**

To Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT the Audited Standalone and Consolidated Statements of the Company for the Financial Year ended 31st March 2023, and the Reports of the Auditors and Board of Directors thereon as circulated to the members, be Considered and adopted"

2. **Re-appointment of Mr.Uppuluri Sreenivasa Sreekanth (DIN-01275332) who retires by Rotation and being eligible, offers himself or re-appointment.**

To Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Mr.Uppuluri Sreenivasa Sreekanth (DIN-01275332), Who retires by rotation being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company"

Pursuant to Secretarial Standard 2 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Brief profile of Mr.Uppuluri Sreenivasa Sreekanth is enclosed herewith.

Special Business:

3. **Sub-division (Stock Split) of Equity Shares of the Company for Rs.10/- (Rupees Ten Only) each Rs.1/- (Rupee One Only) each**

To Consider and if thought fit, to pass with or without modifications (s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT Pursuant to the Provisions of Section 61 and other applicable provisions, If any of the Companies Act 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, Consent(s), permission(s), sanction(s), if any, as may be necessary from appropriate Statutory authority(ies), the consent of shareholders if hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs. 10/- (Rupees Ten only) each be sub-divided in 10 (Ten) Equity Shares having nominal value of Rs. 1/- (Rupee One Only) each fully paid-up.

"RESOLVED FURTHER THAT pursuant to sub-division of equity share of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of Nominal Value of Rs. 10/- shall Stand sub-divided into 10 Equity shares of Nominal Value of Rs.1/- each subject to BSE approval"

"RESOLVED FURTHER THAT upon subdivision as aforesaid, the existing share certificates of the face value of Rs.10/- each in physical form shall deemed to have been automatically cancelled and be of no effect on and effect

from the Record date (to be decided by the Board of Directors) and the Company may without requiring the surrender of old share certificate, subject to the provisions of Companies (share capital & debentures) rules 2014 and in the case of equity shares held in the dematerialised form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the share holders in the depository participants in lieu of the existing credits representing the equity shares of the company before sub-division.

“RESOLVED FURTHER THAT Mr. Uppuluri Sreenivasa Sreekanth the Chairman and Managing Director of the Company and/or Mr.U.Krishna Murthy Chief Financial Officer of the Company be and are by Jointly/Severally authorized to do all the acts, perform and execute all deeds, matters and things that may be necessary, expedient to give effect to this resolution but not limited to fixing of record date as per Listing requirements of Stock Exchange and Depositories and/or any other relevant Statutory authority, if any regarding cancellation or rectification of existing physical shares in lieu of the old share certification and matters connected thereto”

4. **Alteration of Memorandum of Association:**

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

“RESOLVED THAT Pursuant to the provisions of section 13 and other applicable provisions if any, of the Companies Act, 2013, the consent of shareholders be and is hereby accorded to alter the Memorandum of Association.

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following.

“The Authorized Capital of the Company is Rs. 20,00,00,000 (Twenty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs.1/- (Rupees One) each.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board) or any person authorized by the Board to take steps as may be necessary and to execute all deeds applications and documents and writing that may be required and generally do all acts, deeds, matters and things that may be necessary, proper, expedient, incidental for the purpose of giving effect to the above resolution(s) on behalf of the Company.

5. **Alteration of Object Clause of Memorandum of Association of the Company.**

To Consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT Pursuant to the Provisions of 4, 13, 15 and other applicable provisions if any, of the Companies Act 2013 read with the applicable rules made thereunder, including any statutory modification(s) or re-enactment thereto for the time being in force, and subject to approval of Statutory authorities, the consent of members be and is hereby accorded to alter, amend, add and delete in the Clause 3(a) of the Main Objects of Memorandum of Association of the Company shall read as follows.

To delete existing Clauses 3(a) from 1 to 10 and replace it with the below mentioned clauses.

Clause 3(a) of the Objects Clause of the Memorandum of Association of the Company be titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”

1. To establish, provide and perform all kinds of Software development and support services including providing Consultancy Services in the field of information Technology, systems engineering, related technical and commercial consulting services.

2. To Carry on the Business of UX/UI design Development, Rapid Prototyping, Enterprise application engineering, Software Quality Assurance, Social /Mobile application development, Application, Integration, maintenance and Migration services, Cloud development, Extended Research and Development partnering
3. To provide in India/elsewhere products related to Employee Portal Tracking with tasks and timesheets, Mobile applications relating to sports, schools.
4. To Carry on the business solutions regarding Data management and application integration, mobile application development and integration, analytics, data science, robotic process automation, business process automation, Big data process,, process automation, workflow automation, artificial Intelligence, machine learning techniques etc.
5. To provide supporting services to startups such as commercialization of Ideas, Proto typing and Piloting stages for start-ups, equipping the startups with skills, space and resources required for flourishing the idea for startups.
6. To setup, own and/or operate hardware systems and servers, data centres for global customers and also for inhouse software producsts and services.
7. To also provide services such as training, Business Coaching, business planning, idea validation, market assessment, space, business strategy, concept development, tools, testing, prototyping, test-marketing, engineering, marketing and sales services, tools, testing, test marketing, networking and customer support.

MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE

To delete existing Clauses 3(b) from 1 to 24 and replace it with the below mentioned clauses.

1. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
2. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.
3. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
4. To enter into arrangement for rendering and obtaining technical service and/ or technical collaboration and/ or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporates, whether in or outside India.
5. To take or otherwise acquire or hold shares in any other Company having objects altogether or in part similar to those of this Company.

6. To use trademarks, names or brands for the products and goods of the Company and to adopt such means of making known the business and/or products of the company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, circulars, by opening stalls, exhibitions and by publication of books, periodicals distributing samples and granting prizes, rewards and donations.
7. To buy, sell, manufacture, rent, hire, lease, import, export, howsoever such machines, machine tools, jigs, moulds tools and dies, instruments, equipments and appliances, implements and all things capable or being used in connection with the business of the Company and to dispose of or deal with them howsoever as the company thinks fit in the interest of the Company.
8. To train or to pay for the training in India or abroad of any apprentice, technical or professional hand skilled or unskilled labour or any other persons either in the present or likely to be in the employment of or engaged or likely to be engaged in rendering any services to the Company, to its customers or associates, which training in the opinion of the Company is likely to benefit the Company in its day to day working, knowledge, management, administration, including research either in the field or in the laboratories.
9. To carry on the business of Designing, Developing, Manufacturing Computer Software and to Market in India or Abroad and to provide Data Processing Services of all kinds including Computer Consultancy, Systems Analysis, Programming and Computer Maintenance in India or Abroad.
10. To carry on and to undertake and execute any contract involving Computerised Information Systems, Feasibility Studies, Turnkey Projects, know how, Research and Development, Training, Recruitment, Systems Development, Software and Hardware Development, Market, Research, Surveying and Survey Data Analysis, Reorganisation of Management, Financial Management, Operations Research and Real Time Applications, Time Sharing Business Applications, Industrial Engineering Applications, Process and Process Control.
11. To carry on the business of to undertake and execute any contract involving Computerised Information Systems, Feasibility Studies, Turnkey Projects, know how, Research and Development, Training, Recruitment, Systems Development, Software and Hardware Development, Market, Research, Surveying and Survey Data Analysis, Reorganisation of Management, Financial Management, Operations Research and Real Time Applications, Time Sharing Business Applications, Industrial Engineering Applications, Process and Process Control.
12. To carry on the business of Developing, Providing Services, Training, Buying, Selling, Exchanging, Altering, Importing & Exporting, Letting on Hire, Distributing or Dealing in all kinds of and Description of Computer Communication Software and Hardware.
13. To carry on the business of Servicing, Buying, Selling, Exchanging, Altering, Importing and Exporting, Letting on Hire, Distributing, or Dealing in all kinds of and descriptions of Computer Communication Hardware and all other Types and Ranges of Computer Components, Consumables, Stationery Peripherals, Spare Parts, Stores and Accessories, Fittings and Appliances, Apparatus of all kinds and all Things Capable of being used therewith or in the Manufacturing and Maintenance for working there of Respectively.
14. To carry on and to Design, Develop, Manufacture Communication Software and Hardware for Domestic and Export Markets, and to provide Cable, Mobile, Satellite, Telecommunication Services by Binding for Government Telecommunication Contracts and also to provide Online Services, Internet and Internet Services across the Global for Customers in India or Abroad.

15. To Carry on the business of designing, developing, manufacturing, marketing, exporting, importing, trading, specialization, distribution and research in all types of computer software in all areas including Management Information Systems, database Services, Industrial Applications, Bio Informatics, Health, Office Systems, Desktop Publishing, Communications, Including Telecommunication, CAD, CAM, Animation, operating Systems, Utilities, e-Care, e-Business, Enterprise Application Integration (EAI) and all other emerging technologies & developments.
16. To render consultancy services and training in the field Software, Information and Data Processing, Communications, Operations, Research and Technical services in the above field and to carry on Web, Internet base business by specializing in distribution applications through centrally hosted servers for the Verticals. And to carry on the business of specialization in Vertical markets like Health, biotech, GIS, etc.,
17. To enter into agreements with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and 2 manufacturing in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.
18. To apply for and obtain any order of Central / State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
19. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the main objects of this Company.
20. To do all such other things as are incidental to or conducive to the attainment of the above main objects or any of them or which may conveniently be carried on and done in connection there with or which may be calculated directly or indirectly to preserve or enhance the value of or render profitable or marketable any business or property of the Company.

“RESOLVED FURTHER THAT any of the directors and/or the Key Managerial Personnel of the Company be and hereby severally authorized to do all the acts, deeds, matters and things and as may be deemed proper, necessary or expedient, including filing the requisite forms with submission of documents with any other authority for the purpose of giving effect to the resolution and matters connected thereto”

For and on behalf of the Board of
Edvenswa Enterprises Limited

Sd/-

U. Sreenivasa Srekanth
Chairman & Managing Director
DIN-01275332

Date: 06-09-2023
Place: Hyderabad

Notes:

- 1) In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs ("MCA") read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 30.09.2023 without physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM shall be deemed to be the registered office of the Company.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with M/s Aarathi Consultancy Private Limited and Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 4) In compliance with the above mentioned MCA Circulars and SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s). Members may note that the Notice of AGM and Annual Report 2022-23 will also be available on the Company's website [www.https://www.edvenswa.com/#/annualreports](https://www.edvenswa.com/#/annualreports), website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.
 1. Members holding shares in physical mode and who have not updated their email addresses with the company are requested to update their email addresses by writing to the company at himabindu@edvenswainc.com or aarhiconsultants@gmail.com along with the copy of the signed request letter mentioning the folio no. name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register or update their email addresses with the relevant Depository Participant.
 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of the notice.

3. This AGM Notice and Annual report 2022-2023 is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company and Members who have not registered their email address as on 1st September 2023 are requested to update the email ids with Company/RTA/ Depository participants respectively and send an email from the registered email id to the Company/RTA/ himabindu@edvenswainc.com and aarthiconsultants@gmail.com for receiving the Notice of AGM and Annual Report 2022-2023 Any persons who acquire shares and become members of the company after cut-off date i.e. 1st September 2023 and continues to be a member as on dispatch of Notice of AGM and Annual Report 2022-23 will be available on the Company's website www.edvenswa.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com or they may send an email requesting for the same by mentioning their folio no and details to company himabindu@edvenswainc.com / aarthiconsultants@gmail.com
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. \
5. Corporate Members intending to send their authorized representatives to attend the meeting through VC/ OAVM are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the himabindu@edvenswainc.com
6. The Registrar and Share Transfer Books of the Company will remain Close from 23rd September 2023 (Saturday) to 29th September 2023 (Friday) both days inclusive for the Annual General Meeting.
7. The Company has appointed Mrs. Renuka as the scrutinizer to the e-voting process and to conduct e-voting at the AGM in fair and Transparent manner.
8. Shareholders are requested to furnish their e-mail addresses to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in demat form, the email addresses of the shareholders registered with the DP and made available to the Company shall be the registered email ID unless communication is received to the contrary.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Aarthi consultants private limited
10. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
11. The remote e-voting period commences vide on 27th September, 2023 at 9.00 A.M and ends on 29th September, 2023 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut-off date of Friday, 22nd September, 2023 may cast their vote electronically. The CDSL will disable E voting facility after the expiry of remote e-voting period. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
12. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on the cut -off date.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS: CDSL e-Voting System - For Remote e-voting and e-voting during AGM.

- 1 As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. And 30th September 2023 The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- 2 The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 3 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 4 Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
- 5 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company www.edvenswa.com
- 6 The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 7 The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/ EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. The voting period begins on Wednesday, 27th September 2023 at 9:00 am and ends on Friday, 29th September 2023 5:00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September 2023 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

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

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

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

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

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

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

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

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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address himabindu@edvenswainc.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Ten Days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Ten Days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

11. As per the above instructions, any shareholder as on cut-off date that is 22nd September 2023, who require sequence number may please contact the company by sending an email to himabindu@edvenswainc.com or our Registrar and Transfer Agents Aarthi consultants Private limited by sending an email to aarthiconsultants@gmail.com.
12. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
13. Mrs. Renuka Practicing Company Secretary, Hyderabad has been appointed as the scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
14. The E-voting facility is provided for voting on resolutions given in the Notice of AGM on the day of AGM to Shareholders, who have not voted during the remote e-voting period i.e., from 27th September, 2023 to 29th September, 2023. The shareholders who have already voted prior to the meeting date will not be allowed to vote again at the AGM.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.edvenswa.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
17. Pursuant to section 72 of the Act, shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the

company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20 April 2018.

EXPLANATORY STATEMENT **(Pursuant to section 102 of the Companies Act, 2013)**

Item No. 3

The Equity Shares of Your Company are listed on the Bombay Stock Exchange.

In order to improve the liquidity of the Company 'share at the Stock Exchange with higher Floating Stock in numbers and in order to make it more affordable to retail investors, the Board of Directors of the Company (the Board) at its meeting held on 30th May 2023 has recommended that it is desirable to sub-divide (Split) the nominal value of each Equity share having a present face value of Rs.10/- (Rupees Ten only for share) in to 10 (Ten Equity shares) of Rs. 1/- each, subject to the approval of the members and all concerned Statutory Authority(ies).

The Shareholders may please note that presently the nominal value of each Equity Share of the Company is Rs.10/- (Rupees Ten only) per share and consequent upon sub-division it is being divided into 10 (Equity Shares) of Rs. 1/- each. The date on which the sub-division would become effective will be decided by the Board after obtaining Shareholders approval, which will be notified through Stock Exchanges.

As per Section 61 of the Companies Act 2013, approval of the Shareholders are required for Sub-division of Shares. Therefore, the said resolution is being put up before you approval.

Your directors recommend the above resolution for your approval.

None of the Directors of the Company are in any way interested in the resolution, except of their shareholding and the shareholding of the relatives of the Company.

Item No. 4

The Existing Clause V of Memorandum of Association of the Company Specifies the present Authorized Share Capital of Your Company. In view of sub-division the nominal value of Equity Shares from Rs. 10/- (Rupees Ten Only) per Share to Rs. 1/- (Rupees One Only) per Share. The present Clause V of the Memorandum of Association is Required to be altered to reflect the sub-division of the shares.

As per the provisions of the Section 13 of the Companies Act 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is put before the shareholders for the approval on the same.

Your Directors recommend the above resolution for your approval.

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None of the Directors of the Company are in any way interested in the resolution, except to the extent of their shareholding and shareholding of the relatives in the Company .

Item No. 5

In order to make the main object clause of the Memorandum of Association (MOA) Comprehensive and to include objectives inline with companies Business, it is proposed to replace all the existing objects in the main objects clause of the Memorandum of Association of the Company. Therefore, there is need to alter the present objects by replacing new sub clauses 1 to 7 in place of existing sub clauses 1 to 10 and deleting all the existing Main objects of the company.

Further in order to pursue the main objects, matters which are necessary for furtherance of objects are to be amended, therefore the deletion of previous clauses and addition new Clauses from point 1 to 20.

To enable the company to carry on its business of Information Technology and services such as software and Consulting, it is proposed to amend the Main objects of the Company as stated in the resolution. The Board has approved the alteration of Object clause of MOA and now seeks approval of members through Special Resolution pursuant to the provision of Section 13 of the Companies Act 2013.

All the Directors and other Key Managerial Personnel of the Company and other Key Managerial Personnel of the Company and their respective relatives are in anyway concerned or interested either directly or indirectly in passing of the said Resolution save and except to the extent of their respective interest as shareholders of the Company.

The Board sets out the resolution for approval of shareholders as Special Resolution.

For and on behalf of the Board of
Edvenswa Enterprises Limited

Date: 06-09-2023
Place: Hyderabad

Sd/-
U. Sreenivasa Sreekanth
Chairman & Managing Director
DIN-01275332

**Information as required under Regulation 36 sub section 3 of SEBI
(Listing Obligations and Disclosure Requirements) Regulation 2015.**

Name of Director & DIN	Date of Birth & Age	Date of first Appointment	Terms and conditions of appointment or re-appointment	Remuneration sought to be paid	Remuneration last drawn (Rs. in Lakhs)	a brief resume, Expertise in specific Functional areas	Qualifications	Share-holding in the Company	No. of Board Meetings Attended	List of listed Companies in which Directorships held *	disclosure of relationships between directors inter-se	Chairman/ Member of the Committee of the Board of other listed Companies in which he is a Director *
Mr.Uppluri Sreenivasa Sreekanth DIN-01275332	28-05-1976 47 Years	27-09-2022	NIL	NIL	NIL	Mr. Sreenivasa Sreekanth Uppuluri is Graduate in Btech from National Institute of Technology and has more than two decades of experience in Project Management. He is Co-founder of Virinchi Limited and also was an Principal Incubation lead and co-founder of Incub 8 Ventures.	Bachelor of Technology from National Institute of Technology	9500000	12	NIL	MD & CFO are related	NIL

DIRECTORS' REPORT

To the Members,
Edvenswa Enterprises Limited
(Formerly KLK Electrical Limited)

Your directors have pleasure in presenting the 42nd Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March, 2023.

1. Financial performance:

The standalone and consolidated financial results for the period ended 31st March, 2023 are given below:

Particulars	Standalone		Consolidated	
	2022-2023	2021-2022	2022-2023	2021-2022
Total Revenue	85.19	151.69	5181.36	3906.40
Profit before tax	10.43	137.10	642.28	395.32
Provision for Taxation	5.10	7.13	66.16	19.75
Net profit	5.33	129.97	576.12	375.57

(Amount in Lakhs, unless otherwise stated)

2. Overview & state of the company's affairs:

- a) **On Standalone Basis:** For the Financial Year 2022-2023, Your company recorded a total revenue of 85.19 Lakhs and Net profit of 5.33 Lakhs as compared to the previous year total revenue of 151.69 Lakhs and Net profit of 129.97 Lakhs.
- b) **On Consolidated Basis:** For the Financial Year 2022-2023, company recorded a total revenue of 5181.36 Lakhs and Net profit of 576.12 Lakhs as compared to the previous year of total revenue of 3906.40 Lakhs And Net profit of 375.57 Lakhs.

3. Dividend:

Keeping the Company's growth plans in mind, your Directors have decided not to recommend dividend for the financial year 2022-2023.

4. Transfer to reserves:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year under review.

5. Investor Relations:

The Company continuously strives for excellence in its Investor Relations engagement with International and Domestic investors through structured conference-calls and periodic investor/analyst interactions like individual meetings, participation in investor conferences, quarterly earnings calls and analyst meet from time to time, as

applicable. The Company ensures that critical information about the Company is available to all the investors, by uploading all such information on the Company's website.

6. Corporate Governance Report:

In Compliance with the Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations a separate report on Corporate Governance along with Certificate from Practicing Company Secretary on its compliance informs Integral Part of Board Report Annexure-

7. Significant & material orders passed by the regulators or courts or tribunals:

No significant or material orders have been passed against the Company by the Regulators, Courts or Tribunals, which impacts the going concern status and company's operations in future.

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

During the year under review, the following are the material changes occurred in the Company:

- a. The name of the Company has been changed from 'KLK Electrical Limited' to 'Edvenswa Enterprises Limited'
- b. The Registered Office of the Company has been shifted from the state of Tamil Nadu to the state of Telangana.

9. Transfer of un-claimed dividend to Investor Education and Protection:

There is no such amount of Un-paid or Unclaimed Dividend be transferred to Investor and Education and Protection Fund for the financial year ended 31st March, 2023.

10. Authorised Share Capital of the company:

The Authorised Share Capital of your Company was increased from Rs. 10,00,00,000 (Rupees Ten Crores only) to Rs. 20,00,00,000 (Rupees Twenty Crores only) during the year under review.

Consequent to the above, the Authorised Share Capital of your Company as on 31st March, 2023 stood at Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore only) Equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.

11. Paid-up capital

As on 1st April 2022, the Paid up of the Company is 86,50,000 shares of Rs.10/- each summing up to Rs. 8,65,00,000/- . During the year under review, the Company converted the Equity warrants and allotted 4,30,000 Equity shares to Mr. Y Ramesh Reddy on 5th November 2022.

On 21st July 2022, the Board of Directors of your Company approved to issue 1 Equity share for every one fully paid equity share for cash at an issue price of Rs 25/- per share (including Rs.15/- premium) (Right issue Price) for an amount aggregating to Rs. 22,70,00,000 on a right basis to eligible Equity shareholders of the Company as on the record date i.e. 7th February 2023 , to meet working capital requirements and general Corporate purposes, whereby proposing to increase the number of shares by (90,80,000+90,80,000) i.e., 1,81,60,000.

The Company has appointed Finshore Management Services Limited as the Lead Managers and Cameo Corporate Service Limited as Registrar to the Issue and Kotak Mahindra Bank as Banker to the issue, subsequently the Board of Directors at their meeting held on 23rd January, 2023 approved the issue period from 16th February to 8th March, 2023 and further extended it to 17th March, 2023.

The basis of allotment was approved on March 23, 2023 in consultation with BSE Limited, the Designated Stock Exchange and Cameo Corporate Service Limited.

The Board of Directors at their meeting held on 23rd March, 2023, allotted 90,80,000 Equity shares to the shareholders of the Company as on the record date fixed for the purpose of Rights issue and further obtained listing approval from BSE Limited as on March 24, 2023 and Trading approval as on 28th March, 2023.

12. Revision of financial statements:

There was no revision of the financial statements for the year under review.

13. Change in the nature of business, if any:

There has been no change in the nature of the Company during the year under review.

14. Deposits from public:

The Company has not accepted any public deposits during the Financial Year ended 31st March, 2023 and as such no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Since the Company has not accepted any deposits during the Financial Year ended 31st March 2023, there has been no non-compliance with the requirements of the Act.

15. Subsidiary companies:

The Board perused the announcement dated on the successful completion of the open offer process, resulting in change of ownership and management of the Company and invited the new management to take control of the Company under the guidance of Mr. Sreenivasa Sreekanth Uppuluri the Promoter of the Company.

The Company through its Open offer has acquired Edvenswa Tech INC as its 100% subsidiary.

The Company Edvenswa Tech INC., the subsidiary of Edvenswa Enterprises Limited through its Membership Interest Purchase Agreement on 20th January 2023, with existing shareholder Seltosoft LLC USA.

Accordingly, the Seltosoft LLC USA, Wholly Owned Subsidiary of Edvenswa Tech Inc., effective from 1st December 2022.

16. Performance of subsidiary company and its contribution to the overall performance of the Company during the period under report:

The company has consistently demonstrated impressive growth, with revenues steadily increasing year after year. Its commitment to innovation and customer satisfaction has solidified its reputation in the industry.

17. Companies which have become or ceased to be subsidiaries:

None of the companies have become or ceased to become the subsidiaries, joint ventures or associates' company to the Company during the year 2022-23.

18. Particulars of Loans and Guarantee given, Security provided and Investment made:

As required under Section 186(4), Your Directors' report includes particulars of Loans, Guarantees Given and Security provided and Investment made in detail in the notes to the Financial Statements.

19. Particulars of Employees:

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure-D.

The information required under Section 197(12) of the Companies Act, 2013 ("the Act") read with Rule 5(2) & of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. However, pursuant to first proviso to Section 136(1) of the Act, this Report is being sent to the Shareholders excluding the aforesaid information.

Auditor's:

- a) **Independent Audit Report:** During the Year, the Company auditors have not made any Qualifications, reservation or adverse remarks in their report on financial Statements of the Company and there were no instances of frauds reported by the auditors under Section 143(12) of the Companies Act.
- b) **Statutory Auditors:** Pursuant to provisions of Section 139 and 142 of the Companies Act 2013 and other applicable provisions of the act read with the rules made thereunder M/s Anant Rao & Mallik, Chartered Accountants (Firm Reg no 006266S) appointed as Statutory auditors of the Company for a second term of 5 Years to hold office until the conclusion of the 44th AGM of the Company to be held on 2025 on such remuneration mutually agreed by the Board of Directors and the Auditors. The auditors have confirmed that they hold valid certificate issued by the peer review Board of Institute of Chartered Accountants of India and eligible to continue to hold the Office for the rest of their tenure.
- c) **Internal Auditor:** Pursuant to the provisions of the Section 138 of the Act and based on the recommendations of the Audit committee the Board of Directors at the meeting held on 26th May 2022 has appointed ERR and Associates as Internal auditors of the Company for the Financial Year 2022-2023.
- d) **Secretarial Auditors:** Pursuant to Provisions of Section 204 of the Companies Act read with Companies (Appointment and Remuneration of the Managerial Personnel) Rules 2014 and based on the recommendation of the Audit Committee, the Board of Directors have appointed M/s. B S S & Associates as Secretarial Auditors for the Financial Year 2022-2023. The Secretarial Audit report for the Financial Year 2022-2023 is prescribed in MR-3 enclosed in Annexure D.
- e) **Annual Secretarial Compliance report:** Secretarial Compliance Report for the Financial Year ended 31st March 2023 is not applicable to the Company as the company is covered under the exemption provided in Regulation 15(2) of Listing Regulations.

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

20. Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year:

The Board confirms that the Independent Director(s) appointed during the year are proficient and have relevant expertise in their respective fields. All the Independent Director(s) of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline.

21. Independent director's familiarization programmes:

Independent Directors are familiarized about the Company's operations, businesses, financial performance and significant development so as to enable them to take well-informed decisions in timely manner. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. Direct meetings with the Chairperson are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

22. Board Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and Listing Regulations. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, the performance of non-independent directors, the board as a whole and the Chairman of the Company, taking into account the views of executive directors and nonexecutive directors.

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

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

23. Audit Committee Recommendations:

During the year, all recommendations of Audit Committee were approved by the Board of Directors.

24. Directors and key managerial personnel:

As on date of this report, the Company has Five Directors, out of which There are three Independent Directors including one women director and two are executive directors.

a) Appointment/Re-appointment of Directors of the Company

- Mr. Sreenivasa Sreekanth Uppuluri was appointed as Chairman and Managing Director of the Company in the 41st Annual General Meeting held on 27th September 2022.
- Mr. Y. Ramesh Reddy was appointed as an Additional Director and Whole time Director of the Company w.e.f. 26th May 2022 for the period of 5years and was regularized in the 41st AGM held on 27th September 2022.
- Appointment of Mrs. Srinvani Nandiraju as Independent Director in the Woman Category of the Company with effect from 26th May 2022.
- Appointment of Mr. Garimella Jayachand as Independent Director of the Company with effect from 26th May 2022.
- Appointment of Mr. Ravikanth Andhavarapu as an Independent Director of the company with effect from 26th May 2022.

b) Key Managerial Personnel: Key Managerial Personnel for the financial year 2022-2023

- Mr. Uppuluri Sreenivasa Sreekanth is Chairman and Managing Director of the company.
- Mr. U. Krishna Murthy is the Chief Financial Officer of the company w.e.f 05.09.2022.
- Mrs. Hima Bindu. D appointed as company secretary and Compliance officer of the company w.e.f 05.11.2022.

25. Board meetings & Director's attendance:

The Board of Directors duly met 12 (Twelve) times i.e., 8th April 2022, 26th May 2022, 28th July 2022, 14th August 2022, 5th September 2022, 5th November 2022, 14th November, 2022, 22nd December 2022, 23rd January 2023, 14th February 2023, 27th February 2023, and 23rd March 2023. The maximum time gap between any two Board meetings during this period did not exceed 120 days at any point in time.

26. Committees of the board:

The Company has three Board-level Committees - Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided in this Report.

27. Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:

The policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) for payment of remuneration to Directors including Non-Executive Directors has been uploaded on the website of the Company and can be accessed through the web-link www.edvenswa.com

28) Risk Management Policy:

Pursuant to the provisions of Section 134 (3) (n) of the Companies Act, 2013, Company has adopted a risk management policy to mitigate and manage risks including identification and evaluation, in the opinion of the Board.

29. Audit committee:

Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

A. Brief Description of Terms of Reference:- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.

- a. 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;
- b. Recommending the appointment and removal of External Auditors, fixation of audit fee and approval for payment for any other services;
- c. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- d. Approval of payment to statutory auditors for any other services rendered by them.
- e. Review with the management and statutory auditors of the annual financial statements before submission to the Board with particular reference to:
 - i) Matters required to be included in the Directors' 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;
 - ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) Significant adjustments made in the financial statements arising out of audit findings;
 - v) Compliance with listing and other legal requirements relating to financial statements disclosure of any related party transactions; Modified opinion(s) in the draft audit report;

- f. Review of the quarterly and half yearly financial results with the management and the statutory auditors;
- g. Examination of the financial statement and the auditors' report thereon;
- h. Review and monitor statutory auditor's independence and performance and effectiveness of audit process;
- i. Approval or any subsequent modification of transactions with related parties;
- j. Scrutiny of inter-corporate loans and investments;
- k. Review of valuation of undertakings or assets of the company wherever it is necessary;
- l. Evaluation of internal financial controls and risk management systems;
- m. Review with the management, statutory auditors and the internal auditors about the nature and scope of audits and of the adequacy of internal control systems;
- n. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p. Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;
- q. Look into the reasons for any substantial defaults in payment to the depositors, debenture- holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;
- r. Review the functioning of the whistle blower mechanism;
- s. Review and monitor the end use of funds raised through public offers and related matters;
- t. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- u. Frame and review policies in relation to implementation of the Code of Conduct for Prevention of Insider Trading and supervise its implementation under the overall supervision of the Board;
- v. Discharge such duties and functions as indicated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the rules made thereunder from time to time.
- w. Review of the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;

- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus / notice in terms of Regulation 32(7).
- The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.
- Carrying out any other function as may be referred to the Committee by the Board.
- Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

30. Declaration by the Company:

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164 (2) of the Act read with Rule 14 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

31. Conservation of energy, technology absorption and foreign exchange outgo:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder and Rule 8 of Companies (Accounts) Rules, 2014:

- A. Conservation of Energy:** Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.
- B. Technology Absorption:**
1. Research and Development (R&D): NIL
 2. Technology absorption, adoption and innovation: NIL
- C. Foreign Exchange Earnings and Out Go:**
1. **Foreign Exchange Earnings:** Foreign Exchange Earnings of Rs.84,82,923 reported during the FY 2022-23 under Software Services Income.

2. **Foreign Exchange Outgo:** During the FY 2022-23, the company made Investments in Edvenswa Tech Inc (A wholly owned Subsidiary of Edvenswa Enterprises Limited) through Swap of Shares. It does not involve any actual cash outflow.

32. Annual Return:

Pursuant to Sections 92 & 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 is also available on the Company's www.edvenswa.com

33. Declaration of independence:

The Company has received declarations from all the Independent Director(s) of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Listing Regulations

In compliance with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Director(s) of the Company have registered themselves with the India Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline.

The Independent Director(s) have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

In terms of Schedule IV of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, the Independent Director(s) have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Director(s) of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

34. Internal Financial Control:

Your Company has well laid out policies on financial reporting, asset management, adherence to Management policies and also on promoting compliance of ethical and well-defined standards. The Company follows an exhaustive budgetary control and standard costing system. Moreover, the management team regularly meets to monitor goals and results and scrutinizes reasons for deviations in order to take necessary corrective steps. The Audit Committee which meets at regular intervals also reviews the internal control systems with the Management and the internal auditors.

The internal audit is conducted at the Company and covers all key areas. All audit observations and follow up actions are discussed with the Management as also the Statutory Auditors and the Audit Committee reviews them regularly.

35. Corporate social responsibility policy:

Since your Company does not have net worth of Rs. 500 Crore or more or turnover of Rs. 1000 Crore or more or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

36. Secretarial Standards:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively. During the year under review, the Company was in compliance with the Secretarial Standards (SS) i.e., SS-1 and SS- 2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively.

37. Director’s Responsibility Statement:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that for the financial year ended March 31, 2023:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards and schedule III of the Companies Act, 2013 have been followed and there are no material departures 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 your Company as on March 31, 2023 and of the profit and loss of the Company for the financial year ended March 31, 2023;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were followed and that such systems were adequate and operating effectively.

38. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) (e) read with schedule V, Part B of Listing Regulations with the stock exchange in India is annexed herewith as **Annexure-A** to this report.

39. Related Party Transactions:

During the year under review, the Company had not entered in to any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis.

Transactions with the Related Parties as required under Indian Accounting Standard-24 are disclosed in Note 22 of the Standalone Financial Statements forming part of this Annual Report

40. Vigil mechanism/ whistle blower policy:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company promotes ethical behaviour and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may report their genuine concerns to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company <https://edvenswa.com/docs/policies/Vigil%20Mechnism.pdf>.

41. Non-executive directors' compensation and disclosures:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

42. Industry based disclosures as mandated by the respective laws governing the company:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

43. Corporate insolvency resolution process initiated under the insolvency and bankruptcy code, 2016.

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

44. Statutory compliance:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

45. CEO/ CFO Certification:

Certification from the Managing Director on the financial statements u/r regulation 17 (8) of Listing Regulations for the year 2022-23 is annexed in this Annual Report.

46. Code of conduct for the prevention of insider trading:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Company has formulated a Code of Conduct for Prevention of Insider Trading (“Insider Trading Code”) and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (“UPSI”).

The Code of Practices and Procedures for fair disclosure of UPSI is available on the website of the Company www.edvenswa.com

47. Prevention of sexual harassment at workplace:

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. An Internal Complaints Committee (“ICC”) has been set up by the senior management (with women employees constituting the majority). The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the financial year ended March 31, 2023, no complaints pertaining to sexual harassment have been received.

48. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof Not applicable.

49. Green Initiatives:

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Notice of this 42nd Annual General Meeting of the Company are sent to all Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

50. Event Based Disclosures:

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee’s stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

51. Disclosure of accounting treatment:

The Indian Accounting Standard (Ind-AS) notified under Section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs and the applicable Accounting Standards/ Guidance Notes / Announcements issued by the Institute of Chartered Accountants of India as notified from time to time, have been followed in preparation of the financial statements of the company.

52. Appreciation & acknowledgement:

Your Directors' place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors' also thank the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your Directors' also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSDL, CDSL, Banks etc. for their continued support for the growth of the Company.

For and on behalf of the Board of
Edvenswa Enterprises Limited

Sd/-
U. Sreenivasa Sreekanth
Chairman & Managing Director

Date: 06-09-2023
Place: Hyderabad

Annexure-A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The year 2022-23 has seen new global trends emerge both economic and technological. As the global economy started recovering post covid with support given by respective Governments of various countries, there were uncertainties that started clouding the sentiment of the business on possible recession due to tensions among various countries and its impact on the global supply chains. The beginning of the year also had impact of 'Great Resignation' across industries but by the second quarter many tech companies saw their revenues getting impacted and lowering from the highs of the times of covid.

Despite the some strong under currents, your company was able to grow quarter on quarter as well as year on year consistently by closely working with its customers to provide innovative and value added services. The year also saw your company adding new high value clients and bag some prestigious new order in the emerging Robotic Process Automation space (RPA) that gives your company opportunities for a high growth.

On the technology front this year saw emergence and rapid adoption of a highly disruptive new Artificial Intelligence technology from OpenAI -ChatGPT and similar competing offerings from other key tech players. This technology is expected to have significant impact on future trends.

These techno-economic trends are impacting large, medium and small corporations in different ways. While, the large corporations need to realign their services and workforce by adopting these new technologies, their IT service providers and partners need to realign their offerings to help adoption of the new technologies which calls for high level of agility that is difficult in such companies. This trend is likely to open up exciting opportunities for agile and nimble smaller players who can adopt new technologies, processes to deliver required innovative solutions to their customers.

This technology trend coupled with the global macro economic trends has triggered a new Industrial revolution #Industry 4.0 (aka Fourth Industrial Revolution). We strongly believe that the ongoing automation of traditional manufacturing and industrial practices, using modern smart technologies is going to change the industry of the future beyond recognition. It involves the use of large enterprise- scale machine-to-machine communication (M2M) and the internet of things (IoT) deployments, enhanced by smart and autonomous systems fueled by data and machine learning.

Here are the key ingredients or the underlying technologies...

1. Internet of Things (IoT) - Devices and machinery are connected to networks, collecting and sharing data. This connectivity allows for more immediate and precise adjustments in manufacturing processes.
2. Artificial Intelligence (AI) and Machine Learning (ML) - With the vast amount of data collected by the IoT devices, AI and ML can help make sense of it, identify patterns, and make informed decisions to optimize operations.
3. Cloud Computing and Cyber-Physical Systems (CPS) - Cloud computing enables the storage and processing of large amounts of data by effectively combining the computation, networking, and physical processes.
4. Additive Manufacturing (e.g., 3D Printing) - This allows for more precise and cost-effective manufacturing of parts and components, even enabling bespoke production.

5. Augmented Reality (AR) and Virtual Reality (VR)- These technologies can assist with training, maintenance, or troubleshooting, providing operators with a visual guide or immersive experience.
6. Big Data Analytics- This involves the analysis of large, complex datasets to uncover patterns, correlations, and trends. This analysis can guide strategic decision-making in a business.
7. Robotics and Automation- Robots are used increasingly in the production line to increase efficiency, productivity and precision, and reduce human dependency and errors.
8. Blockchain Technology- Though not as widespread, blockchain is being explored for its potential in supply chain traceability and product authenticity.

These technologies have already started transforming the manufacturing industry in a way, promising improvements in efficiency, productivity, accuracy, flexibility, and customization. However, when combined together they can make a huge difference to the pace of [#innovation!](#) [#industry4](#) [#industry4point0](#)

Industry 4.0 marks a revolution in the business landscape, propelled by macroeconomic shifts, dynamic supply chain realignments, and rapid digital emergence. Firms today must pioneer novel business models harnessing these trends to sustain and continue their growth.

Your Company Edvenswa Enterprises Limited, is positioning itself as an innovation-centric catalyst, that aspires to empower its clients to embrace these transformative industry 4.0 trends through building agile proofs of concept, ensuring cost-effective achievements and provide comprehensive support throughout the solution lifecycle.

Internal control systems and their adequacy – The Company has set up a proper and adequate and sound internal control system to safeguard the Company’s assets and to enhance shareholders’ investment, as well as reviewing its adequacy and effectiveness of the said system. The duty of reviewing the adequacy and effectiveness of the internal control system has been assigned to the Audit Committee (“AC”). The Company constantly reviews its processes and the systems with an aim to remain competitive and address the changing regulatory and business environment.

Financial performance with respect to operational performance – The detailed discussion on the standalone and consolidated financial performance of the Company is mentioned in the Boards report which forms part of this Annual Report

Material developments in the Human Resources / Industrial Relations front – Your company continues to enjoy cordial relationship with its personnel at all levels and focusing on attracting and retaining competent personnel and providing a holistic environment where they get opportunities to grow and realise their full potential. Your company is committed to providing all its employees with a healthy and safe work environment.

There are 10 no of employees in the Company as on March 31, 2023.

Key financial ratios – The key financial ratios for the FY 2022-23 in comparison to FY 2021-22 are mentioned in note no 25 of the financial statements forming part of this Report.

Annexure-B**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

(Amount in Lakhs, unless otherwise stated)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Edvenswa Tech INC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31-03-2023
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Reporting Currency: USD Exchange Rate: 1 USD @ Rs.82.21 as on 31 st March 2023
4.	Share capital	4.93
5.	Reserves & surplus	1238.33
6.	Total assets	1960.38
7.	Total Liabilities	717.12
8.	Investments	101.22
9.	Turnover	4895.79
10.	Profit before taxation	547.97
11.	Provision for taxation	164.39
12.	Profit after taxation	383.57
13.	Proposed Dividend	Nil-
14.	% of shareholding	100%

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

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

Part “B”: Associates and Joint Ventures

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

The Company does not have any associate companies or joint ventures.

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

For and on behalf of the Board
Edvenswa Enterprises Limited

Sreenivasa Sreekanth Uppuluri
Chairman and Managing Director
DIN: 01275332

Ramesh Reddy Yerradoddi
Whole Time Director
DIN: 01483626

Krishna Murthy Uppuluri
Chief Financial Officer

Hima Bindu Dulipala
Company Secretary

Date: 06/09/2023
Place: Hyderabad

Annexure-C

**Information as per Rule 5(1) of Chapter XIII, Companies
(Appointment and Remuneration of Managerial Personnel)**

Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) - Not applicable

Annexure-D**Form No. MR-3
Secretarial Audit Report
For the Financial Year ended 31st March, 2023**

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

To,
The Members,
EDVENSWA ENTERPRISES LIMITED,
(Formerly, KLK ELECTRICAL LIMITED)
CIN: L72300TN1980PLC008230
Plot No. 85, Shop No.1, 4th Street,
Ganesh Avenue, Sakthi Nagar, Porur
Chennai Tamilnadu - 600116

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Edvenswa Enterprises Limited (Formerly, KLK Electrical Limited)** (hereinafter called 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 **M/s. Edvenswa Enterprises Limited's (Formerly, KLK Electrical Limited)** 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, 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 **M/s. Edvenswa Enterprises Limited's (Formerly, KLK Electrical Limited)** ("the Company") for the financial year ended on March 31, 2023 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company during the Audit Period;**
 - f. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
 - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted from any stock exchange during the financial year under review;** and
 - h. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as the Company has not bought back its securities during the financial year under review.**
- 6. Other laws applicable specifically to the Company namely:**
- i. The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
 - ii. Employees State Insurance Act, 1948;
 - iii. Employers Liability Act, 1938;
 - iv. Equal Remuneration Act, 1976;
 - v. Maternity Benefits Act, 1961;
 - vi. Minimum Wages Act, 1948;
 - vii. Negotiable Instruments Act, 1881;
 - viii. Payment of Bonus Act, 1965;
 - ix. Payment of Gratuity Act, 1972;
 - x. Payment of Wages Act, 1936 and other applicable labour laws;
 - xi. Laws specially applicable to the industry to which the Company belongs, as identified by the Management:
- We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by The Institute of Company Secretaries of India; and
 - ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *As per the Provisions of Reg. 31A(3)(a)(ii) of SEBI(LODR) the gap between dates of the board meeting and the shareholders' meeting considering the request of the promoter(s) seeking reclassification does not exceed Three Months. However, in our case the gap exceeded three months (i.e., 34 days delay) i.e., BM convened on 26.05.2022 and AGM convened on 27.09.2022. And the BSE raised query with regard to the same on 05.04.2023 and Company given reply on 02.05.2023. The application for reclassification is still under process.*
2. *As per regulation 31(2) of the SEBI (LODR) 100% of the promoter's shareholding should be in demat however, some of the promoters still holding shares in physical.*
3. *The company setup Structured Digital Database (SDD) on 16.11.2022, to capture the details with respect to Unpublished Price Sensitive Information (UPS). However, the company has not captured any events as on 31.03.2023.*

We further report that, on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / Company Secretary / Managing Director taken on record by the Board of Directors of the Company, in our opinion, there are adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws.

We further reported that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, have not been reviewed in this audit since the same have been subject to review by the internal auditors and other designated professionals.

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

We further report that adequate notice was given to all Directors to schedule Board Meetings and its Committees and agenda with detailed notes were sent to all the directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications as may be required on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and there were no dissenting views.

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

We further report that, during the audit period, the following material events / actions have taken place:

1. The Company has taken approval from the shareholders for following:
 - a. Appointment of Mr. Sreenivasa Sreekanth Uppuluri as a Chairman & Managing Director of the Company.
 - b. Appointment of Mr.Y.Ramesh Reddy as Wholetime Director of the Company.

EDVENSWA ENTERPRISES LIMITED

- c. Appointment of Mrs. N. Srivani a Non-Executive Independent Director in Woman Category of the Company.
- d. Appointment of Mr. Ravikanth Andhavarapu as a Non-Executive Independent Director of the Company.
- e. Appointment of Mr. Jayachand Garimella as a Non-Executive Independent Director of the Company.
- f. Reclassification of Promoters of the Company as Public Shareholders.
- g. Shifting of Registered Office of the Company from the State of Tamilnadu to the State of Telangana.
- h. Change in name of the company including alteration in memorandum of association (MOA) and articles of association (AOA) of the company.
- i. Increase in the authorized Share Capital of the Company.
- j. Amendment to AOA consequent to increase in Authorised Share Capital of the Company.
- k. Adoption of New Set of Memorandum of Association of the Company.
- l. Adoption of New Set of Articles of Association of the Company.
- m. Approval for Employees Stock Option Plan 2022 for employees of the Company.
- n. Approval for extending Employees Stock Option Plan 2022 For employees of the Subsidiaries of the Company.

**For B S S & Associates
Company Secretaries**

S. Srikanth

Partner

ACS No.: 22119

C.P. No.: 7999

UDIN: A022119E000796805

Peer Review Certificate No.: 726/2020

Date: 14-08-2023

Place: Hyderabad

This Report is to be read with our letter of even date which is annexed to the report and forms an integral part of this report.

To
The Members,
EDVENSWA ENTERPRISES LIMITED,
(Formerly, KLK ELECTRICAL LIMITED)
CIN: L72300TN1980PLC008230
Plot No. 85, Shop No.1, 4th Street,
Ganesh Avenue, Sakthi Nagar, Porur
Chennai Tamilnadu - 600116

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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 the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For B S S & Associates
Company Secretaries

S.Srikanth

Partner

ACS No.: 22119

C.P. No.: 7999

UDIN: A022119E000796805

Peer Review Certificate No.: 726/2020

Date: 14-08-2023

Place: Hyderabad

Annexure-E

Corporate Governance Report

Company's Philosophy:

Corporate Governance refers to mechanism, processes and relations by which companies are directed. The essence of Corporate Governance lies in promoting and maintaining Integrity, transparency and accountability across all business practices. Corporate Governance involves balancing the interest of Company's stakeholders such as Shareholders, Management, Customers, Suppliers, Government etc.

Your Company confirms compliance to the Corporate Governance requirements as enshrined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time [hereinafter referred to as ("**Listing Regulations**")], the details of which for the Financial Year ended March 31, 2023 are as set out hereunder.

Board of Directors:

The Board plays a crucial role in overseeing how the management safeguards the interests of all the stakeholders. The Board ensures that the Company has clear goals aligned to the shareholders' value and growth. The Board critically evaluates strategic direction of the Company and exercises appropriate control to ensure that the business of the Company.

Composition of Board:

The Company has a balanced and diverse Board, which includes Independent professionals and confirms with the provisions of the Companies Act, 2013, and Listing Regulations. The Board Currently comprises of 5 directors out of which three are Independent Directors. All the Independent Director(s) have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of Listing Regulations as amended from time to time and Section 149(6) of the Act.

Name	Category	Director Identification number	Date of appointment	Date of Resignation	Details of other Listed Companies in which director is part of the Board and Category of Directorship
U. Sreenivasa Sreekanth	Chairman and Managing Director	01275332	26/05/2022	-	Nil
Y. Ramesh Reddy	Whole time Director	01483636	26/05/2022	-	Nil
N. Srivani	Independent Director	09556758	26/05/2022	-	Nil
A. Ravikanth	Independent Director	08096853	26/05/2022	-	Nil
G. Jayachand	Independent Director	03053175	26/05/2022	-	Nil

Attendance of Directors

The Board of Directors duly met 12(Twelve) times i.e., 8th April 2022, 26th May 2022, 28th July 2022, 14th August 2022, 5th September 2022, 5th November 2022, 14th November, 2022, 22nd December 2022, 23rd January 2023, 14th February 2023, 27th February 2023, 23rd March 2023. The Details of attendance of Directors at the Board Meeting held in 2022-2023 and the last AGM are given below:

Name of the Director	No of Board Meetings	Attended	Attended last AGM	% of attendance of Boad meeting
U. Sreenivasa Sreekanth	12	12	Yes	100
Y. Ramesh Reddy	12	12	Yes	100
N. Srivani	12	8	Yes	66.6
A. Ravikanth	12	11	Yes	91.6
G. Jayachand	12	10	Yes	83

Skill and Expertise of the Board:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified/ available with the Board for the effective functioning of the Company:

- Leadership / Team Building.
- Operational experience.
- Administrative & Government Relations.
- Strategic Planning, Business Development and negotiations.
- Industry Experience and Research & Development.
- Financial Expertise & Risk Management.
- Legal & Regulatory Expertise.

While all the Board members possess the skills identified, their area of core expertise is given below:

Name of the Director	Expertise and Skill
U. Sreenivasa Sreekanth	Leadership/Strategic Planning, Operational and Technical Experience, Business Development and negotiations.
Y. Ramesh Reddy	Financial, Operational, Business Development and negotiations.
N. Srivani	Team building, Administrative
G. Jayachand	Financial, Operational, Business Development and negotiations.
A. Ravikanth	Financial, Operational, Business Development and negotiations, Industry experience

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The Board hereby confirms that in their opinion the Independent Directors fulfill the conditions specified in Listing Regulations, as applicable to the Company and are independent of the management.

During the year under review, no Independent Director has resigned from the Board.

None of the Directors of the Company are related to each other.

None of the Non-Executive Directors holds any shares or convertible instruments in the Company.

Audit Committee:

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act. All the members of the Committee are financially literate, with Mr. Ravikanth Andhavarapu, as Chairman of the Committee, having the relevant accounting and financial management expertise.

The brief description of terms of reference are covered in the Directors' Report, which forms part of this Report.

The composition of the Audit Committee and the details of the meetings attended by its members during the financial year ended 31st March 2023 are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Ravikanth Andhavarapu	Chairman	Non-Executive Independent Director	5	5
G. Jayachand	Member	Non-Executive Independent Director	5	4
Y. Ramesh Reddy	Member	Executive Director	5	4

The Audit Committee met 5 times during the financial year 2022-23. The dates on which the Audit Committee Meetings held were: 8th April 2022, 14th August 2022, 14th November 2022 and 14th February 2023 and 23rd March 2023. Requisite quorum was present at the above Meetings.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

During the year, the Audit Committee inter alia reviewed key audit findings covering Operational, Financial and Compliance areas, Risk Mitigation Plan covering key risks affecting the Company which were presented to the Committee. The Chairman of the Audit Committee briefed the Board members on the significant discussions which took place at Audit Committee Meetings.

Nomination and remuneration committee:

The Nomination and Remuneration Committee ('NRC') functions in accordance with Section 178 of the Act, Regulation 19 of the Listing Regulations and its Charter adopted by the Board. The terms of reference of the NRC includes:

- Recommend to the Board the setup and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director.

- Periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Support the Board in matters related to the setup, review and refresh of the Committees.
- Devise a policy on Board diversity.
- Recommend to the Board the appointment or reappointment of Directors.
- Recommend to the Board how the Company will vote on resolutions for appointment of Directors on the Boards of its material subsidiaries.
- Recommend to the Board, the appointment of Key Managerial Personnel (KMP) and executive team members.
- Carry out the evaluation of every Director's performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its Committees and individual Directors, including formulation of criteria for evaluation of Independent Directors and the Board.
- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company.
- Recommend the Remuneration Policy for the Directors, KMP, executive team and other employees.
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company.
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/EDs, KMP and executive team.
- Review matters related to voluntary retirement and early separation schemes for the Company.
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Recommend to the Board how the Company will vote on resolutions for remuneration of Directors on the Boards of its material subsidiaries.
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of the Board, KMP and executive team members.
- Oversee familiarization Programmes for Directors.
- Review HR and People strategy and its alignment with the business strategy periodically, or when a change is made to either.
- Review the efficacy of HR practices, including those for leadership development, rewards and recognition, talent management and succession planning.
- Perform other activities related to the charter as requested by the Board from time to time.

Composition of the committee, meetings and attendance during the year:

There was 1 Nomination and Remuneration Committee Meetings held during the financial year 2022-2023 on 26th May 2022

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. G. Jayachand	Chairman	Non-Executive Independent Director	1	1
Mrs. Srivani Nandiraju	Member	Non-Executive Independent Director	1	1
Mr. U. Sreenivasa Sreekanth	Member	Executive Director	1	1

The Board reviewed the performance of Independent Directors on the basis of criteria such as the contribution of such director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. Performance evaluation of independent directors was done by the entire board, excluding the Independent Director being evaluated.

Stakeholder's Relationship Committee:

Terms of reference of the committee comprise of various matters provided under Regulation 20 of the Listing Regulations and section 178(5) of the Act, 2013 which inter-alia include:

- Resolving the grievances of the security holders of the listed entity 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.
- Proactively communicate and engage with stockholders including engaging with the institutional shareholders at least once a year along with members of the Committee/Board/ KMPs, as may be required and identifying actionable points for implementation.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 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.

The Committee comprises of 3 Independent Directors in the financial year 2022-23, 2 meetings of the Committee were held on 27th February 2023 and 23rd March 2023. Composition of committees and member's attendance at the meetings during the year are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Ravikanth Andhavarapu	Chairman	Non-Executive Independent Director	2	2
G. Jaychand	Member	Non-Executive Independent Director	2	2
Y. Ramesh Reddy	Member	Executive Director	2	2

Name and designation of the compliance officer - Mrs. Hima Bindu Dulipala, Company Secretary and Compliance Officer

Number of investors complaints as on 01.04.2022 – 0

Number of investors complaints during the year – 1

Number of investors complaints resolved – 1

Number of investors complaints pending – 0

Number of investors complaints as on 31.03.2023 – 0

Risk Management Committee: The provisions of Regulation 21 of the Listing Regulations are not applicable to the Company.

Remuneration of Directors:

During the year under review, no remuneration is paid to any of the Directors of the Company.

General Body Meetings:

Annual General Meetings

Year	Date	Venue and Time	Special Resolutions passed
2019-2020	30 th December 2020 at 12:00 noon	Old No 313, New Number 455, Anna Salai, Teynampet, Chennai - 600030	Nil
2020-2021	30 th September 2021 at 11:00 AM	10/11 Dr. Radhakrishna Salai, Mylapore, Chennai - 600004	Nil
2021-2022	27 th September 2022 at 10:00 AM	Audio Visual Mode	<ol style="list-style-type: none"> 1. Appointment of Mr. Y Ramesh Reddy as Whole Time Director 2. Appointment of Mrs. N. Srivani a Non-Executive Independent Director in Woman Category 3. Appointment of Mr. Ravikanth Andhavarapu as a Non-Executive Independent Director 4. Appointment of Mr. Jayachand Garimella as a Non-Executive Independent Director 5. Reclassification of Promoters of the Company as Public Shareholders 6. Shifting of Registered Office of the Company from the State of Tamilnadu to the State of Telangana

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Year	Date	Venue and Time	Special Resolutions passed
			7. Change in name of the company including alteration in memorandum of association (MOA) and articles of association (AOA) of the company 8. Amendment to AOA consequent to increase in Authorised Share Capital of the Company 9. Adoption of New Set of Memorandum of Association of the Company 10. Adoption of New Set of Articles of Association of the Company 11. Approval for Employees Stock Option Plan 2022 for employees of the Company 12. Approval for extending Employees Stock Option Plan 2022 For employees of the Subsidiaries of the Company.

Postal Ballot

No resolution was passed by means of Postal Ballot during the Financial Year 2022-2023.

No special resolution is proposed to be passed through postal ballot during the Financial Year 2022-2023.

Means of Communication

The Company follows a robust process of communicating with the stakeholders and Investors. The Quarterly and Annual audited Financial Results are sent to stock exchanges immediately after being approved by the Board. Further, Publication of Quarterly and annual results of the Company are published in the newspapers and also on the website of the Company. No presentations were made to institutional investors or analysts during the year under review.

General Shareholders Information:

- Annual General Meeting:** Through Video Conferencing /Other audio video means on Saturday, 30th September 2023 at 10: 00 AM
- Financial Year: 2022-2023
- The next Financial Year of the Company Starts from 1st April every year and ends on 31st March succeeding Year.

Quarterly Results	Tentative Dates of Board Meeting
Results for the quarter ended 30 th June 2023	By 14 th August 2023
Results for the quarter ended 30 th September 2023	By 14 th November 2023
Results for the quarter ended 31 st December 2023	By 14 th February 2023
Audited Results for the quarter and year ended 31 st March 2023	By 30 th May 2024

- d. Dividend payment date: Not applicable
- e. Date of Book Closure: 22nd September, 2023 to 29th September 2023 (both days inclusive)
- f. Cutoff date for remote e-voting: 22nd September 2023.
- g. Listing of Securities: BSE Limited, PJ Towers, Dalal Street, Mumbai-400001
The Board hereby confirms that annual listing fees for 2023-2024 was paid to BSE Limited.
- h. Stock code: 517170
- i. Corporate Identification Number: L72300TS1980PLC176617
- j. Demat ISIN: INE125G01014
- k. Market Price Data: Share price of Shares of Company as per BSE

Month	High	Low
April 2022	30.05	30.05
May 2022	31.55	31.55
June 2022	46.45	31.55
July 2022	88.75	48.75
August 2022	122.1	81.45
September 2022	117.45	80
October 2022	107.95	80.25
November 2022	97	80.3
December 2022	90.35	73.55
January 2023	118.6	75.3
February 2023	106	58.7
March 2023	65.29	44.9

l. Registrar and share transfer agents:

Aarathi Consultants Private Limited
8-3-1084, Plot No.50, Srinagar Colony,
Banjara Hills, Khairatabad, Telangana - 500034
E-mail ID: info@aarthiconsultants.com
Telephone: 040 - 27638111

m. Share Transfer system:

Shares held in dematerialized form are electronically traded in the Depository and the share transfers are being processed by the Registrar and Share Transfer Agents i.e., Aarathi Consultants Private Limited

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n. Outstanding global depository receipts or American depository receipts or warrants or convertible instruments, conversion date and likely impact on equity:

There are no outstanding GDR or ADR or convertible instruments except the following:

There are 7,70,000 Equity share warrants outstanding as on 31.03.2023.

o. Shareholding Pattern as 31st March 2023:

Category	No of shares	Percentage of shares
Promoters	1,07,26,640	59.07
Public	74,33,360	40.93
Total	1,81,60,000	100

p. Distribution of Shareholding as on 31st March 2023:

SL. NO.	CATEGORY	HOLDERS	HOLDERS PERCENTAGE	SHARES	AMOUNT	AMOUNT PERCENTAGE
1	1 - 5000	2572	82.59	323666	3236660	1.78
2	5001 - 10000	224	7.19	173788	1737880	0.96
3	10001 - 20000	113	3.63	166524	1665240	0.92
4	20001 - 30000	46	1.48	118621	1186210	0.65
5	30001 - 40000	16	0.51	57615	576150	0.32
6	40001 - 50000	26	0.83	120177	1201770	0.66
7	50001 - 100000	51	1.64	354165	3541650	1.95
8	100001 & Above	66	2.12	16845444	168454440	92.76
	Total:	3114	100	18160000	181600000	100

q. Dematerialization of Shares:

As on 31st March 2023 about 98.32% of the Company equity shares have been dematerialized.

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a depository participant (DP).
- Shareholders should submit the dematerialization request form (DRF) along with share certificates in original, to their DP.

- c. DP will process the DRF and will generate a dematerialization request number (DRN). d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is CIL Securities Limited
- d. RTA will process the DRF and confirm or reject the request to DP/ depositories.
- e. Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP
- r. **Suspension of securities from trading** – No securities of the Company were suspended from trading during the year under review.
- s. **Commodity price risk or foreign exchange risk and hedging activities:** Nil
- t. **Plant location** – Not applicable
- u. **Address for correspondence** – same as registered office address of the Company - IQ 3-A2, First Floor, Cyber Towers, Hitec City, Madhapur, Shaikpet, Hyderabad – 500081, Telangana, India
- v. **Credit ratings** – Not applicable

Other Disclosures:

a. Policy on Related Party Transaction:

The Company has not entered into any material Related Party Transaction during the year, that may have potential conflict with the interests of the Company at large. In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website under the weblink: www.edvenswa.com

- b. **Details of Non-compliance by the Company, penalties, strictures imposed on the Company by stock exchanges on any matter related to capital markets, during the last 3 years** – Not applicable.
- c. **Details of establishment of vigil mechanism / whistle blower policy:** The vigil mechanism / whistle blower policy established can be accessed at the www.edvenswa.com
- d. The Board hereby affirms that no personnel has been denied access to the audit committee.
- e. **Details of compliance with mandatory requirements and adoption of non-mandatory requirements** – The Company has complied with the provisions of Listing Regulations as far as applicable.
- f. **Web-link where policy of material subsidiaries is disclosed** - www.edvenswa.com
- g. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)** – Not applicable
- h. **Certificate from Practicing Company Secretary:**

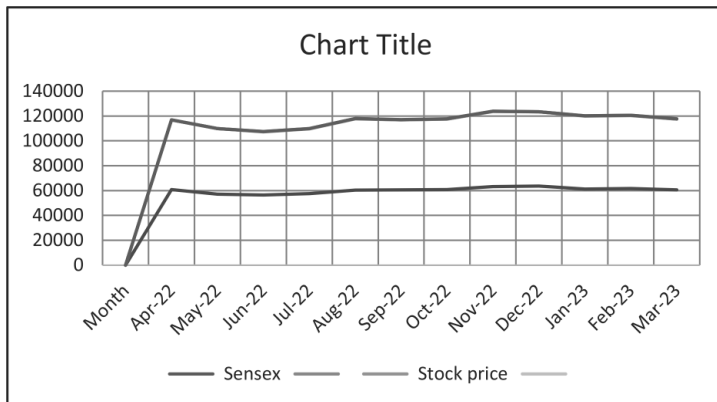
The Company has received a certificate from a Company Secretary in practice confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors

EDVENSWA ENTERPRISES LIMITED

of Companies by the Board/Ministry of the Corporate affairs or any such statutory authority – placed as an annexure-F to this report

- i. **Total fees for all the services paid by the Company, on a consolidated basis, to the statutory auditor of the Company** – Rs. 2,00,000/-
- j. **Disclosure in relation to the Sexual Harassment of women at workplace (prevention, prohibition and redressal) act, 2013** – detailed disclosures are given in Directors' report which forms part of this report.
- k. **Disclosure in relation to loan, advances** - detailed disclosures are given in Directors' report which forms part of this report.
- l. **Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons** – not applicable
- m. **Discretionary requirements as specified in part E of Schedule II** – The Company has adopted the following discretionary requirements to the extent of the following:
1. The listed entity is under the regime of financial statements with unmodified audit opinion.
 2. The internal auditor reports directly to the audit committee.
 3. All the financial results (quarterly, half-yearly and annual) are disclosed to BSE and placed on the website of the Company.
- n. Web-link where details of familiarization programmes imparted to Independent Directors is disclosed in the website of the Company can be accessed at <https://edvenswa.com/#/policies>.
- o. **Senior Management – N/A**
- p. **Stock price performance in comparison to broad based indices such as BSE Sensex**

Month	High	Low
April 2022	60,845.10	56,009.07
May 2022	57,184.21	52,632.48
June 2022	56,432.65	50,921.22
July 2022	57,619.27	52,094.25
August 2022	60,411.20	57,367.47
September 2022	60,676.12	56,147.23
October 2022	60,786.70	56,683.40
November 2022	63,303.01	60,425.47
December 2022	63,583.07	59,754.10
January 2023	61,343.96	58,699.20
February 2023	61,682.25	58,795.97
March 2023	60,498.48	57,084.91

Chart in comparison to stock price and BSE Sensex:

- q. **Details of material subsidiaries of the Company – N/A**
- r. **Details with respect to Demat Suspense Account / unclaimed suspense account – N/A**
- s. **Disclosure of certain types of agreements binding Company – N/A**
- t. **The CEO & CFO certification on the financial statements as per Regulation 17(8) of Listing Regulations – placed as an Annexure-F to this report**
- u. **Declaration on compliance of Code of Conduct - placed as an annexure o this report**
- v. **Compliance certificate from M/s. B S S & Associates, Company Secretaries regarding compliance of conditions of corporate governance - placed as an Annexure-G to this report.**

DECLARATION

As provided under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel of Edvenswa Enterprises Limited have confirmed compliance with the Code of Conduct for the year ended March 31, 2023.

sd/-

U. Sreenivasa Sreekanth
Chairman & Managing Director
DIN: 01275332

Date: 06-08-2023
Place: Hyderabad

Annexure-F

CEO & CFO Certification

The Board of Directors
Edvenswa Enterprises Limited
Hyderabad.

We, **U. Sreenivasa Sreekanth**, Chairman and Managing Director and **Krishna Murthy Uppuluri**, Chief Financial Officer of Edvenswa Enterprises Limited, hereby certify that:

- A. we have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. 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.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware of, and the steps we have taken or propose to take to rectify these deficiencies
- D. We have indicated to the Auditors and the Audit Committee, wherever applicable:
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

sd/-

U. Sreenivasa Sreekanth
Chairman & Managing Director
DIN: 01275332

sd/-

Krishna Murthy Uppuluri
CFO

Date: 06-08-2023
Place: Hyderabad

Annexure-G

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,
EDVENSWA ENTERPRISES LIMITED,
(Formerly, KLK ELECTRICAL LIMITED)
CIN: L72300TN1980PLC008230
Plot No. 85, Shop No.1, 4th Street,
Ganesh Avenue, Sakthi Nagar, Porur
Chennai, Tamilnadu - 600116.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Edvenswa Enterprises Limited (Formerly, KLK Electrical Limited)**, having CIN: L72300TN1980PLC008230 and having registered office at Plot No. 85, Shop No.1, 4th Street, Ganesh Avenue, Sakthi Nagar, Porur Chennai Tamilnadu - 600116 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 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 Authorities.

Sr. No.	Name of Director	DIN	Date of appointment in Company
01	Sreenivasa Sreekanth Uppuluri	01275332	26/05/2022
02	Ramesh Reddy Yerradoddi	01483626	26/05/2022
03	Garimella Jayachand	03053175	26/05/2022
04	Ravikanth Andhavarapu	08096853	26/05/2022
05	Srivani Nandiraju	09556758	26/05/2022

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

For B S S & Associates
Company Secretaries

S.Srikanth
Partner

ACS No.: 22119; C.P. No.: 7999

UDIN: A022119E00079681

Peer Review Certificate No.: 726/2020

Date: 14-08-2023

Place: Hyderabad

Annexure-H

Certificate on Corporate Governance

To,
The Members,
EDVENSWA ENTERPRISES LIMITED,
(Formerly, KLK ELECTRICAL LIMITED)
CIN: L72300TN1980PLC008230
Plot No. 85, Shop No.1, 4th Street,
Ganesh Avenue, Sakthi Nagar, Porur
Chennai, Tamilnadu - 600116

1. We have examined the compliance of the conditions of Corporate Governance by **M/s. Edvenswa Enterprises Limited (Formerly, KLK Electrical Limited)** (hereinafter called "the Company"), having CIN: L72300TN1980PLC008230 for the financial year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

Management's responsibility

2. The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Our responsibility

3. Pursuant to the requirements of the SEBI Listing Regulations, our responsibility is limited to examining the procedures and implementations thereof, adopted by the Company and express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in paragraph 1 above.

Opinion

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI Listing Regulations, as applicable for the financial year ended on March 31, 2023 except:

As per the Provisions of Reg. 31A(3)(a)(ii) of SEBI(LODR) the gap between dates of the board meeting and the shareholders' meeting considering the request of the promoter(s) seeking reclassification does not exceed Three Months. However, in this case the gap exceeded three months (i.e., 34days delay) i.e., BM convened on 26.05.2022 and AGM convened on 27.09.2022. And the BSE raised query with regard to the same on 05.04.2023 and Company given reply on 02.05.2023. The application for reclassification is still under process.

As per regulation 31(2) of the SEBI (LODR) 100% of the promoter's shareholding should be in demat however, some of the promoters still holding shares in physical.

The company setup Structured Digital Database (SDD) on 16.11.2022, to capture the details with respect to Unpublished Price Sensitive Information (UPSI). However, the company has not captured any events as on 31.03.2023.

Other matters and restriction on use

5. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. This report is addressed to and provided to the members of the Company solely for the purpose of enabling to comply with its obligations under the SEBI Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**For B S S & Associates
Company Secretaries**

S. Srikanth

Partner

ACS No.: 22119

C.P. No.: 7999

UDIN: A022119E000796838

Peer Review Certificate No.: 726/2020

Date: 14-08-2023

Place: Hyderabad

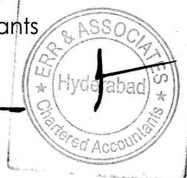

CERTIFICATE PURSUANT TO REGULATION 45 (3) OF SEBI (LODR) REGULATIONS 2015

We hereby certify that Ms KLK Electrical Limited , a Company incorporated under the Companies Act, 1956 having its registered office at Plot No. 85, Shop No.1, 4th Street, Ganesh Avenue, Sakthi Nagar, Porur Chennai Chennai TN 600116 has complied with Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 201-5 with regard to proposed change of name from M/s.KLK Electrical Limited to Edvenswa Enterprises Limited as per regulation 45(1) of SEBI (LODR) Regulations, 2015 which as follows:

S.No.	Conditions	Reasons/Reply
a	A time period of at least one year has elapsed from the last name change;	The company has undergone a name change on 29/09/2011
b.	At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or -	Not Applicable. There is no change in the line of activity consequent to change in the name of the company. The business and objects of the company remain same as before the change of the name of the company.
c.	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.	Not Applicable. There is no change in the line of activity consequent to change in the name of the company. The business and objects of the company remain same as before the change of the name of the company.

For ERR & Associates
 Chartered Accountants
 FRN No : 017078S

E.Rajeshwer Reddy
 Proprietor
 M.No.240810



UDIN : 22240810AQSDQG8888

Place: Hyderabad
 Date : 02.09.2022



**FINANCIAL
STATEMENTS**

INDEPENDENT AUDITORS' REPORT

The Members

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)
Chennai.

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **EDVENSWA ENTERPRISES LIMITED** (Formerly KLK ELECTRICAL LIMITED) ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, Statement of Profit & Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS,

- a) in the case of Balance Sheet of the State of affairs of the Company as at 31st March, 2023; and
- b) In the case of Statement of Profit & Loss (including other comprehensive Income), of the Profit for the year ended on that date.
- c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
- d) In the case of Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

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

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. We have determined the matters described below to be the key audit matters to be communicated in our report :

SI No	Key Audit Matter	Auditor's Response
1	<p>Intangible Assets – Technical Knowhow Fee</p> <p>The Company had paid Technical Knowhow Fee in FY 2001-02 / 2002-03 to M/s. Elin Union, Austria for manufacture of Isolators and Load Back Switches. Pursuant to a Foreign Collaboration Agreement. The Agreement has since lapsed.</p>	<p>Principal Audit Procedures</p> <p>We have observed that the original promoters of the company have divested their stake in favour of current promoters and the company is no longer pursuing the objects relating to manufacture of Electrical products. Moreover, the said foreign Collaboration agreement has lapsed. Hence, this Technical Knowhow Fee may not have value in the present circumstances.</p>
2	<p>Sundry Debtors – outstanding for more than 3 years Rs. 67,63,850/-</p> <p>The Company has Sundry Debtors – outstanding for more than 3 years – Rs. 67,63,850/-</p>	<p>We have observed that this amount is being carried from FY 2013-14 onwards. No confirmation from the Parties could be obtained. The Company has classified as Doubtful in the Ageing Analysis.</p>

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the Indian accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan

and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclose in the "Annexure A", hereto a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we further report that :
 - i) 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.
 - ii) 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.
 - iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - iv) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - v) On the basis of the written representations received from the Directors as on 31st March, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2023 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - vi) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - a) Provision relating to Impact of pending litigations on its financial position in its Financial Statements – NIL ;

- b) Provision relating to Material Foreseeable Losses on Long-Term Contracts – Not Applicable. The company neither entered into any derivative contract during the year nor have any outstanding derivative contract at the year end.
- c) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the company during the year.
- d) Based on our audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the various matters mentioned in 'Disclosures of other Statutory Information' annexed to the Notes to accounts, contain any material mis-statement.
- e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- f) 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.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644

Date : 30-05-2023
UDIN : 23022644BGUPGZ8769

“ANNEXURE - A” to the Auditor’s Report

Statement referred to in our report of even date to the members of **EDVENSWA ENTERPRISES LIMITED** (Formerly KLK ELECTRICAL LIMITED) on the Standalone Ind AS Financial Statements for the year ended 31st March, 2023 :

(i) With respect to its Property, Plant and Equipment :

- a) The Company has Intangible Assets comprising of Technical Know How Fees paid during FY 2001-02 / 2002-03 to M/s. Elin Union, Austria for manufacture of Isolators and Loan Back Switches, pursuant to a Foreign Collaboration Agreement. We are informed that this Agreement has since lapsed.
 - b) The company does not have any Tangible Fixed Assets.
 - c) The Company has not revalued its Intangible Assets during the year.
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ii) The company does not have any inventories. Hence, the clause 3(ii) of the said Order is not applicable to the company.
- (iii) The company has not granted any loans / provided any Guarantees, secured or unsecured to companies, firms, LLP's or other parties. The company has made an Investment of Rs. 1500.00 Lacs in FY 2021-22 in Edvenswa Tech Inc., USA (a 100 % subsidiary).
- (iv) In our opinion and according to the information and explanations given to us, company has complied with the provisions of section 185 and Section 186 of Companies Act, 2013, wherever applicable.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has not prescribed maintenance of Cost Records under sub – section (1) of section 148 of the Companies Act, 2013.

(vii) With respect to Statutory Dues :

- a) According to the information and explanations given to us, and the records of the company examined by us, the company is generally regular in depositing the undisputed Statutory Dues including the Income Tax, GST, Duty of Customs, Cess or other material statutory dues as applicable to it, with the appropriate authorities and there were no undisputed statutory dues outstanding as at 31-03-2023 for a period exceeding six months from the date they became payable. We are informed that the provisions of Employees Provident Fund and Employees State Insurance Acts are not yet applicable to the Company.

- b) According to the information and explanations given to us, and the records examined by us, the company is not having any disputed liabilities relating to statutory dues as mentioned in clause (a) above as at the year end.
- (viii) On the basis of our examination of records and according to the information and explanations given to us, the Company does not have any transactions which are referred to in clause 3(viii) of the said Order.
- (ix) According to the information and explanations given to us and the records examined by us, the company has not availed any loans or other borrowings from banks / financial institutions. Hence, the provisions of clause 3(ix) of the said Order are not applicable.
- (x) (a) On the basis of our examination of records and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer / further public offer (including debt instruments) during the year. However, the company has raised monies by way of rights issue of 90,80,000 Equity Shares (Total amount Rs. 2270.00 Lacs including Premium) which were allotted on 23-03-2023. The amount so raised was kept in Bank Fixed Deposits as on 31-03-2023.
- (b) Further, the company has allotted 4,30,000 Equity Shares on a Preferential basis (on conversion of Share Warrants) during the year (Total amount Rs. 107.50 Lacs including Premium). The company is in the process of deploying these funds.
- (xi) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers / employees has been noticed or reported during the year that causes the Standalone Ind AS Financial Statements to be materially misstated.
- (xii) The Company is not a Nidhi Company. Therefore, clause 3(xii) of the said order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on or examination of the records of the Company, the company is in the process of setting up an internal audit system commensurate with the size and nature of its business.
- (xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause 3(xv) of the said order is not applicable to the Company.
- (xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii) The Company has not incurred cash losses during the in the Financial Year 2022-23 and in the immediately preceding Financial year 2021-22.

EDVENSWA ENTERPRISES LIMITED

- (xviii) There has been no resignation by the Statutory Auditors during the year and as such the clause 3(xviii) of the said Order is not applicable.
- (xix) According to the information and explanations given to us and based on our examination of the records of the Company, the information accompanying the financial statements, our knowledge of the Board of Directors and the management plans, no material uncertainty exists as on the date of the audit report and the company is 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.
- (xx) According to the information and explanations given to us and based on our examination of the records of the Company, the company does not have any other than ongoing projects and as such the provisions of clause 3(xx) (a) and (b) of the said order are not applicable to the Company.
- (xxi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any subsidiary companies to which provisions of Companies (Auditor's Report) Order (CARO) is applicable. As such, the provisions of clause 3(xxi) of the said Order is not applicable to the Company.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644

Date : 30-05-2023
UDIN : 23022644BGUPGZ8769

ANNEXURE B” TO THE INDEPENDENT AUDITOR’S**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) :**

We have audited the internal financial controls over financial reporting of **EDVENSWA ENTERPRISES LIMITED** (Formerly **KLK ELECTRICAL LIMITED**) (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls :

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

Auditors’ Responsibility :

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting :

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles.

EDVENSWA ENTERPRISES LIMITED

A company's internal financial control over financial reporting includes those policies and procedures that :

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

Inherent Limitations of Internal Financial Controls over Financial Reporting :

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 Chartered Accountants of India.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644

Date : 30-05-2023
UDIN : 23022644BGUPGZ8769

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

Plot No. 85, 4th Street, Ganesh Avenue, Shakthi Nagar, Chennai - 600 116

STANDALONE BALANCE SHEET AS AT 31-03-2023

Particulars	Note No.	31-03-2023	31-03-2022
		Rs.	Rs.
ASSETS			
1. Non Current Assets :			
a) Property, Plant and Equipment		-	-
b) Intangible Assets	1	55,62,573	55,62,573
c) Financial Assets			
i) Investments	2	15,05,35,001	15,05,35,001
ii) Other Financial Assets	3	45,00,000	-
2. Current Assets :			
(Financial Assets)			
a) Trade Receivables	4	1,74,13,050	1,62,31,441
b) Cash and Cash Equivalents	5	22,55,81,558	75,11,634
c) Short Term Loans & Advances	6	1,95,44,571	1,14,37,000
d) Other Current Assets	7	10,38,000	-
TOTAL		42,41,74,753	19,12,77,649
EQUITY AND LIABILITIES			
EQUITY :			
a) Equity Share Capital	8	18,16,00,000	8,65,00,000
b) Other Equity	9	23,49,66,428	9,46,46,991
c) Share Warrants Application Money		48,15,000	75,00,000
LIABILITIES :			
1. Non Current Liabilities			
(Financial Liabilities)			
2. Current Liabilities :			
(Financial Liabilities)			
a) Loans and Advances Received	10	-	3,64,000
b) Other Current Liabilities	11	16,36,331	15,54,157
c) Short Term Provisions	12	11,56,994	7,12,500
TOTAL		42,41,74,753	19,12,77,649

Significant Accounting Policies and Notes
to the Financial Statements

The accompanying notes are an integral part of the financial statements

For ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

V. ANANT RAO
Partner
M.No. 022644
Date : 30-05-2023
UDIN : 23022644BGUPGZ8769

A

FOR AND ON BEHALF OF BOARD

SREENIVASA SREEKANTH UPPULURI
Chairman And Managing Director
DIN No : 01275332

YERRADODDI RAMESH REDDY
Wholetime Director
DIN No : 01483626

UPPULURI KRISHNA MURTHY
Chief Financial Officer

HIMABINDU DULIPALA
Company Secretary

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

Plot No. 85, 4th Street, Ganesh Avenue, Shakthi Nagar, Chennai - 600 116

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2023

	Particulars	Note No.	2022-23	2021-22
			Rs.	Rs.
	INCOME :			
I	Revenue from Operations	13	84,82,923	50,23,760
II	Other Income	14	35,760	1,01,45,674
III	Total Income (I + II)		85,18,683	1,51,69,434
	EXPENDITURE :			
	a) Cost of Inputs		-	-
	b) Employees Benefits Expenses	15	31,48,146	3,65,000
	c) Finance Costs	16	4,540	1,924
	d) Depreciation and Amortisation Expenses	17	-	-
	e) Other Expenses	18	42,90,844	10,92,222
	Total Expenses		74,43,530	14,59,146
V	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX	(III - IV)	10,75,154	1,37,10,287
VI	Less : Exceptional Items :			
	- Prior Period Expenses		31,939	-
VII	PROFIT BEFORE TAX	(V - VI)	10,43,214	1,37,10,287
VIII	Tax Expense :			
	a) Current Tax - Current Year		2,99,248	7,12,500
	b) Income Tax - AY-2022-23		2,10,873	-
	c) Deferred Tax		-	-
IX	PROFIT AFTER TAX (from continuing operations)	(VII - VIII)	5,33,093	1,29,97,787
X	Other Comprehensive Income Items that will not be reclassified to Profit or Loss		-	-
XI	Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	IX+X	5,33,093	1,29,97,787
XII	Earnings Per Share :			
	a) Basic		0.06	3.45
	b) Diluted		0.03	1.32

Significant Accounting Policies and Notes
to the Financial Statements

The accompanying notes are an integral part of the financial statements

For ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

V. ANANT RAO
Partner
M.No. 022644
Date : 30-05-2023
UDIN : 23022644BGUPGZ8769

A

FOR AND ON BEHALF OF BOARD

SREENIVASA SREEKANTH UPPULURI
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EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2023

	Particulars	2022-23	2021-22
		Rs.	Rs.
A.	Cash Flow from Operating Activities		
	Net Profit / (Loss) before Tax	10,43,214	1,37,10,287
	<u>Adjustments for:</u>		
	Depreciation	-	-
	Dividend Received	-	(1,20,000)
	Operating Profit before Working Capital Changes	10,43,214	1,35,90,287
	Decrease / (Increase) in Trade Receivables	(11,81,609)	(74,78,694)
	Decrease / (Increase) in Short Term Loans and Advances	(81,07,571)	(89,82,500)
	Decrease / (Increase) in Other Current Assets	(10,38,000)	-
	Increase / (Decrease) in Short Term Provisions	4,44,494	7,12,500
	Increase / (Decrease) in Loans and Advances Received	(3,64,000)	3,64,000
	Increase / (Decrease) in Other Current Liabilities	82,173	3,82,158
	Cash generated from Operating Activities	(91,21,299)	(14,12,249)
	Income Tax Paid	(5,10,121)	(7,12,500)
	Net Cash Flow from Operating Activities	(96,31,420)	(21,24,749)
B.	Cash Flow from Investing Activities		
	Acquisition of Fixed Assets	-	-
	Changes in Investments	-	(14,80,00,000)
	Changes in Non-Current Assets	(45,00,000)	-
	Dividend received	-	1,20,000
	Net Cash Flow from Investing Activities	(45,00,000)	(14,78,80,000)
C.	Cash Flow from Financing Activities		
	Changes in Share Warrants Application Money	(26,85,000)	75,00,000
	Changes in Equity Shares	9,51,00,000	6,00,00,000
	Changes in Securities Premium	14,26,50,000	9,00,00,000
	Changes in Other Comprehensive Income (under Other Equity)	4,06,237	-
	Rights Issue Expenses (Under Other Equity)	(32,69,893)	-
	Net Cash Flow from Financing Activities	23,22,01,344	15,75,00,000
	Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)	21,80,69,924	74,95,251
	Opening Cash and Cash Equivalents	75,11,634	16,383
	Closing Cash and Cash Equivalents	22,55,81,558	75,11,634

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (Ind As 3) 'Cash Flow Statements' notified by the Central Govt under Companies (Accounting Standards) Rules, 2006.
- Previous year figures have been regrouped / rearranged, wherever necessary to conform to the current period classification.

FOR AND ON BEHALF OF BOARD

For ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

SREENIVASA SREEKANTH UPPULURI
Chairman And Managing Director
DIN No : 01275332

V. ANANT RAO
Partner
M.No. 022644
Date : 30-05-2023
UDIN : 23022644BGUPGZ8769

YERRADODDI RAMESH REDDY
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EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

Plot No. 85, 4th Street, Ganesh Avenue, Shakthi Nagar, Chennai - 600 116

A. NOTES TO THE FINANCIAL STATEMENTS :**1 Intangible Assets :**

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Technical Know how (This represents the Technical Know-how Fees paid in FY 2001-02 / 2002-03 to M/s. Elin Union, Austria for manufacture of Isolators and Load Back Switches pursuant to a Foreign Collaboration Agreement. The Agreement has since lapsed)	55,62,573	55,62,573
	55,62,573	55,62,573

2 Investments :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Investments in Equity Shares (Unquoted Investments at cost)		
- M/s. EDVENSWA TECH INC, USA (60,00,000 Equity Shares in this 100% Subsidiary)	15,00,00,000	15,00,00,000
- Others	5,35,001	5,35,001
	15,05,35,001	15,05,35,001

3 Other Financial Assets :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Financial Assets :		
a) Rent Deposit	45,00,000	-
	45,00,000	-

4 Trade Receivables :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Sundry Debtors (Unsecured and Considered good unless otherwise stated)	1,74,13,050	1,62,31,441
	1,74,13,050	1,62,31,441

Trade Receivables Due :**Trade Receivables Ageing Schedule : (FY 2022-23)***(As given by Management and not verified by Auditors)*

Particulars <i>(Outstanding for the following periods from the due date of payment)</i>		
Undisputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	47,40,308	-
6 Months - 1 year	8,85,132	-
1 - 2 years	50,23,760	-
2 - 3 years	-	-
More Than 3 years	-	67,63,850
Total (A)	1,06,49,200	67,63,850

Disputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	-	-
6 Months - 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More Than 3 years	-	-
Total (B)	-	-
Total Trade Receivables Due (A+B)	1,06,49,200	67,63,850

Trade Receivables Ageing Schedule : (FY 2021-22)*(As given by Management and not verified by Auditors)*

Particulars <i>(Outstanding for the following periods from the due date of payment)</i>		
Undisputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	75,49,434	-
6 Months - 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More Than 3 years	19,18,157	67,63,850
Total (A)	94,67,591	67,63,850

Disputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	-	-
6 Months - 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More Than 3 years	-	-
Total (B)	-	-
Total Trade Receivables Due (A+B)	94,67,591	67,63,850

EDVENSWA ENTERPRISES LIMITED

5 Cash and Cash Equivalents :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Balances with Banks :		
- Indian Bank - Current Account No. 47524	34,803	10,137
- ICICI Bank Ltd. - Current Account No. 000645	11,01,35,340	-
- Kotak Mahindra Bank - Current Account No. 52960	29,500	-
- Axis Bank - Current Account No. 709770	5,79,915	74,98,997
b) Cash on Hand	2,000	2,500
c) Fixed Deposits with Banks	11,48,00,000	-
	22,55,81,558	75,11,634

6 Short Term Loans & Advances :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Advances to Others	19,37,000	19,37,000
b) Advances to Suppliers	1,44,07,500	95,00,000
c) Security Deposit - BSE Ltd	22,70,000	-
d) GST Input Tax Credit	9,30,071	-
	1,95,44,571	1,14,37,000

7 Other Current Assets :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Accrued Reveune	10,38,000	-
	10,38,000	-

8 Equity Share Capital :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Authorised :		
a) Equity Share Capital :		
2,00,00,000 (1,00,00,000) Equity Shares of Rs. 10/- each	20,00,00,000	10,00,00,000
Total	20,00,00,000	10,00,00,000
Issued, Subscribed and Paid-up :		
a) Equity Share Capital		
1,81,60,000 (86,50,000) Equity Share of Rs. 10/- each	18,16,00,000	8,65,00,000
Total	18,16,00,000	8,65,00,000

8.1 Reconciliation of Number of Shares :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Equity Shares :		
Opening balance	86,50,000	26,50,000
* Issued during the year	95,10,000	60,00,000
Closing Balance	1,81,60,000	86,50,000
Equity Share Warrants :		
Opening balance	12,00,000	-
* (Reduction) / Issued during the year	4,30,000	12,00,000
Closing Balance	7,70,000	12,00,000

8.2 The following is the list of the shareholders holding more than 5% Equity Shares :

Name of the Shareholder	31-03-2023		31-03-2022	
	No. of Shares	% age	No. of Shares	% age
Equity Shares :				
a) Sri Uppuluri Sreenivasa Sreekanth	95,00,000	52.31	60,00,000	69.36
b) Sri Y.Ramesh Reddy	11,26,000	6.20	-	-
c) Ms. Anjana Bhutna	23,50,000	12.94	-	-

8.3 Disclosure of Shareholding of Promoters : (FY 2022-23) :

Shares Held by the Promoter at the end of the year				
Sl. No.	Promoter Name	No. of Shares	% of Total Shares	% Change during the year
a)	Sri Uppuluri Sreenivasa Sreekanth	95,00,000	52.31	(24.58)
b)	Sri Y.Ramesh Reddy	11,26,000	6.20	100.00
c)	Sri V.Lava Kumar	95,000	0.52	(53.57)
d)	Edvenswa Tech Private Limited	4,940	0.003	-
e)	Sri Devi Lava Kumar	300	-	(99.58)
f)	Sri L.Karthik	400	-	(100.00)

Disclosure of Shareholding of Promoters : (FY 2021-22) :

Shares Held by the Promoter at the end of the year				
Sl. No.	Promoter Name	No. of Shares	% of Total Shares	% Change during the year
a)	Sri Uppuluri Sreenivasa Sreekanth	60,00,000	69.36	100
b)	Sri V.Lava Kumar	96,549	1.12	-
c)	Sri Devi Lava Kumar	62,300	0.72	-
d)	Sri L.Karthik	400	-	-
e)	Edvenswa Tech Private Limited	2,770	0.03	100

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 March 2023

(All amounts in Indian Rupees , except share data and where otherwise stated)

8 Equity Share Capital :

Particulars	Balance at the beginning of the reporting period 01-04-2022	Changes in equity share capital during the year	Balance at the end of the reporting period 31-03-2023
Issued, Subscribed and Paid-up (2022-23) : 1,81,60,000 (86,50,000) Equity Share of Rs. 10/- each Subscribed and Paid-up	8,65,00,000	9,51,00,000	18,16,00,000
Previous Year (2021-22)	01-04-2021		31-03-2022
Issued, Subscribed and Paid-up (2021-22) : 86,50,000 (26,50,000) Equity Share of Rs. 10/- each Subscribed and Paid-up	2,65,00,000	6,00,00,000	8,65,00,000

8.4 The Company has only one class of equity shares having a per value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the FY 2022-23, the Company had issued Equity Shares of 95,10,000 of Rs. 10/- each at Premium of Rs. 15/- each (Total Rs. 25/- each). These 95,10,000 Equity Shares comprise - Rights Issue of 90,80,000 Equity Shares and 4,30,000 Shares Warrants converted into 4,30,000 Equity Shares of Rs. 10/- each.

During FY 2021-22, the Company had issued 12,00,000 Equity Share Warrants (Convertible into Equity Shares in the ratio of 1 : 1) to Sri Yerradoddi Ramesh Reddy. The said Equity Share Warrants are convertible into Equity Shares with in a period of 18 months. During FY 2022-23, 4,30,000 Share Warrants were converted into 4,30,000 Equity Shares of Rs. 10/- each at a Premium of Rs. 15/- each.

9 Other Equity :

	Securities Premium	Reserves and Surplus	Total
		Surplus/Deficit in Statement of Profit & Loss	
Balance as at April 1, 2021	-	(83,50,796)	(83,50,796)
a) Securities Premium Received during the Year	9,00,00,000	-	9,00,00,000
b) Profit / (Loss) for the Year	-	1,29,97,787	1,29,97,787
c) Other Compressive Income / (Loss)	-	-	-
Balance as at March 31, 2022	9,00,00,000	46,46,991	9,46,46,991
Balance as at April 1, 2022	9,00,00,000	46,46,991	9,46,46,991
a) Securities Premium Received during the Year	14,26,50,000	-	14,26,50,000
b) Profit / (Loss) for the Year	-	5,33,093	5,33,093
c) Other Compressive Income :	-	-	-
- Unrealised Gains on Remeasurement of Receivables	-	4,06,237	4,06,237
d) Rights Issue Expenses	-	(32,69,893)	(32,69,893)
Balance as at March 31, 2023	23,26,50,000	23,16,428	23,49,66,428

10 Loans & Advances Received :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Short Term Advance Received	-	3,64,000
	-	3,64,000

11 Other Current Liabilities :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Creditors for Expenses	13,77,119	15,54,157
b) TDS Payable	2,59,212	-
	16,36,331	15,54,157

Creditors for Expenses - Break-up into Micro Enterprises and Small Enterprises :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Micro Enterprises and Small Enterprises	NIL	NIL
b) Other Than Micro Enterprises and Small Enterprises	NIL	NIL

Creditors for Expenses Ageing Schedule : (FY 2022-23) (As given by Management and not verified by Auditors)

Outstanding for the following periods from the due date of payment	MSME	Others
	Rs.	Rs.
Less than 1 year	-	13,77,119
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	-	13,77,119
Outstanding for the following periods from the due date of payment	Disputed Dues - MSME	Disputed Dues - Others
	Rs.	Rs.
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	-	-

EDVENSWA ENTERPRISES LIMITED

Creditors for Expenses Ageing Schedule : (FY 2021-22) (As given by Management and not verified by Auditors)

Outstanding for the following periods from the due date of payment	MSME	Others
	Rs.	Rs.
Less than 1 year	-	3,82,157
1 - 2 years	-	11,72,000
2 - 3 years	-	-
More than 3 years	-	-
Total	-	15,54,157
Outstanding for the following periods from the due date of payment	Disputed Dues - MSME	Disputed Dues - Others
	Rs.	Rs.
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	-	-

12 Short Term Provisions :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Provisions for Expenses	8,57,746	-
b) Current Income Tax	2,99,248	7,12,500
	11,56,994	7,12,500

13 Revenue from Operations :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Software Consulting Services Income (Includes Unbilled Revenue)	84,82,923	50,23,760
	84,82,923	50,23,760

14 Other Income :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Dividend received on Investment	-	1,20,000
b) Profit on Sale of Equity Shares	-	1,00,25,674
c) Exchange Rate Fluctuation	35,760	-
	35,760	1,01,45,674

15 Employee Benefits Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Salaries to Staff	29,07,409	3,65,000
b) Staff Welfare Expenses	27,173	-
c) Employees PL Encashment Expenses	58,988	-
d) Employee Gratuity Expenses	1,46,176	-
e) Recruitment Expenses	8,400	-
	31,48,146	3,65,000

16 Finance Costs :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Bank Charges	4,540	1,924
	4,540	1,924

17 Depreciation and Amortisation Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Depreciation : The company does not have any Property, Plant and Equipment	-	-
b) Amortisation Expenses :	-	-
	-	-

Details of Amortisation on Intangible Assets :

Particulars	Gross Carrying Value	Accumulated Amortisation
	Rs.	Rs.
a) Technical Know how		
Opening Value As on 01-04-2022	55,62,573	-
Add : Additions During The Year	-	-
Less : Deletions During The Year	-	-
Closing Value As on 31-03-2023	55,62,573	-
Net Carrying Value	As at 31-3-2023	As at 31-3-2022
a) Technical Know how	55,62,573	55,62,573

EDVENSWA ENTERPRISES LIMITED

18 Other Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Administrative Expenses:		
- Professional and Consultancy Charges	25,53,475	2,67,120
- Depository Charges, Listing Fee and Registrar Charges	7,73,839	3,54,000
- Rates and Taxes	3,42,400	-
- Advertisement Charges	1,45,992	52,752
- Auditors Remuneration	2,00,000	28,090
- Office Rent	1,20,000	1,20,000
- AGM Expenses	75,842	40,000
- Postage & Courier Charges	44,831	-
- Printing & Stationery	31,456	25,000
- Miscellaneous Expenses	3,008	2,05,260
	42,90,844	10,92,222

19 Contingent Liabilities :

NIL

- 20 a) There were no employees drawings remuneration in excess of the limits laid down in Section 197 of the Companies Act, 2013.

21 Additional Information :

(As given by Management and not verified by the Auditors)

a) Foreign Exchange Inflow / Outflow :

- a) Software Services Income
b) Outflow

	FY 2022-23	FY 2021-22
a) Software Services Income	84,82,923	50,23,760
b) Outflow	NIL	NIL

22 RELATED PARTY DISCLOSURES :

As per Ind AS 24, the disclosures of transactions with the related parties are given below :

i) Key Managerial Personnel :

1. Sri Sreenivasa Sreekanth Uppuluri - Chairman And Managing Director
2. Sri Y.Ramesh Reddy - Wholetime Director
3. Krishna Murthy Uppuluri - Chief Financial Officer

ii) List of Related Parties :

- a) Sri Sreenivasa Sreekanth Uppuluri - Chairman And Managing Director
- b) Sri Y.Ramesh Reddy - Wholetime Director
- c) Edvenswa Tech Inc., USA - Wholly Owned Subsidiary (100 %)
- d) Edvenswa Tech Private Limited - Enterprise Controlled or significantly influenced by Key Managerial Personnel

iii) **Related Party Transactions :**

Nature of Transactions	Related Party	2022-23	2021-22
a) Investments	Edvenswa Tech Inc., USA	15,00,00,000	15,00,00,000
b) Rent Deposit Paid and Outstanding	Edvenswa Tech Pvt. Ltd.	45,00,000	-
c) Trade Receivables Outstanding	Edvenswa Tech Inc., USA	56,25,440	-
d) Creditors for Expenses Outstanding	Edvenswa Tech Pvt. Ltd.	9,82,961	-
e) Revenues	Edvenswa Tech Inc., USA	74,44,923	-

23 Earnings Per Share (EPS) :

Earnings per Share is calculated in accordance with Indian Accounting Standard 33 - 'Earnings per Share'

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Profit / (Loss) after Tax	5,33,093	1,29,97,787
b) Equity shares at the end of the Year	1,81,60,000	86,50,000
c) Weighted Average Number of Equity Shares	90,22,192	37,67,808
d) Diluted Number of Equity Shares (Including 7,70,000 (12,00,000) Share Warrants allotted)	1,89,30,000	98,50,000
e) Earnings per Share - Basic (Rs.)	0.06	3.45
- Diluted (Rs.)	0.03	1.32

EDVENSWA ENTERPRISES LIMITED

24 Payments to Auditors :

Particulars	2022-23	2021-22
	Rs.	Rs.
- For Statutory Audit (Note : FY 2022-23 figure includes part of Fee for FY 2021-22)	2,00,000	28,090

25 **Analytical Ratios :** See Annexure

26 Deferred Tax has not been provided as there were no timing differences.

27 Other Statutory Disclosures See Annexure

28 All figures are mentioned in INR rounded off to the nearest rupee.

29 Previous year's figures have been regrouped wherever necessary.

SIGNATURES TO NOTES TO FINANCIAL STATEMENTS

SREENIVASA SREEKANTH UPPULURI
Chairman And Managing Director
DIN No : 01275332

YERRADODDI RAMESH REDDY
Wholetime Director
DIN No : 01483626

UPPULURI KRISHNA MURTHY
Chief Financial Officer

HIMABINDU DULIPALA
Company Secretary

EDVENSWA ENTERPRISES LIMITED
(formerly KLK ELECTRICAL LIMITED)

(FY 2022-23)

**Note 25 :
Analytical Ratios :**

Particulars	Numerator	Denominator	Ratio		Variance (in %)	Reasons for > 25 % variance
			As at 31-03-2023	As at 31-03-2022		
a) Current Ratio	Current Assets	Current Liabilities	94.36	13.37	605.59	During FY 2022-23, the Company had Software Work-in-Progress as on 31-03-2023 and also due to Rights Issue, the funds collected were kept in Fixed Deposits with Banks for Short Term.
b) Debt-Equity Ratio	Total Debt	Shareholders Equity	-	-	-	The company does not have any Debt
c) Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	-	-	-	The Company does not have any Finance Costs except Bank Charges
d) Return on Equity Ratio	Net Profit after Taxes	Average Shareholders Equity	0.0013	0.07	(98.22)	The company went for rights issue in FY 2022-23 and Shares were allotted. Hence, the variation.
e) Inventory Turnover Ratio	Sales	Inventory	-	-	-	The company does not have any Inventories
f) Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	0.49	0.31	57.40	-
g) Trade Payables Turnover Ratio	Purchases of Services and other Expenses	Average Trade Payables	1.92	0.23	719.19	During FY 2022-23, the Employees Benefit Expenses had increased when compared to FY 2021-22
h) Net Capital Turnover Ratio	Net Sales	Average Working Capital	0.03	0.15	78.84	During FY 2022-23, the Company made a Rights Issue of Equity shares and the funds so collected were kept in Short Term Fixed Deposits.
i) Net Profit Ratio	Net Profit	Net Sales	0.06	2.59	97.57	During FY 2022-23, the Net Profit after Tax was less when compared to FY 2021-22
j) Return on Capital Employed	Earnings before Interest and Taxes	Capital Employed	0.0025	0.07	96.59	During FY 2022-23, the Company made a Rights Issue of Equity shares and the shares were allotted. Hence, the Capital Employed had increased in FY 2022-23 when compared to FY 2021-22.
k) Return on Investment	Income generated from Investments	Time Weighted Average Investments	-	-	-	-
Average Working Capital = Current Assets - Current Liabilities			25,97,45,855	3,25,49,418		

EDVENSWA ENTERPRISES LIMITED

(Formerly KLK ELECTRICAL LIMITED)

(FY 2022-23)

ANNEXURE TO NOTES TO ACCOUNTS : NOTE NO. 27 :

DISCLOSURE OF OTHER STATUTORY INFORMATION :

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
2. The Company does not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period.
3. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
4. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall : (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
5. Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
7. The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
8. **Compliance with the number of layers for its holding in downstream companies :**

The Company has one wholly owned Subsidiary and a Step-down Subsidiary in USA and has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
9. The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
10. The company is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023
1. General Information

Edvenswa Enterprises Limited (the 'Company') (Formerly KLK Electrical Limited) is a Public Limited Company domiciled in India Incorporated on 18-04-1980 and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange. The Company is engaged in Trading in Electrical components, Computers and Peripherals, Software Development, Software Consultancy,

The Company has its registered office located at Chennai Tamil Nadu India.

The following standards / amendments to standards have been issued and will be effective from 1st April 2022. The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2022.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

- **Reference to the Conceptual Framework – Amendments to Ind AS 103**– The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements. The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date. The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date. In accordance with the transitional provisions, the Company applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application). These amendments had no impact on the Standalone Ind AS financial statements of the Company.
- **Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities** – The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. In accordance with the transitional provisions, the Company applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment (the date of initial application). These amendments had no impact on the Standalone Ind AS financial statements of the Company
- **Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16**– The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the

directly attributable costs considered as part of cost of an item of property, plant, and equipment. The amendments are effective for annual reporting periods beginning on or after 1 April 2022. These amendments had no impact on the Standalone Ind AS financial statements of the Company.

- **Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37**- An onerous contract is a contract under which the unavoidable of meeting the obligations under the contract costs (i.e., the costs that the Company cannot avoid because it has the contract) exceed the economic benefits expected to be received under it. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Company applied the amendments to the contracts for which it had not fulfilled all of its obligations at the beginning of the reporting period. Prior to the application of the amendments, the Company had not identified any contracts as being onerous as the unavoidable costs under the contracts, which were the costs of fulfilling them, comprised only incremental costs directly related to the contracts. As a result of the amendments, the Company assessed whether certain other directly related costs are required to be included in determining the costs of fulfilling the contracts. In accordance with the transitional provisions, the Company applies the amendments to contracts for which it has not yet fulfilled all of its obligations, at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application) and has not restated its comparative information. These amendments had no impact on the Standalone Ind AS financial statements of the Company.
- **Ind AS 101 First-time Adoption of Indian Accounting Standards** – Subsidiary as a first-time adopter
The amendment permits a subsidiary that elects to apply the exemption in paragraph D16(a) of Ind AS 101 to measure cumulative translation differences for all foreign operations in its financial statements using the amounts reported by the parent, based on the parent's date of transition to Ind AS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also available to an associate or joint venture that uses exemption in paragraph D16(a) of Ind AS 101. The amendments are effective for annual reporting periods beginning on or after 1 April 2022 but do not apply to the Company as it is not a first-time adopter.
- **Ind AS 41 Agriculture** – Taxation in fair value measurements
The amendment removes the requirement in paragraph 22 of Ind AS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of Ind AS 41. The amendments are effective for annual reporting periods beginning on or after 1 April 2022. The amendments had no impact on the standalone Ind AS financial statements of the Company.

2. Basis of Preparation

A. Statement of Compliance

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

The financial statements were authorized for issue by the Company's Board of Directors on 30-05-2023. Details of the Company's accounting policies are included in Note 3.

B. Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

C. Current and 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 treated as 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.

All other liabilities are classified 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 or cash equivalents. The Company has identified twelve months as its operating cycle.

D. Basis of Measurement

The Standalone Financial Statements have been prepared on the historical cost basis except for investments in mutual funds, non-trade equity shares, bonds and provision for employee defined benefit plans, which are measured at fair values at the end of each reporting period

Item	Measurement basis
Certain financial assets and liabilities (including derivatives instrument)	Fair value
Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligations

E. Use of estimates and judgments

In preparing these 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 disclosure of contingent liabilities on the date of financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on going basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions, and judgments, which have significant effect on the amounts recognized in the financial statement:

Property, plant, and equipment

External adviser or internal technical team assesses the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable. During the FY 2022-23, the company does not have any tangible fixed assets.

Intangibles

The Company had Intangible Assets comprising of Technical Know How Fees. The Technical Know How Fee was paid in FY 2001-02 / 2002-03 to M/s. Elin Union, Austria for manufacture of Isolators and Load Back Switches pursuant to a foreign Collaboration Agreement. The Agreement has since lapsed.

Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

Contingencies

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

Insurance claims

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31st March 2023 is included when required.

Allowances for Inventories

The Company did not have any Inventories during the FY 2022-23 / FY 2021-22.

However, as and when the Inventory is acquired, Management will review the inventory age listing on a periodic basis. This review will involve comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items.

F. Measurement of fair values

A number of companies accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing service, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

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 : quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 : inputs other than quoted prices included in 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 for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a 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 the 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.

3. Significant Accounting Policies

3.1. Property, plant, and equipment

Freehold land and building are carried at Fair value. All other items of property, plant and equipment except freehold land and building are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, and for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policies. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Spare parts are treated as capital assets in accordance with Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

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.

Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when the asset is de- recognised.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the straight-line method based on the life and in the manner prescribed in Schedule II to the Companies Act, 2013, and is generally recognized in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. In the case of lease hold improvements, depreciation is provided over primary lease period or useful life of the asset whichever is less. Freehold land is not depreciated.

Depreciation on property, plant and equipment is provided based on the useful life and in the manner prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, where the useful life of the property, plant and equipment have been determined by the Management based on the technical assessment / evaluation :

Factory Buildings	30 Years
Non-Factory Buildings	60 Years
Plant and Machinery	15 Years
Computer	3 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Electrical Installation	10 Years
Office Equipment	5 Years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of). Individual assets costing less than ¹ 10,000/- are fully depreciated in the year of purchase.

Leasehold rights for land are amortized on a straight-line basis over the primary lease period.

However, the company did not have any Tangible Property, Plant and Equipment during the FY 2022-23 / 2021-22.

3.2. Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

An intangible asset is an identifiable non-monetary asset without physical substance. Intangible assets are initially measured at its cost and then carried at the cost less accumulated amortisation and accumulated impairment, if any

- I. Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any.
- II. Intangible assets are amortized on a straight-line basis as under:
 - a) Software costing up to ₹ 25,000/- is amortized out in the year of acquisition. Other Software acquired is amortized over its estimated useful life of 5 years;
 - b) Intellectual Property is amortized over its estimated useful life of 2 years.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Research and Development expenses

Expenditure on research activities is charged to Statement of Profit and Loss in the period in which it is incurred.

An internally generated intangible asset arising from development is recognised if, and only if, all of the following have been demonstrated:

- Technical feasibility of completing the intangible asset to show its availability for use or sale;
- Intention to complete the intangible asset and its use or sell;
- Ability to use or sell;
- How it will generate future economic benefits;
- Availability of technical, financial and other resources to complete the development phase; and
- Ability to measure reliably the expenditure attributable to development phase.

The amount initially recognised is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no intangible asset can be recognised, development expenditure is charged to Statement of Profit and Loss in the period in which the same are incurred.

Subsequent to its initial recognition, the development expenditure recognised as an assets are reported at cost less accumulated amortization and impairment loss, on the same basis as intangible assets that are acquired separately.

De-recognition of Intangible Assets

Intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss when the asset is de-recognized.

3.3. Impairment of Tangible and Intangible Assets

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

An intangible asset not yet available for use is tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

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 group of CGUs) on a pro rata basis.

3.4. Non-Current Assets held for Sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in Standalone Statement of Profit and Loss.

Once assets classified as held-for-sale, then Property, Plant and Equipment, Investment Property and Other Intangible Assets are no longer required to be depreciated or amortised.

3.5. Foreign Currency Transactions and Balances

Transactions in foreign currency are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

At each balance sheet date, the foreign currency monetary items are reported at the functional currency spot rates of exchange. Exchange differences that arise on settlement or on translation of monetary items are recognized as income or expenses in the Statement of Profit and Loss, except exchange differences arising from the translation of the following items which are recognized in OCI :

- equity investments at fair value through OCI (FVOCI); and
- qualifying cash flow hedges to the extent that the hedges are effective.

Non-monetary items which are carried at historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Forward exchange contracts entered into to hedge and manage foreign currency exposures relating to highly probable transactions or firm commitments are marked to market and resulting gains or losses are recorded in the statement of profit and loss.

3.6. Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

i. Financial Assets

a. Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) is recognised on the trade date i.e. the date that the Company commits to purchase or sell the asset.

b. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories :

▪ Financials Assets at Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

▪ Financial Assets at fair value through Other Comprehensive Income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

▪ Financial assets at fair value through Profit or Loss (FVTPL)

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

c. De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for de-recognition under Ind AS 109.

d. Impairment

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through Profit and Loss / OCI. 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 expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is treated as an impairment gain or loss in Statement of Profit and Loss.

ii. Financial Liabilities**a. Initial recognition and measurement**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

b. Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows :

- **Financial Liabilities at fair value through Profit and Loss :**

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

- **Financial Liabilities measured at Amortised Cost**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

c. De-recognition

A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

3.7. Inventories Inventories are measured at lower of cost and net realizable value. Cost of inventories is determined on a First in First Out (FIFO) / weighted average basis respectively (as mentioned below), after providing for obsolescence and other losses as considered necessary. Cost includes expenditure incurred in acquiring the inventories, reduction and conversion costs and other costs incurred in bringing them to their present location and

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condition. In the case of work-in-progress and finished goods, cost includes an appropriate proportion of fixed production overheads based on normal operating capacity and, where applicable, excise duty.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value.

Items of Inventory are valued on the principle laid down by the Ind AS 2 on Inventories on the basis given below:

(a) Raw Materials, Stores & Spares (that are not capitalized) and Fuel	Lower of cost (determined on weighted average basis) and net realizable value
(b) Packing Material	Lower of cost (determined on FIFO basis) and net realizable value
(c) Work-in-Progress	Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.
(d) Finished Goods	Lower of cost and net realizable value. Cost includes direct materials, labour, a proportion of manufacturing overheads based on normal operating capacity and excise duty

3.8. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at bank and on hand and short-term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the Statement of Cash flows, Cash and cash equivalents comprises cash at bank and on hand, demand deposits and short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.9. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current Income Tax

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date.

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

Deferred Tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward unused tax losses can be utilised.

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

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

3.10. Revenue Recognition

Sale of Goods / Services

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

Revenue is recognisable to the extent of the amount that reflects the consideration (i.e. the transaction price) to which the Company is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). The transaction price is determined on the basis of agreement entered into with the customer.

The Company satisfies the performance obligation and recognises revenue over time, if one of the criteria prescribed under Ind AS 115 - "Revenue from Contracts with Customers" is satisfied. If a performance obligation is not satisfied over time, then revenue is recognised at a point in time at which the performance obligation is satisfied.

The Company recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. The Company would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an appropriate method of measuring progress. In those circumstances, the Company recognises revenue only to the extent of cost incurred until it can reasonably measure outcome of the performance obligation.

Income from Services

Revenue from service contracts are recognized net of GST, when all the following conditions are satisfied :

- The amount of revenue can be measured reliable
- It is probable that the economic benefits associated with the transaction will flow to the Company
- The stage of completion of transaction at the end of the reporting period can be measured reliably.
- The cost incurred for the transaction and the cost to complete the transaction can be measured reliably

Rent

Rental Income is recognized on accrual basis in accordance with terms of respective rent agreements.

Dividend and Interest income

Dividend income from investments is recognized when the Company's right to receive payment is established. Interest income is recognized using effective interest method and subject to the following conditions:

- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The amount of revenue can be measured reliably.

3.11. Employee Benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to recognized provident funds and approved superannuation schemes which are defined contribution plans are recognized as an employee benefit expense and charged to the statement of profit and loss as and when the services are received from the employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of gratuity plan, which is a defined benefit plan, and certain other defined benefit plans is calculated for each plan by estimating the amount of future benefits that the employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. An unrecognized past service costs and the fair value of any plan assets are deducted.

The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

Retirement and other 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, wages, performance incentive, paid annual leave, bonus, leave travel assistance, medical allowance, contribution to provident fund and superannuation etc. recognized as actual amounts due in period in which the employee renders the related services.

- i. A retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contribution to the fund accrues.
- ii. A retirement benefit in the form of Superannuation Fund is a defined contribution scheme and the contribution is charged to the statement of profit and loss for the year when the contribution accrues. There are no obligations other than the contribution payable to the Superannuation Fund Trust.

- iii. Gratuity Liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- iv. Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

Actuarial gains/losses are recognized immediately in the statement of other comprehensive income.

3.12. Provisions (other than for employee benefits) and Contingencies :

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent Liabilities

Contingent Liability is disclosed in the case of :

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible.

A possible obligation arising from past events, unless the probability of outflow of resources is remote.

3.13. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets, that necessarily take a substantial period to get ready for their intended use or sale, are added to the cost of those assets, until the assets are substantially ready for their intended use or sale.

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

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

3.14. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

A. Lease Liability :

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

B. Right-of-Use Assets :

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent Measurement

A. Lease Liability :

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

B. Right-of-Use Assets :

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Impairment Right of use 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.

Short Term Lease

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a Lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever, the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

Transition to Ind AS 116

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April 2019 and applied the standard prospectively to its leases.

3.15. Earnings per Share

Basic earnings per share are calculated by dividing the profit/ (loss) from continuing operations and the total profit/ (loss) attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For calculating **diluted earnings per share**, the profit/(loss) from continuing operations and the total profit/(loss) attributable to equity shareholders by the weighted average number of shares outstanding during the period after adjusting the effects of all dilutive potential equity shares.

3.16. Cash Flow Statement

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

The Cash Flow Statement is prepared by using the “indirect method” set out in Ind AS 7 on “Cash Flow Statements” and presents the cash flows during the period by operating, investing and financing activities of the company.

3.17. Standard notified but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023 :

i) **Definition of Accounting Estimates - Amendments to Ind AS 8 :**

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Company’s standalone Ind AS financial statements.

ii) Disclosure of Accounting Policies - Amendments to Ind AS 1 :

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12 :

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023. The amendments are not expected to have a material impact on the Company's standalone Ind AS financial statements.

INDEPENDENT AUDITORS' REPORT**The Members****EDVENSWA ENTERPRISES LIMITED**

(Formerly KLK ELECTRICAL LIMITED)

Chennai.**Report on the Consolidated Ind AS Financial Statements****Opinion**

We have audited the accompanying Consolidated Ind AS Financial Statements of **EDVENSWA ENTERPRISES LIMITED** (Formerly KLK ELECTRICAL LIMITED) ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, Statement of Profit & Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS,

- a) in the case of Balance Sheet of the State of affairs of the Company as at 31st March, 2023 ; and
- b) In the case of Statement of Profit & Loss (including other comprehensive Income), of the Profit for the year ended on that date.
- c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
- d) In the case of Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

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

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. We have determined the matters described below to be the key audit matters to be communicated in our report :

EDVENSWA ENTERPRISES LIMITED

Sl. No.	Key Audit Matter	Auditor's Response
1	Intangible Assets – Technical Knowhow Fee The Company had paid Technical Knowhow Fee in FY 2001-02 / 2002-03 to M/s. Elin Union, Austria for manufacture of Isolators and Load Back Switches. Pursuant to a Foreign Collaboration Agreement. The Agreement has since lapsed.	Principal Audit Procedures We have observed that the original promoters of the company have divested their stake in favour of current promoters and the company is no longer pursuing the objects relating to manufacture of Electrical products. Moreover, the said foreign Collaboration agreement has lapsed. Hence, this Technical Knowhow Fee may not have value in the present circumstances.
2	Sundry Debtors – outstanding for more than 3 years Rs. 67,63,850/- The Company has Sundry Debtors – outstanding for more than 3 years – Rs. 67,63,850/-	We have observed that this amount is being carried from FY 2013-14 onwards. No confirmation from the Parties could be obtained. The Company has classified as Doubtful in the Ageing Analysis.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other 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 Boards of Directors of the companies included in the Group are responsible for

maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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 Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions

that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors.

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

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

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

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

Other Matters

We did not audit the financial statements / financial information of 1 subsidiaries and 1 step-down subsidiary, for the year ended on that date, as considered in the Consolidated Financial Statements. As disclosed in Note No. 33 forming part of accounts, these financial statements / financial information pertaining to 1 subsidiaries and 1 step-down subsidiary which are unaudited and certified and furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the aforesaid subsidiaries, is based solely on such financial statements / financial information given to us by the Management.

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 financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

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 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 / records.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the Directors of the Company as on March 31, 2023 taken on record by the Board of Directors of the Company, none of the directors of the company in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in 'Annexure A' which is based on our report on the holding company and management's assertions on the subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.
- 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, no remuneration was paid by the Company to its directors during the year.
- 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 Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii) Provision in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts - NIL

The company neither entered into any derivative contract during the year nor have any outstanding derivative contract at the year end.

EDVENSWA ENTERPRISES LIMITED

- iii) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the company during the year.
- iv) Based on our audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the various matters mentioned in 'Disclosures of other Statutory Information' annexed to the Notes to accounts, contain any material mis-statement ;
- v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- 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.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644

Date : 30-05-2023
UDIN : 23022644BGUPHA3321

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of EDVENSWA ENTERPRISES 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 EDVENSWA ENTERPRISES LIMITED (hereinafter referred to as the "Company"). However, we have not audited the subsidiary companies.

Management's Responsibility for Internal Financial Controls

The Boards of Directors of the Company and its subsidiary companies (which are not incorporated in India), are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, which is incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("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 which is incorporated in India

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company which is incorporated in India, have, 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 financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644

Date : 30-05-2023
UDIN : 23022644BGUPHA3321

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

Plot No. 85, 4th Street, Ganesh Avenue, Shakthi Nagar, Chennai - 600 116

CONSOLIDATED BALANCE SHEET AS AT 31-03-2022

Particulars	Note No.	31-03-2023	31-03-2022
		Rs.	Rs.
ASSETS			
1. Non Current Assets :			
a) Property, Plant and Equipment		5,10,73,267	39,62,786
b) Intangible Assets	1	2,72,68,765	1,91,67,874
c) Financial Assets			
i) Investments	2	5,35,001	5,35,001
ii) Other Financial Assets	3	45,00,000	-
2. Current Assets :			
(Financial Assets)			
a) Trade Receivables	4	9,79,93,077	10,85,62,366
b) Cash and Cash Equivalents	5	23,79,32,495	1,21,70,269
c) Short Term Loans & Advances	6	5,39,31,108	10,26,62,275
d) Other Current Assets	7	2,33,69,620	-
TOTAL		49,66,03,333	24,70,60,571
EQUITY AND LIABILITIES			
EQUITY :			
a) Equity Share Capital	8	18,16,00,000	8,65,00,000
b) Other Equity	9	24,76,33,866	9,46,46,991
c) Share Warrants Application Money		48,15,000	75,00,000
LIABILITIES :			
1. Non Current Liabilities			
(Financial Liabilities)			
a) Other Long Term Liabilities	10	1,23,01,411	1,24,31,727
2. Current Liabilities :			
(Financial Liabilities)			
a) Trade Payables	11	2,36,94,610	-
b) Loans and Advances Received	12	31,04,867	3,64,000
c) Other Current Liabilities	13	23,76,229	4,49,05,353
d) Short Term Provisions	14	2,10,77,351	7,12,500
TOTAL		49,66,03,333	24,70,60,571

Significant Accounting Policies and Notes
to the Financial Statements

The accompanying notes are an integral part of the financial statements

For ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

V. ANANT RAO
Partner
M.No. 022644
Date : 30-05-2023
UDIN : 23022644BGUPHA3321

A

FOR AND ON BEHALF OF BOARD

SREENIVASA SREEKANTH UPPULURI
Chairman And Managing Director
DIN No : 01275332

YERRADODDI RAMESH REDDY
Wholetime Director
DIN No : 01483626

UPPULURI KRISHNA MURTHY
Chief Financial Officer

HIMABINDU DULIPALA
Company Secretary

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

Plot No. 85, 4th Street, Ganesh Avenue, Shakthi Nagar, Chennai - 600 116

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR 31-03-2023

	Particulars	Note No.	2022-23	2021-22
			Rs.	Rs.
	INCOME :			
I	Revenue from Operations	15	51,42,19,041	37,87,75,247
II	Other Income	16	39,16,708	1,18,64,964
III	Total Income (I + II)		51,81,35,749	39,06,40,212
	EXPENDITURE :			
a)	Cost of Inputs	17	24,78,12,719	-
b)	Employees Benefits Expenses	18	16,90,46,517	3,65,000
c)	Finance Costs	19	5,30,672	-
d)	Depreciation and Amortization Expenses	20	29,23,046	21,56,309
e)	Other Expenses	21	3,35,62,314	34,85,87,280
	Total Expenses		45,38,75,267	35,11,08,588
V	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX	(III - IV)	6,42,60,482	3,95,31,624
VI	Less : Exceptional Items :			
	- Prior Period Items		31,939	
VII	PROFIT BEFORE TAX	(V - VI)	6,42,28,543	3,95,31,624
VIII	Tax Expense :			
a)	Current Tax - Current Year		64,06,100	19,74,946
b)	Income Tax - AY-2022-23		2,10,873	
c)	Deferred Tax		-	-
IX	PROFIT AFTER TAX (from continuing operations)	(VII - VIII)	5,76,11,569	3,75,56,678
X	Other Comprehensive Income Items that will not be reclassified to Profit or Loss		-	-
XI	Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	IX+X	5,76,11,569	3,75,56,678
XII	Earnings Per Share :			
a)	Basic		6.39	9.97
b)	Diluted		3.04	3.81

Significant Accounting Policies and Notes
to the Financial Statements

The accompanying notes are an integral part of the financial statements

For ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

V. ANANT RAO
Partner
M.No. 022644
Date : 30-05-2023
UDIN : 23022644BGUPHA3321

A

FOR AND ON BEHALF OF BOARD

SREENIVASA SREEKANTH UPPULURI
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DIN No : 01483626

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Company Secretary

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

	Particulars	2022-23	2021-22
		Rs.	Rs.
A.	Cash Flow from Operating Activities		
	Net Profit / (Loss) before Tax	6,42,28,543	3,95,31,624
	<u>Adjustments for:</u>		
	Depreciation	29,23,046	21,56,309
	Other Income	(39,16,708)	(1,18,64,964)
	Other Adjustments for Holding & Subsidiary Company	(4,44,11,039)	(2,45,58,890)
	Operating Profit before Working Capital Changes	1,88,23,841	52,64,078
	Decrease / (Increase) in Trade Receivables	1,05,69,289	(9,98,09,619)
	Decrease / (Increase) in Short Term Loans and Advances	4,87,31,167	(10,02,07,775)
	Increase / (Decrease) in Other Current Assets	(2,33,69,620)	
	Decrease / (Increase) in Trade Payables	2,36,94,610	
	Increase / (Decrease) in Short Term Provisions	2,03,64,851	7,12,500
	Increase / (Decrease) in Other Current Liabilities	(4,25,29,124)	4,37,33,353
	Increase / (Decrease) in Loans and Advances Received	27,40,867	3,64,000
	Cash generated from Operating Activities	5,90,25,881	(14,99,43,463)
	Income Tax Paid	(66,16,973)	(19,74,946)
	Net Cash Flow from Operating Activities	5,24,08,908	(15,19,18,409)
B.	Cash Flow from Investing Activities		
	Acquisition of Fixed Assets	(5,00,33,527)	(1,97,24,396)
	Acquisition of Intangible assets	(81,00,891)	
	Changes In Non Current Assets	(45,00,000)	-
	Changes in Investments	-	20,00,000
	Other Income	-	1,18,64,964
	Net Cash Flow from Investing Activities	(6,26,34,419)	(58,59,432)
C.	Cash Flow from Financing Activities		
	Share Warrants Application Money	(26,85,000)	75,00,000
	Long-Term Liabilities	(1,30,315)	1,24,31,727
	Share Capital issued	9,51,00,000	6,00,00,000
	Securities Premium Received	14,26,50,000	9,00,00,000
	Changes in Other Comprehensive Income (under Other Equity)	4,06,237	-
	Rights Issue Expenses (Under Other Equity)	(32,69,893)	-
	Other Income	39,16,708	-
	Net Cash Flow from Financing Activities	23,59,87,737	16,99,31,727
	Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)	22,57,62,226	1,21,53,886
	Opening Cash and Cash Equivalents	1,21,70,269	16,383
	Closing Cash and Cash Equivalents	23,79,32,495	1,21,70,269

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Govt under Companies (Accounting Standards) Rules, 2006.
- Previous year figures have been regrouped / rearranged, wherever necessary to conform to the current period classification.

FOR AND ON BEHALF OF BOARD

For ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

SREENIVASA SREEKANTH UPPULURI
Chairman And Managing Director
DIN No : 01275332

V. ANANT RAO
Partner
M.No. 022644
Date : 30-05-2023
UDIN : 23022644BGUPHA3321

YERRADODDI RAMESH REDDY
Wholtime Director
DIN No : 01483626

UPPULURI KRISHNA MURTHY
Chief Financial Officer

HIMABINDU DULIPALA
Company Secretary

EDVENSWA ENTERPRISES LIMITED
(Formerly KLK ELECTRICAL LIMITED)

Plot No. 85, 4th Street, Ganesh Avenue, Shakthi Nagar, Chennai - 600 116

A. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS :**1 Intangible Assets :**

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Technical Know how (This represents the Technical Know-how Fees paid in FY 2001-02 / 2002-03 to M/s. Elin Union, Austria for manufacture of Isolators and Load Back Switches pursuant to a Foreign Collaboration Agreement. The Agreement has since lapsed)	55,62,573	55,62,573
b) Goodwill	2,17,06,192	1,36,05,301
	2,72,68,765	1,91,67,874

2 Investments :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Financial Assets:		
a) Investments in Equity Shares (Unquoted Investments at cost)		
- M/s. EDVENSWA TECH INC, USA (60,00,000 Equity Shares in this 100% Subsidiary)	-	-
- Others	5,35,001	5,35,001
	5,35,001	5,35,001

3 Other Financial Assets :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Financial Assets:		
a) Rent Deposit	45,00,000	-
	45,00,000	-

4 Trade Receivables :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Sundry Debtors (Unsecured and Considered good unless otherwise stated)	9,79,93,077	10,85,62,366
	9,79,93,077	10,85,62,366

Trade Receivables Due :**Trade Receivables Ageing Schedule : (FY 2022-23)***(As given by Management and not verified by Auditors)*

Particulars (Outstanding for the following periods from the due date of payment)		
Undisputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	6,82,39,279	-
6 Months - 1 year	16,91,167	-
1 - 2 years	2,05,30,446	-
2 - 3 years	7,68,335	-
More Than 3 years	-	67,63,850
Total (A)	9,12,29,227	67,63,850

Disputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	-	-
6 Months - 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More Than 3 years	-	-
Total (B)	-	-
Total Trade Receivables Due (A+B)	9,12,29,227	67,63,850

Trade Receivables Ageing Schedule : (FY 2021-22)*(As given by Management and not verified by Auditors)*

Particulars (Outstanding for the following periods from the due date of payment)		
Undisputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	9,65,25,663	-
6 Months - 1 year	26,45,330	-
1 - 2 years	7,09,366	-
2 - 3 years	-	-
More Than 3 years	19,18,157	67,63,850
Total (A)	10,17,98,516	67,63,850

Disputed Trade Receivables	Considered Good	Considered Doubtful
Less Than 6 Months	-	-
6 Months - 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More Than 3 years	-	-
Total (B)	-	-
Total Trade Receivables Due (A+B)	10,17,98,516	67,63,850

EDVENSWA ENTERPRISES LIMITED

5 Cash and Cash Equivalents :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Balances with Banks :		
- Indian Bank - Current Account No. 47524	34,803	10,137
- ICICI Bank Ltd. - Current Account No. 000645	11,01,35,340	74,98,997
- Kotak Mahindra Bank - Current Account No. 52960	29,500	-
- Axis Bank - Current Account No. 709770	5,79,915	-
b) Cash on Hand	2,000	2,500
c) Fixed Deposits with Banks	11,48,00,000	-
d) Subsidiary Company Cash and Cash Equivalents	1,23,50,937	46,58,635
	23,79,32,495	1,21,70,269

6 Short Term Loans & Advances :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Advances to Others	20,13,724	19,37,000
b) Advances to Suppliers	2,13,66,217	95,00,000
c) Security Deposit - BSE Ltd	22,70,000	-
d) GST Input Tax Credit	9,30,071	-
e) Escrow A/c Receivable	16,44,208	-
f) Loans And Advances (To Shareholder to Edvenswa Tech Inc., USA - Subsidiary - Forming part of Subsidiary accounts)	1,76,64,408	-
g) Other Current Assets	80,42,479	9,12,25,275
	5,39,31,108	10,26,62,275

7 Other Current Assets :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Accrued Revenue	2,33,69,620	-
	2,33,69,620	-

8 Equity Share Capital :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Authorised :		
a) Equity Share Capital :		
2,00,00,000 (1,00,00,000) Equity Shares of Rs. 10/- each	20,00,00,000	10,00,00,000
Total	20,00,00,000	10,00,00,000
Issued, Subscribed and Paid-up :		
a) Equity Share Capital		
1,81,60,000 (86,50,000) Equity Share of Rs. 10/- each	18,16,00,000	8,65,00,000
Total	18,16,00,000	8,65,00,000

8.1 Reconciliation of Number of Shares :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
Equity Shares :		
Opening balance	86,50,000	26,50,000
* Issued during the year	95,10,000	60,00,000
Closing Balance	1,81,60,000	86,50,000
Equity Share Warrants :		
Opening balance	12,00,000	-
* (Reduction) / Issued during the year	4,30,000	12,00,000
Closing Balance	7,70,000	12,00,000

8.2 The following is the list of the shareholders holding more than 5% Equity Shares :

Name of the Shareholder	31-03-2023		31-03-2022	
	No. of Shares	% age	No. of Shares	% age
Equity Shares :				
a) Sri Uppuluri Sreenivasa Sreekanth	95,00,000	52.31	60,00,000	69.36
b) Sri Y.Ramesh Reddy	11,26,000	6.20	-	-
c) Ms. Anjana Bhutna	23,50,000	12.94	-	-

8.3 Disclosure of Shareholding of Promoters : (FY 2022-23) :

Shares Held by the Promoter at the end of the year				
Sl. No.	Promoter Name	No. of Shares	% of Total Shares	% Change during the year
a)	Sri Uppuluri Sreenivasa Sreekanth	95,00,000	52.31 (24.58)	(24.58)
b)	Sri Y.Ramesh Reddy	11,26,000	6.20 100.00	100.00
c)	Sri V.Lava Kumar	95,000	0.52 (53.57)	(53.57)
d)	Edvenswa Tech Private Limited	4,940	0.003 -	-
e)	Sri Devi Lava Kumar	300	- (99.58)	(99.58)
f)	Sri L.Karthik	400	- (100.00)	100.00

Disclosure of Shareholding of Promoters : (FY 2021-22) :

Shares Held by the Promoter at the end of the year				
Sl. No.	Promoter Name	No. of Shares	% of Total Shares	% Change during the year
a)	Sri Uppuluri Sreenivasa Sreekanth	60,00,000	69.36 100	100.00
b)	Sri V.Lava Kumar	96,549	1.12 -	-
c)	Sri Devi Lava Kumar	62,300	0.72 -	-
d)	Sri L.Karthik	400	- -	-
e)	Edvenswa Tech Private Limited	2,770	0.03 100	100.00

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 March 2023

(All amounts in Indian Rupees , except share data and where otherwise stated)

8 Equity Share Capital :

Particulars	Balance at the beginning of the reporting period 01-04-2022	Changes in equity share capital during the year	Balance at the end of the reporting period 31-03-2023
Issued, Subscribed and Paid-up (2022-23) : 1,81,60,000 (86,50,000) Equity Share of Rs. 10/- each Subscribed and Paid-up	8,65,00,000	9,51,00,000	18,16,00,000
Previous Year (2021-22)	01-04-2021		31-03-2022
Issued, Subscribed and Paid-up (2021-22) : 86,50,000 (26,50,000) Equity Share of Rs. 10/- each Subscribed and Paid-up	2,65,00,000	6,00,00,000	8,65,00,000

8.4 The Company has only one class of equity shares having a per value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the FY 2022-23, the Company had issued Equity Shares of 95,10,000 of Rs. 10/- each at Premium of Rs. 15/- each (Total Rs. 25/- each). These 95,10,000 Equity Shares comprise - Rights Issue of 90,80,000 Equity Shares and 4,30,000 Shares Warrants converted into 4,30,000 Equity Shares of Rs. 10/- each.

During FY 2021-22, the Company had issued 12,00,000 Equity Share Warrants (Convertible into Equity Shares in the ratio of 1 : 1) to Sri Yerradoddi Ramesh Reddy. The said Equity Share Warrants are convertible into Equity Shares with in a period of 18 months. During FY 2022-23, 4,30,000 Share Warrants were converted into 4,30,000 Equity Shares of Rs. 10/- each at a Premium of Rs. 15/- each.

**9 Other Equity :
(Consolidated)**

	Securities Premium	Reserves and Surplus	Total
		Surplus/Deficit in Statement of Profit & Loss	
Balance as at April 1, 2021	-	(83,50,796)	(83,50,796)
Securities Premium Received during the Year	9,00,00,000	-	9,00,00,000
Profit / (Loss) for the Year	-	3,75,56,677	3,75,56,677
US Subsidiary Consolidation Adjustment	-	(2,45,58,890)	(2,45,58,890)
Other Compressive Income / (Loss)	-	-	-
Balance as at March 31, 2022	9,00,00,000	46,46,992	9,46,46,992
Balance as at April 1, 2022	9,00,00,000	46,46,992	9,46,46,992
Securities Premium Received during the Year	14,26,50,000	-	14,26,50,000
Profit / (Loss) for the Year	-	5,76,11,569	5,76,11,569
Adjustments to Subsidiary Retained Earnings	-	(5,57,49,375)	(5,57,49,375)
Other Compressive Income / (Loss)			
- Currency Translation difference (CTD)	-	1,13,38,336	1,13,38,336
- Unrealised Gains on Remeasurement of Receivables	-	4,06,237	4,06,237
Rights Issue Expenses	-	(32,69,893)	(32,69,893)
Balance as at March 31, 2023	23,26,50,000	1,49,83,866	24,76,33,866

10 Long Term Liabilities:

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Disaster Recovery Loan	1,23,31,500	-
b) Vehicle Loans	(30,089)	-
c) Others	-	-
	1,23,01,411	-

11 Trade Payables :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Sundry Creditors	2,36,94,610	-
	2,36,94,610	-

Sundry Creditors Ageing Schedule : (FY 2022-23) (As given by Management and not verified by Auditors)
(Amount in Rs.)

Outstanding for the following periods from the due date of payment	Particulars	
	MSME	Others
Less than 1 year	-	2,08,01,770
1 - 2 years	-	28,92,840
2 - 3 years	-	-
More than 3 years	-	-
Total (A)	-	2,36,94,610
Outstanding for the following periods from the due date of payment	Disputed Dues - MSME	Disputed Dues - Others
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total (B)	-	-
Total Sundry Creditors (A + B)	2,36,94,610	-

EDVENSWA ENTERPRISES LIMITED

Sundry Creditors Ageing Schedule : (FY 2021-22) (As given by Management and not verified by Auditors)

(Amount in Rs.)

Outstanding for the following periods from the due date of payment	Particulars	
	MSME	Others
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total (A)	-	-
Outstanding for the following periods from the due date of payment	Disputed Dues - MSME	Disputed Dues - Others
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total (B)	-	-
Total Sundry Creditors (A + B)	-	-

12 Loans & Advances Received:

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Short Term Advance Received	25,07,718	3,64,000
b) Credit Card Payables	77,76,352	-
c) Short Term Loans	(71,79,204)	-
	31,04,867	3,64,000

13 Other Current Liabilities :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Creditors for Expenses	21,17,017	2,08,54,540
b) Other Expenses payable	-	2,40,50,813
c) TDS Payable	2,59,212	-
	23,76,229	4,49,05,353

Creditors for Expenses - Break-up into Micro Enterprises and Small Enterprises :

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Micro Enterprises and Small Enterprises	NIL	NIL
b) Other Than Micro Enterprises and Small Enterprises	NIL	NIL

14 Provisions For Expenses:

Particulars	31-03-2023	31-03-2022
	Rs.	Rs.
a) Income Tax (MAT) Payable - AY 2022-23	8,57,746	7,12,500
b) Current Income Tax	3,59,508	-
c) Payroll Payables	1,82,26,420	-
d) Other Payables	16,33,677	-
	2,10,77,351	7,12,500

15 Revenue from Operations :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Software Consulting Services Income (Includes Unbilled Revenue)	51,42,19,041	-
	51,42,19,041	-

16 Provisions For Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Dividend received on Investment	-	1,20,000
b) Profit on Sale of Equity Shares	-	1,00,25,674
c) Other income	38,80,948	17,19,291
d) Exchange Rate Fluctuation	35,760	
	39,16,708	1,18,64,964

17 Cost of Inputs :

Particulars	2022-23	2021-22
	Rs.	Rs.
Cost of Goods / Services :		
a) Cost of Good Sold	10,37,12,776	-
b) Outsourcing Services-ETPL	13,54,66,248	-
c) Subcontracting Costs	86,33,694	-
	24,78,12,719	-

18 Employee Benefits Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Salaries to Staff	16,01,43,008	3,65,000
b) Staff Welfare Expenses	6,66,221	-
c) Employees PL Encashment Expenses	58,988	-
d) Employee Gratuity Expenses	1,46,176	-
e) Recruitment Expenses	71,44,665	-
f) General Liability & Workmen Insurance	8,87,459	-
	16,90,46,517	3,65,000

EDVENSWA ENTERPRISES LIMITED

19 Finance Costs :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Bank Charges	4,540	1,924
b) Interest & others	5,26,132	-
	5,30,672	1,924

20 Depreciation and Amortisation Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Depreciation :		
On Property, Plant and Equipment of Edvenswa Tech Inc., USA - a wholly owned subsidiary	29,23,046	21,56,309
b) Amortisation Expenses :	-	-
	29,23,046	21,56,309

Details of Amortisation on Intangible Assets :

Particulars	Gross Carrying Value	Accumulated Amortisation
	Rs.	Rs.
a) Technical Know how		
Opening Value As on 01-04-2022	55,62,573	-
Add : Additions During The Year	-	-
Less : Deletions During The Year	-	-
Closing Value As on 31-03-2023	55,62,573	-
Net Carrying Value	As at 31-3-2023	As at 31-3-2022
a) Technical Know how	55,62,573	55,62,573

21 Other Expenses :

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Administrative Expenses:		
- Rent	1,20,000	1,20,000
- Legal & Consultancy Charges including listing/depository/registrar fees "	33,27,314	6,21,120
- Postage & courier Charges	44,831	-
- Advertisement Charges	1,45,992	52,752
- Printing & Stationery	31,456	25,000
- Auditors Remuneration	2,00,000	28,090
- Other Expenses	-	2,45,260
- AGM Expenses	75,842	-
- Bank Charges	-	1,924
- Expenses Related to US Subsidiary Company	2,92,71,470	34,74,93,133
- Misc	3,008	-
- Rates & taxes	3,42,400	-
	3,35,62,314	34,85,87,280

22 Contingent Liabilities :

NIL

23 a) There were no employees drawings remuneration in excess of the limits laid down in Section 197 of the Companies Act, 2013.

24 Additional Information :

(As given by Management and not verified by the Auditors)

NIL

25 RELATED PARTY DISCLOSURES :

As per Ind AS 24, the disclosures of transactions with the related parties are given below :

i) Key Managerial Personnel :

1. Sri Sreenivasa Sreekanth Uppuluri - Chairman And Managing Director
2. Sri Y.Ramesh Reddy - Wholetime Director
3. Krishna Murthy Uppuluri - Chief Financial Officer

ii) List of Related Parties :

- a) Sri Sreenivasa Sreekanth Uppuluri - Chairman And Managing Director
- b) Sri Y.Ramesh Reddy - Wholetime Director
- c) Edvenswa Tech Inc., USA - Wholly Owned Subsidiary (100 %)
- d) Edvenswa Tech Private Limited - Enterprise Controlled or significantly influenced by Key Managerial Personnel

EDVENSWA ENTERPRISES LIMITED

iii) Related Party Transactions :

Nature of Transactions	Related Party	2022-23	2021-22
a) Investments	Edvenswa Tech Inc., USA	15,00,00,000	15,00,00,000
b) Rent Deposit Paid and Outstanding	Edvenswa Tech Pvt. Ltd.	45,00,000	-
c) Trade Receivables Outstanding	Edvenswa Tech Inc., USA	56,25,440	-
d) Creditors for Expenses Outstanding	Edvenswa Tech Pvt. Ltd.	9,82,961	-
e) Revenues	Edvenswa Tech Inc., USA	74,44,923	-
f) Loans and Advances to a Shareholder in Edvenswa Tech Inc., USA - (Forming part of Subsidiary Accounts)	Edvenswa Tech Inc., USA	1,76,64,408	-

26 Earnings Per Share (EPS) :

Earnings per Share is calculated in accordance with Indian Accounting Standard 33 - 'Earnings per Share'

Particulars	2022-23	2021-22
	Rs.	Rs.
a) Profit / (Loss) after Tax	5,76,11,569	3,75,56,678
b) Number of Ordinary Shares	1,81,60,000	86,50,000
c) Weighted Average Number of Equity Shares	90,22,192	37,67,808
d) Diluted Number of Equity Shares (Including 7,70,000 (12,00,000) Share Warrants allotted)	1,89,30,000	98,50,000
e) Earnings per Share - Basic (Rs.)	6.39	9.97
- Diluted (Rs.)	3.04	3.81

27 Dues to Micro, Small and Medium Enterprises outstanding for more than 45 days as at Balance Sheet date

NIL	NIL
NIL	NIL

28 Payments to Auditors :

Particulars	2022-23	2021-22
	Rs.	Rs.
- For Statutory Audit (for Audit & Taxation matters) (Note : FY 2022-23 figure includes part of Fee for FY 2021-22)	2,00,000	28,090

29 Analytical Ratios : See Annexure

30 Deferred Tax has not been provided as there were no timing differences.

31 Other Statutory Disclosures See Annexure

32 Edvenswa Enterprises Limited, India does not have any Property, Plant and Equipment.

Property, Plant and Equipment reflected in the Consolidated Financials belong to Edvenswa Tech Inc., USA, a wholly owned subsidiary. The Asset-wise particulars and depreciation thereon as per the relevant provisions could not be ascertained. However, unaudited values as certified by the management have been recognised for the purpose of the Consolidated Financials and hence, a detailed PPE Schedule has not been presented.

33 All figures are mentioned in INR rounded off to the nearest rupee.

34 Previous year's figures have been regrouped wherever necessary.

SIGNATURES TO NOTES TO FINANCIAL STATEMENTS

SREENIVASA SREEKANTH UPPULURI
Chairman And Managing Director
DIN No : 01275332

YERRADODDI RAMESH REDDY
Wholetime Director
DIN No : 01483626

UPPULURI KRISHNA MURTHY
Chief Financial Officer

HIMABINDU DULIPALA
Company Secretary

EDVENSWA ENTERPRISES LIMITED
(formerly KLK ELECTRICAL LIMITED)

(FY 2022-23)

**Note 29 :
Analytical Ratios :**

Particulars	Numerator	Denominator	Ratio		Variance (in %)	Reasons for > 25 % variance
			As at 31-03-2023	As at 31-03-2022		
a) Current Ratio	Current Assets	Current Liabilities	8.22	4.86	69.25	During FY 2022-23, the Company had Software Work-in-Progress as on 31-03-2023 and also due to Rights Issue, the funds collected were kept in Fixed Deposits with Banks for Short Term.
b) Debt-Equity Ratio	Total Debt	Shareholders Equity	0.03	0.07	(68.24)	The Shareholders funds have increased in FY 2022-23 when compared to FY 2021-22
c) Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	121.03	-	-	The Company did not have any Finance Costs in FY 2021-22
d) Return on Equity Ratio	Net Profit after Taxes	Average Shareholders Equity	0.13	0.21	(35.26)	The company went for rights issue in FY 2022-23 and Shares were allotted. Hence, the variation.
e) Inventory Turnover Ratio	Sales	Inventory	-	-	-	The company does not have any Inventories
f) Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	5.25	3.49	50.40	The Consolidated Turnover during FY 2022-23 has increased by about 35% when compared to FY 2021-22. Hence the variation
g) Trade Payables Turnover Ratio	Purchases of Services and other Expenses	Average Trade Payables	17.28	7.77	122.33	During FY 2022-23, the Employees Benefit Expenses and Outsourced services had increased when compared to FY 2021-22
h) Net Capital Turnover Ratio	Net Sales	Average Working Capital	1.42	2.13	33.64	During FY 2022-23, the Company made a Rights Issue of Equity shares and the funds so collected were kept in Short Term Fixed Deposits.
i) Net Profit Ratio	Net Profit	Net Sales	0.11	0.10	(12.99)	-
j) Return on Capital Employed	Earnings before Interest and Taxes	Capital Employed	0.15	0.20	26.20	During FY 2022-23, the Company made a Rights Issue of Equity shares and the shares were allotted. Hence, the Capital Employed had increased in FY 2022-23 when compared to FY 2021-22.
k) Return on Investment	Income generated from Investments	Time Weighted Average Investments	-	-	-	-
Average Working Capital = Current Assets - Current Liabilities			36,29,73,243	17,74,13,057		

EDVENSWA ENTERPRISES LIMITED

(Formerly KLK ELECTRICAL LIMITED)

(FY 2022-23)

ANNEXURE TO NOTES TO ACCOUNTS : NOTE NO. 31 :**DISCLOSURE OF OTHER STATUTORY INFORMATION :**

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
2. The Company does not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period.
3. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
4. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall : (a) 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 (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
5. Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
7. The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
8. **Compliance with the number of layers for its holding in downstream companies :**

The Company has one wholly owned Subsidiary and a Step-down Subsidiary in USA and has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
9. The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
10. The company is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023**1. General Information**

Edvenswa Enterprises Limited (the 'Company') (Formerly KLK Electrical Limited) is a Public Limited Company domiciled in India Incorporated on 18-04-1980 and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange; the Company has its registered office located at Chennai Tamil Nadu India.

The Company along with its subsidiaries ('the Group'), and jointly controlled entities is primarily engaged in the business of trading in Electrical components, Computers and Peripherals, Software Development, Software Consultancy,.

The following standards / amendments to standards have been issued and will be effective from 1st April 2022. The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2022.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022 :

- **Reference to the Conceptual Framework – Amendments to Ind AS 103**– The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements. The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date. The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date. In accordance with the transitional provisions, the Company applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application). These amendments had no impact on the Consolidated Ind AS financial statements of the Company.
- **Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for de-recognition of financial liabilities** – The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. In accordance with the transitional provisions, the Company applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment (the date of initial application). These amendments had no impact on the Consolidated Ind AS financial statements of the Company
- **Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16**– The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items

produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The amendments are effective for annual reporting periods beginning on or after 1 April 2022. These amendments had no impact on the Consolidated Ind AS financial statements of the Company.

- Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37**- An onerous contract is a contract under which the unavoidable of meeting the obligations under the contract costs (i.e., the costs that the Company cannot avoid because it has the contract) exceed the economic benefits expected to be received under it. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Company applied the amendments to the contracts for which it had not fulfilled all of its obligations at the beginning of the reporting period. Prior to the application of the amendments, the Company had not identified any contracts as being onerous as the unavoidable costs under the contracts, which were the costs of fulfilling them, comprised only incremental costs directly related to the contracts. As a result of the amendments, the Company assessed whether certain other directly related costs are required to be included in determining the costs of fulfilling the contracts. In accordance with the transitional provisions, the Company applies the amendments to contracts for which it has not yet fulfilled all of its obligations, at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application) and has not restated its comparative information. These amendments had no impact on the Consolidated Ind AS financial statements of the Company.
- Ind AS 101 First-time Adoption of Indian Accounting Standards** – Subsidiary as a first-time adopter
The amendment permits a subsidiary that elects to apply the exemption in paragraph D16(a) of Ind AS 101 to measure cumulative translation differences for all foreign operations in its financial statements using the amounts reported by the parent, based on the parent's date of transition to Ind AS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also available to an associate or joint venture that uses exemption in paragraph D16(a) of Ind AS 101. The amendments are effective for annual reporting periods beginning on or after 1 April 2022 but do not apply to the Company as it is not a first-time adopter.
- Ind AS 41 Agriculture** – Taxation in fair value measurements
The amendment removes the requirement in paragraph 22 of Ind AS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of Ind AS 41. The amendments are effective for annual reporting periods beginning on or after 1 April 2022. The amendments had no impact on the Consolidated Ind AS financial statements of the Company.

2. Basis of Preparation

A. Statement of Compliance

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

EDVENSWA ENTERPRISES LIMITED

The financial statements were authorized for issue by the Company's Board of Directors on 30-05-2023. Details of the Company's accounting policies are included in Note 3.

B. Principles of Consolidation and Equity Accounting

Edvenswa Enterprises Limited consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled and its subsidiaries as disclosed below :

- 1. Subsidiary** : Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and can affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income, and expenses. Intercompany transactions, balances, and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.
- 2. Equity method** : Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the group and its joint ventures are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.
- 3.** Edvenswa Enterprises has only one wholly owned foreign subsidiary **Edvenswa Tech Inc.** a US based technology development company.
- 4.** Edvenswa Tech Inc. acquired 100% shareholding in **SELTOSOFT LLC** a US based technology development company on 20nd December, 2022.

Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity accounted investments is tested for impairment in accordance with the policy described.

C. Functional and presentation currency

Items included in the consolidated financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (₹), which is the Company's functional and presentation currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

D. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

1. 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.
2. All other assets are classified as non-current
3. A liability is treated as 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.
4. All other liabilities are classified 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 or cash equivalents. The Company has identified twelve months as its operating cycle.

E. Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values as per the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI) for the following :

- a. Certain financial assets and liabilities (including derivative instruments) and commitments that are measured at fair value; and
- b. Defined benefit plans — plan assets measured at fair value.

F. Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

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In the process of applying the Company's accounting policies, management has made the following estimates, assumptions, and judgement, which have significant effect on the amounts recognized in the financial statement:

Property Plant and Equipment

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

Intangibles

Internal technical or user team assesses the remaining useful lives of Intangible assets.

Management believes that assigned useful lives are reasonable.

Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

Contingencies

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

Insurance claims

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31st March 2023 is included when required

Allowances for Inventories

The Company did not have any Inventories during the FY 2022-23 / FY 2021-22.

However, as and when the Inventory is acquired, Management will review the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements

for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

G. Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either :

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing service, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

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 : quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 : inputs other than quoted prices included in 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 for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a 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 the 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 the note.

3. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the Group financial statements:

3.1 Inventories :

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work- in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also includes all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of first-in first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts.

NRV: Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

3.2 Foreign currency transactions and balances :

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions first qualifies for recognition. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss except exchange differences arising from the translation of the following items which are recognized in OCI:

- Equity investments at fair value through OCI (FVOCI); and
 - Qualifying cash flow hedges to the extent that the hedges are effective.
1. **Monetary Item :** A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.
 2. **Non-monetary item :** Non-monetary items that are measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as a part of the fair value gain or loss.
 3. **Group Companies :** The results and financial position of foreign operations (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows :
 - Assets and liabilities are translated at the closing rate at the date of that balance sheet.
 - Income and expenses are translated at Average Exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which incomes and expenses are translated at the dates of the transactions), and all resulting foreign ex- change differences are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

The results and financial position of foreign operation which have a functional currency similar to the Company are translated using the same principle enumerated in Note 3.ii above.

3.3 Revenue Recognition

a. Sale of Goods / Services

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

Revenue is recognisable to the extent of the amount that reflects the consideration (i.e. the transaction price) to which the Company is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). The transaction price is determined on the basis of agreement entered into with the customer.

The Company satisfies the performance obligation and recognises revenue over time, if one of the criteria prescribed under Ind AS 115 - "Revenue from Contracts with Customers" is satisfied. If a performance obligation is not satisfied over time, then revenue is recognised at a point in time at which the performance obligation is satisfied.

The Company recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. The Company would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an appropriate method of measuring progress. In those circumstances, the Company recognises revenue only to the extent of cost incurred until it can reasonably measure outcome of the performance obligation.

b. Income from Services

Revenue from service contracts are recognized net of GST, when all the following conditions are satisfied.

- The amount of revenue can be measured reliable
- It is probable that the economic benefits associated with the transaction will flow to the Company
- The stage of completion of transaction at the end of the reporting period can be measured reliably.
- The cost incurred for the transaction and the cost to complete the transaction can be measured reliably

Application of new accounting standards :

The Company has adopted Ind AS 115 Revenue from contracts with customers. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

c. Rent :

Rental Income is recognized on accrual basis in accordance with terms of respective rent agreements.

d. Interest :

- Interest income is recognized using effective interest method and subject to the following conditions
- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The amount of revenue can be measured reliably.

e. Dividend :

Dividend income is recognized when the following conditions have been satisfied :

- When the Company's right to receive payment is established.
- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The amount of dividend can be measured reliably.

f. Export Incentive :

Export incentive available under prevalent schemes are recognized in the year when the right to receive credit as per the terms of the scheme is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate utilization/ realization of such duty credit.

3.4 Income taxes :

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax :

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred Tax Assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred Tax Liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets are not recognized for temporary differences between the carrying amount and tax

bases of investments in subsidiaries and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax (MAT) :

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognized as a part of deferred tax assets. As deferred tax asset shall be recognized for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

3.5 Leases :

As a Lessee

Leases of property, plant and equipment where the Company, as a lessee, has substantially all the risks and rewards of ownership have been classified as finance leases. Finance leases are measured at the lower of the fair value of the leased property and the present value of the minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Minimum lease payment is allocated between reduction of the outstanding liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Accounting Standards issued effective from 01-04-2019 :

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases which is effective from 1st April 2019 :

IND AS 116 Leases :

It will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. The Company is in process of evaluating the impact of the same.

3.6 Impairment of Assets :

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

3.7 Cash and Cash Equivalents :

For presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.8 Trade Receivables :

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment, if any. Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

3.9 Investments and other Financial Assets :

A. Classification

The Company classifies its financial assets in the following measurement categories :

- a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- b) 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.

B. 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.

1. 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. There are three measurement categories into which the Company classifies its debt instruments :

(i) 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.

(ii) Fair Value through Other Comprehensive Income (FVOCI) :

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other income/ (expense). Interest income from these financial assets is included in other income using the effective interest rate method.

(iii) Fair value through Profit or Loss :

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other income/ (expense) in the period in which it arises. Interest income from these financial assets is included in other income.

2. Equity Instruments

The Company measures all equity investments at fair value, except for investments forming part of interest in subsidiaries and joint ventures, which are measured at cost. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognized in other income/ (expense) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

C. Impairment of Financial Assets

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

D. De-recognition of Financial Assets

A financial asset is derecognized only when :

- a. The Company has transferred the rights to receive cash flows from the financial asset or
- b. The Company retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized. Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

E. Property, Plant and Equipment :

Freehold land and building are carried at Fair value. All other items of property, plant and equipment except freehold land and building are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Spare Parts : Spare parts are treated as capital assets in accordance with Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory. 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.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation :

Depreciation methods, estimated useful lives and residual value Depreciation is calculated using the straight-line and written down value methods to allocate their cost, net of their residual values, over their estimated useful lives. The useful lives have been determined based on Schedule II to the Companies Act, 2013, The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / (expense).

F. Investment Properties :

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. 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 Company 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. Investment properties (other than land) are depreciated using the written down value method over their estimated useful lives. Investment properties have a useful life of 30 years. The useful lives have been determined based on Schedule II to the Companies Act, 2013.

G. Business Combinations & Intangible Assets

Business Combinations : Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

Intangible Assets : The intangible asset includes technical know-how and computer software which are recorded at the cost of acquisition and are amortized over a period of five years or their legal / useful life whichever is less.

H. Goodwill :

Goodwill represents the cost of business acquisition in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds the cost of business acquisition, a gain is recognized immediately in net profit in the Statement of Profit and Loss. Goodwill is measured at cost less accumulated impairment losses.

I. Research and Development

Research and development expenditure that do not meet the criteria for recognition as intangible assets are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in the subsequent period.

J. Trade and other Payables :

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

K. Borrowings :

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/(losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

L. Borrowing Costs :

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

M. Provisions :

Provisions for legal claims, service warranties, volume discounts and returns are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the Statement of profit and loss net of any reimbursement.

N. Employee Benefits :

(i) Short-term obligations

Liabilities for wages and salaries, including non- monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as other financial liability in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes :

- a. Defined benefit plans such as Gratuity ;
- b. Defined contribution plans such as Provident Fund
- c. Gratuity obligations

Defined Benefit Plans :

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in ¹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the

statement of profit and loss. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined Contribution Plans :

The Company pays provident fund to Employee Provident Fund Account as per Employees Provident Fund Act, 1952. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Bonus Plans

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

O. Dividends :

Provision is made for any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

P. Earnings Per Share :**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing :

Profit attributable to owners of the Company

With weighted Average Number of Equity Shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account :

- a. the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- b. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

3.10 Standards notified but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

i) Definition of Accounting Estimates - Amendments to Ind AS 8 :

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Company's Consolidated Ind AS financial statements.

ii) Disclosure of Accounting Policies - Amendments to Ind AS 1 :

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12 :

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023. The amendments are not expected to have a material impact on the Company's Consolidated Ind AS financial statements.

