

Date: 07<sup>th</sup> September, 2023

To,  
The Department of Corporate Services,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai - 400 001  
Scrip Code -780016

Dear Sir/Madam,

**Sub : Annual Report for the Financial Year 2022-23 along with the Notice of the 15<sup>th</sup> Annual General Meeting of the Company.**

Pursuant to the Regulations 30 and 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Annual Report of the Company for the Financial Year 2022-23 along with the Notice of the 15<sup>th</sup> Annual General Meeting (AGM) of the Company which being circulated to the Members through electronic mode whose e-mail ids are registered with Company/Depositories/Registrar and Transfer Agent for the AGM scheduled to be held on Saturday, 30<sup>th</sup> September, 2023 at 12.30 pm at 301, Corporate Arena, Off. Aarey Piramal Cross Road, Behind Mahindra Gardens, Goregaon (West) Mumbai-400062

The Annual Report for the Financial Year 2022-23 is uploaded on the website of the Company [www.webelementinc.com](http://www.webelementinc.com)

Pursuant to non-applicability of regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for listed entities which have listed their specified securities on SME Exchange, Newspaper advertisement giving Notice of the Annual General Meeting of the Company, e-Voting Details and Book Closure have not been published.

Please take the same on record.

Thanking you,

Regards,  
For Web Element Solutions Limited.

Yadvender Singh Kanwar  
Wholetime Director  
DIN: 02150704

**WEB ELEMENT SOLUTIONS LIMITED**

**CIN: L72200MH2008PLC182320**

**15<sup>TH</sup> ANNUAL REPORT**

**(2022-23)**

**WEB ELEMENT SOLUTIONS LIMITED**  
**CIN: L72200MH2008PLC182320**

**15<sup>TH</sup> ANNUAL REPORT 2022-23**

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## WEB ELEMENT SOLUTIONS LIMITED

### CIN: L72200MH2008PLC182320

#### CORPORATE INFORMATION

##### BOARD OF DIRECTORS

|                        |                      |
|------------------------|----------------------|
| Shrena K Shah          | Executive Director   |
| Yadvender Singh Kanwar | Whole-time Director  |
| Shailesh B Patel       | Director             |
| Sunil Sharma           | Independent Director |
| KiranKumar N Shukla    | Independent Director |

##### COMPANY SECRETARY & COMPLIANCE OFFICER

Arihant Bhansali

##### CHIEF FINANCIAL OFFICER

Shrena K Shah

##### REGISTERED OFFICE

301, Corporate Arena, Off. Aarey Piramal Cross Road,  
Behind Mahindra Gardens, Goregaon (West) Mumbai: 400062

##### STATUTORY AUDITORS

M/s. SDG & Co.  
Chartered Accountants, Mumbai

##### INTERNAL AUDITORS

Chaturvedi Tarun & Co. (FRN 158391W)  
Chartered Accountants, Mumbai

##### SECRETARIAL AUDITOR

Hansa Gaggar  
Practicing Company Secretary, Mumbai

##### BANKER

Axis Bank

##### REGISTRAR AND TRANSFER AGENT

M/s Purva Sharegistry Private Limited  
Mumbai

##### LISTED ON STOCK EXCHANGE

BSE ITP Platform

## NOTICE OF 15<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 15<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WEB ELEMENT SOLUTIONS LIMITED WILL BE HELD ON SATURDAY, 30<sup>TH</sup> SEPTEMBER, 2023 AT 12.30 P.M (IST) AT 301, CORPORATE ARENA, OFF. AAREY PIRAMAL CROSS ROAD, BEHIND MAHINDRA GARDENS, GOREGAON (WEST) MUMBAI: 400062 TO TRANSACT THE FOLLOWING BUSINESS

### ORDINARY BUSINESS

#### 1. ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Statutory Auditors thereon.

#### 2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION:

To appoint a Director in place of Mr. Shailesh Patel (DIN: 02150718) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. RE-APPOINTMENT OF MR. YADVENDER SINGH KANWAR (DIN: 02150704), DIRECTOR AS A WHOLE TIME DIRECTOR OF THE COMPANY

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Company hereby approves the re-appointment of Mr. Yadvender Singh Kanwar (DIN: 02150704) as a Whole-Time Director of the Company for a period of three years with effect from 1st October, 2023 (the date of appointment) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Yadvender Singh Kanwar .”

Date: 05/09/2023  
Place: Mumbai

By Order of the Board of Directors  
WEB ELEMENT SOLUTIONS LIMITED  
Sd/-  
YADVENDER SINGH KANWAR  
(Wholetime Director)  
DIN: 02150704

**Details of Directors proposed to be re-appointed at the Annual General Meeting scheduled to be held on 30<sup>th</sup> September, 2023 (Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended**

1. Mr. Shailesh Becharbhai Patel

|   |  |
|---|--|
| <b>Date of First Appointment on the Board</b>                       | 6 <sup>th</sup> May, 2008  |
| <b>Qualification</b>  | Commerce Graduate  |
| <b>Nature of Expertise &amp; Experience</b>                         | Been into development of office infrastructure and management all his life.<br>Expertise: Infrastructure Management, Office Management   |
| <b>Relationship with other Director/ Key Managerial Personnel</b>   | None   |
| <b>Terms and conditions of appointment/ re-appointment</b>          | Mr. Shailesh Patel is appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.  |
| <b>Directorships held in other companies</b>                        | 1. Balgopal Commercial Limited<br>2. Sandeep (India) Ltd   |
| <b>Memberships / Chairmanships of committees of other companies</b> | Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee in Balgopal Commercial Limited<br>Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee in Sandeep (India) Limited. |
| <b>No. of shares in the Company</b>                                 | 6500 Shares  |

**Item no.3**

The Board of Directors of your Company has, at its meeting held on 5<sup>th</sup> September, 2023 re-appointed Mr. Yadvender Singh Kanwar (DIN: 02150704) as a Whole-Time Director of the Company for a period of three years w.e f 01<sup>st</sup> October, 2023 on recommendation received from the Nomination and Remuneration Committee. The Board unanimously approved re-appointment resolution subject to approval by member's in ensuing General Meeting as per the provisions of Section 196, 197 and Part II Section II of Schedule V and other applicable provision under the Companies Act, 2013. The required Disclosure under Schedule V of the Companies Act, 2013 and Reg 36(3) of SEBI (LODR) Regulations, 2015:

Term of Appointment: Three years from 01<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026

**A) General Information :**

- Nature of the Industry & commercial operation: The Company is engaged in the business of E-commerce, internet, Internet and surfing centres, develop web sites and web pages and to offer consultancy and other services.
- . Financial Performance based on given indicators

| Particulars | Year ended 31.03.2023 | Year ended 31.03.2022 |
|-------------|-----------------------|-----------------------|
| Sales       | 20419830              | 10726768              |

|            |          |          |
|------------|----------|----------|
| PBIT       | 20218412 | 12417230 |
| Net Profit | 3091939  | 1542337  |

3. Foreign investments and collaborations : Not Applicable

**B) Information about Appointee**

|   |   |
|---|---|
| <b>Name of the Director</b>                   | Mr. Yadvender Singh Kanwar  |
| Director Identification Number                | 02150704  |
| Date of Joining the Board                     | 16/05/2008  |
| Profile of the Director & Nature of Expertise | He has worked for an IT company for 3 years and post that in the year 2000 ,he made synergies with like-minded people to start the own venture into providing software development and related services to Indian customers.<br>Expertise : Business Operations, People Management, Long and Short term business goals planning and execution, Negotiations with customers, government organizations and vendors for continuous business  |
| Number of shares                              | 8400 Shares   |
| Remuneration Proposed                         | <ul style="list-style-type: none"> <li>a. Basic Salary: 1,10,000 per month</li> <li>b. Earned Privilege Leave: As per Company Rules</li> <li>c. Facilities: Re-imbursement of conveyance expenses and mobile charges (as per actuals on the basis of claims made by him)</li> <li>d. Perquisites as per the Company policies</li> <li>e. Within the overall pay structure as mentioned above, The Director may be given any other allowances, benefits and perquisites as per the Nomination and Remuneration Committee, may decide from time to time.</li> </ul> |
| Job Profile & Brief terms of appointment.     | Substantial power of management, including but not limited to administration, finance, marketing, purchase, quality control under the overall superintendence and direction of the Board. Appointment is for a period of three years with effect from 01 <sup>st</sup> October, 2023.   |
| Notice period and Severance fees              | Notice not less than 30 days in writing by either party. Severance Fees is max not to accede remuneration of Notice Period.   |
| Relationships between Directors \ inter-se    | None  |
| Directorships held in other Public Companies  | None  |

|  |      |
|--|------|
| Memberships/ Chairmanships of Committees in other Public Companies | None |
|--|------|

### C) Other Information

|   |   |
|---|---|
| Reasons of loss or inadequate profits                             | Company has considerably improved its performance in the financial year 2022-23                       |
| Steps taken or proposed to be taken for improvements              | Detailed note is available in the Directors Report and Report on Management Discussion and Analysis   |
| Expected increase in productivity and profits in measurable terms | The management is having a positive view on Company's performance on the steps taken by the Company . |

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc., must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not more than fifty members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting on the email id of the Company shrena.shah@webelementinc.com
5. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2023 to 30<sup>th</sup> September, 2023 (both days inclusive).



7. The Notice of the AGM along with Annual Reports 2022-23 is being sent by electronic mode to those members whose E-mail addresses are registered with the Depositories/Company.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within three days of the passing of the resolutions at the 15<sup>th</sup> AGM of the Company on 30<sup>th</sup> September, 2023 and communicated to the BSE where the shares of the Company are listed.
9. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting. For all those who wants to come for inspection are supposed to follow the safety norms and advisories given by the Government to fight with Covid-19.
10. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. SDG & Co, Chartered Accountants, who were appointed as Auditors for a period of five (5) years in the 11<sup>th</sup> AGM held on September 30, 2019
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
12. In case of Joint Holders attending the meeting, the Member whose name appears as the First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Nomination facility for shares is available for Members
14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email address with the Company.
15. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
16. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ("remote e-voting").
17. Under Rule 18 of Companies (Management and Administration) Rules, 2014 Members holding shares in electronic mode who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein. Members holding shares in physical mode are requested to update their e-mail address/mobile number, quoting their Folio Number, to our Registrar and Share Transfer Agent, viz., Purva Sharegistry Private Limited ("RTA") by writing to them at [support@purvashare.com](mailto:support@purvashare.com).

18. As per Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialised form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form by the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from website of Ministry of Corporate Affairs. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.
19. The Members, whose names appear in the Register of members / list of Beneficial Owners as on Saturday, 23<sup>rd</sup> September, 2023 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.
20. Electronic copy of the Notice for the AGM and the Annual Report for the financial year ("FY") 2022-23 are being sent to all the Members whose e-mail ids are registered with the Company/Depository Participant(s). Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report, other documents required to be attached therewith), has been dispensed with. The Notice and the Annual Report are also available on the Company's website - <http://www.webelementinc.com/> for download and at the websites of the BSE Ltd where the Company's shares are listed. The AGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL)
21. Members who have acquired shares after the dispatch of the Annual Report and before the book closure and cut-off date may approach the Company / RTA for issuance of the User ID and password for exercising their right to vote by electronic means.
22. The facility for voting through Ballot Paper will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
23. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
24. Ms. Hansa Gaggar, Practicing Company Secretary (Membership No. F12339, COP No. 21614) has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within three days of the passing of the resolutions at the 15<sup>th</sup> AGM of the Company on September 30, 2023 and communicated to the Stock Exchange, where the shares of the Company are listed
26. A route map to reach the venue of the Meeting to be attached along with this Notice in accordance with Clause No. 1.2.4 of the Secretarial Standard-2 on "General Meetings" is attached

27. The members attending the meeting shall carry any one Identity proof so as to get entry in the Venue.
28. The Company will take all the precautionary measures and the members attending the meeting are to strictly adhere to all the norms and advisories instructed by relevant authorities.

### Voting through electronic means

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**
- II. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system
- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The **remote e-voting period commences on Wednesday, 27<sup>th</sup> September, 2023 at 10:00 a.m. and ends on Friday, 29<sup>th</sup> September, 2023 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 23<sup>rd</sup> September, 2023** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 23<sup>rd</sup> September, 2023**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [shrena.shah@webelementinc.com](mailto:shrena.shah@webelementinc.com)/ [support@purvashare.com](mailto:support@purvashare.com)
- VII. The process and manner for remote e-voting are as under:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, 27<sup>th</sup> September 2023 at 10:00A.M. and ends on Friday, 29<sup>th</sup> September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2023

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new</li> </ol> |

|   |   |
|---|---|
|   | <p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>   |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> |

|  |   |
|--|---|
|  | 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.                    |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

| Login type   | Helpdesk details   |
|--|--|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |



**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your

- ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcshansagaggar@gmail.com](mailto:pcshansagaggar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr.Tejas at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [shrena.shah@webelementinc.com](mailto:shrena.shah@webelementinc.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shrena.shah@webelementinc.com](mailto:shrena.shah@webelementinc.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Form No. MGT - 11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**15<sup>th</sup> Annual General Meeting of the Members of Web Element Solutions Limited to be held on  
Saturday, 30<sup>th</sup> September, 2023 at 12.30 pm**

CIN : L72200MH2008PLC182320  
Name of the Company : **WEB ELEMENT SOLUTIONS LIMITED**  
Registered office : 301 Corporate Arena Off Aarey Piralal X Road Behind  
Mahindra Gardens Goregaon West Mumbai- 400062;

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby  
appoint:

1. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: \_\_\_\_\_, or failing him

2. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: \_\_\_\_\_, or failing him

3. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Saturday** the **30<sup>th</sup>** day of **September, 2023** at **12.30 pm** at the registered office of the Company at Mumbai, and any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.    |   | Particulars | Voting |         |         |
|-------------------|---|-------------|--------|---------|---------|
|                   |   |             | For    | Against | Abstain |
| Ordinary Business |   |             |        |         |         |
| 1.                | Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2023  |             |        |         |         |
| 2.                | To appoint a Director in the place of Mr. Shailesh Patel (DIN: 02150718) who retires by rotation and being eligible offers himself for re-appointment |             |        |         |         |
| 3.                | To re-appoint Mr. Yadvender Singh Kanwar (DIN: 02150704), Director as a Whole Time Director of the Company  |             |        |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, **2023**

Affix  
Revenue  
Stamp

Signature of Member: \_\_\_\_\_ Signature of Proxy: \_\_\_\_\_

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

**15<sup>th</sup> Annual General Meeting on Saturday , 30<sup>th</sup> September, 2023 at 12.30 pm** at 301 Corporate Arena Off  
Aarey Piramal X Road Behind Mahindra Gardens Goregaon West Mumbai- 400062;

Folio No. / DPID No.: \_\_\_\_\_

Client ID: \_\_\_\_\_

Name of the Member: \_\_\_\_\_ Signature: \_\_\_\_\_

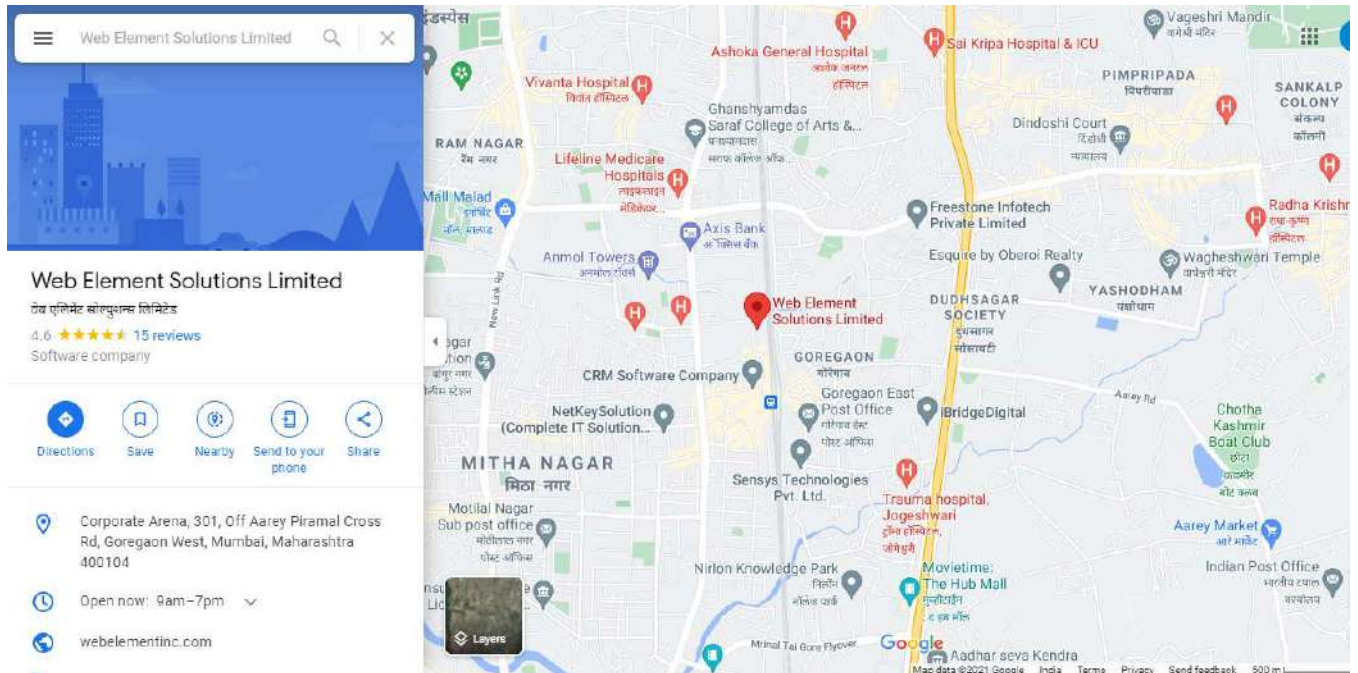
Name of the Proxy-holder: \_\_\_\_\_ Signature: \_\_\_\_\_

Note:

1. Only Member / Proxy-Holder can attend the Meeting.

## ROUTE MAP

**VENUE: 301 CORPORATE ARENA OFF AAREY PIRAMAL X ROAD BEHIND MAHINDRA GARDENS GOREGAON WEST MUMBAI- 400062**



## DIRECTORS' REPORT FOR FY 2022-23

To,  
The Members,  
Web Element Solutions Limited  
Mumbai

Your Directors have pleasure in presenting their 14<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended **31<sup>st</sup> March, 2023**:

### **1. FINANCIAL SUMMARY**

The Company's financial performance, for the year ended **31<sup>st</sup> March, 2023** is summarized below:

The Board's Report is prepared based on the standalone financial statements of the company.

| Particulars                              | Amount in Thousands                               |   |
|--|---|---|
|  | For the year ended<br>31 <sup>st</sup> March 2023 | For the year ended<br>31 <sup>st</sup> March 2022 |
| Income from Operations                   | 20419.83  | 10726.77  |
| Other Income                             | 4002.92   | 3702.02   |
| <b>TOTAL INCOME</b>                      | <b>24422.75</b>                                   | <b>14428.78</b>                                   |
| <b>PROFIT BEFORE TAX</b>                 | <b>4202.34</b>                                    | <b>2011.55</b>                                    |
| Less: Provision for Current/Deferred Tax | 1112.40   | 469.22  |
| <b>PROFIT AND (LOSS) AFTER TAX</b>       | <b>3091.94</b>                                    | <b>1542.34</b>                                    |

### **2. RESULT HIGHLIGHTS**

- The company continues to be engaged in the business of providing end to end web solutions and there has been no change in the nature of business of your Company.
- Revenue from operations for the year under reference has shown a increase of 90.36% vis-à-vis the preceding financial year
- There is profit for the year (before and after tax). Further, there are no significant and material events impacting the going concern status and Company's operations in future.

### **3. DIVIDEND**

Your Directors are constrained not to recommend any dividend for the year under report.

### **4. TRANSFER TO RESERVE**

Your Directors find it prudent not to transfer any amount to general reserve.

### **5. SHARE CAPITAL**

The paid- up equity share capital of the Company as on 31<sup>st</sup> March, 2023 was Rs. 6,77,51,000 divided into 67,75,100 shares of Rs. 10/- each. There has been no change in the capital structure of your Company.

## 6. MAJOR EVENTS DURING THE F.Y. 2022-23

There was no major event in the company during the financial year to disclose here.

## 7. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is placed on the website of the Company – <http://www.webelementinc.com/> and also forming part of this report and appended as **ANNEXURE I** to this Report.

## 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board is properly constituted as per the provisions of the Companies Act, 2013. The Board at present comprises of:

| Sr. No. | Name                      | Designation                            |
|---------|---------------------------|--|
| 1.      | Mr. Shailesh B Patel      | Director                               |
| 2.      | Mr. Yadvendersingh Kanwar | Whole-time Director                    |
| 3.      | Mrs. Shrena K Shah        | Executive Director cum CFO             |
| 4.      | Mr. Sunil S Sharma        | Independent Director                   |
| 5.      | Mr. Kirankumar N Shukla   | Independent Director                   |
| 6.      | Mr. Arihant Bhansali      | Company Secretary & Compliance Officer |

In terms of section 203 of the Companies Act, 2013 following are the Key Managerial Personnel of the Company–

Mrs. Shrena Shah - Chief Financial Officer

Mr. Arihant Bhansali- Company Secretary and Compliance Officer.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI (LODR) Regulations, 2015 as amended. In the opinion of the Board they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

The Board seeks approval of the shareholders at the 15<sup>th</sup> Annual General Meeting for confirmation of the appointment of Mr. Yadvendersingh Kanwar as Whole-time Director for period of three years w.e.f 1<sup>st</sup> October, 2023. The brief profile of Mr. Yadvendersingh Kanwar has been detailed in the Explanatory Statement to the Notice of Annual General Meeting.

## 9. NUMBER OF BOARD MEETINGS

During the year under reference, **4 (Four) Board meetings** i.e on 13<sup>th</sup> May, 2022, 5<sup>th</sup> September, 2022 ,14<sup>th</sup> November, 2022 and 13<sup>th</sup> December, 2022 were properly convened & held.

## 10. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees. The Company has devised a questionnaire to evaluate the performances of each of Executive and Independent Directors. Such questions are prepared considering the business of the Company and the

expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of the Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

## **11. NOMINATION AND REMUNERATION POLICY**

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of this Policy are given in **ANNEXURE II** to this Report.

## **12. COMMITTEES OF THE BOARD:**

There are currently three Committees of the Board, as follows:

- I. Audit Committee
- II. Stakeholders' Relationship Committee
- III. Nomination and Remuneration Committee

### **I. AUDIT COMMITTEE:**

The Audit Committee was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

**Committee Constitution is as follows:**

| <b>Name of the Director</b> | <b>Designation</b> | <b>Nature of Directorship</b> |
|-----------------------------|--------------------|-------------------------------|
| Sunil Sharma                | Chairman           | Independent Director          |
| KiranKumar N Shukla         | Member             | Independent Director          |
| Shailesh Patel              | Member             | Director                      |

Note: Arihant Bhansali ,Company Secretary and Compliance Officer of the Company is the secretary to the audit committee.

The Audit Committee met two times during the year viz. 13<sup>th</sup> May, 2022, and 14<sup>th</sup> November, 2022.

### **Terms & Scope of Work of Committee:**

1. Oversight of the Issuer's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors and fixation of audit fee;
3. Approval of payments to the statutory auditors for any other services rendered by statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:



- a. Matters required to be stated in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and Modified opinions in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
  13. 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;
  14. Discussion with internal auditors any significant findings and follow up there on;
  15. 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;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
  18. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The powers of Audit Committee:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee;
- c) To obtain outside legal or other professional advice; and
- d) To secure attendance of outsiders with relevant expertise if it considers necessary

The audit committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
  - b) Considering and resolving grievances of shareholder's, debenture holders and other security holders;
1. Redressal of grievances of the security holders of our Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of our Company etc.;
  2. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
  3. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
  4. Overseeing requests for dematerialization and rematerialization of Equity Shares; and
  5. Carrying out any other function contained in the Equity Listing Agreement as and when amended from time to time.
  6. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses; and
  - e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

The quorum of Audit Committee shall be either 2 members or one third of the members of the Audit Committee whichever is greater with at least 2 Independent Directors.

## II. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company comprises of three directors. The Composition of the Committee has been changed in this financial year. **Committee Constitution is as follows:**

| Name of the Director | Designation | Nature of Directorship |
|----------------------|-------------|------------------------|
| Sunil Sharma         | Chairman    | Independent Director   |
| Kiran Kumar N Shukla | Member      | Independent Director   |
| Shailesh Patel       | Member      | Director               |

Note: Arihant Bhansali ,Company Secretary and Compliance Officer of the Company is the secretary to the Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee met once during the year viz.13<sup>th</sup> December, 2022.

The terms of reference of the Stakeholder's Relationship Committee

- (1) 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.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) 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.

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

### **III.NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The composition of the Nomination & Remuneration Committee is in conformity with the provisions of the said section.. Committee Constitution is as follows;

| <b>Name of the Director</b> | <b>Designation</b> | <b>Nature of Directorship</b> |
|-----------------------------|--------------------|-------------------------------|
| Sunil Sharma                | Chairman           | Independent Director          |
| KiranKumar N Shukla         | Member             | Independent Director          |
| Shailesh Patel              | Member             | Director                      |

Note: Arihant Bhansali , Company Secretary and Compliance Officer of the Company is the secretary to the Nomination and Remuneration committee.

The Nomination & Remuneration Committee met once during the year viz.13<sup>th</sup> December, 2022.

#### **Terms & Scope of Work of Committee:**

##### **The terms of reference of the Nomination and Remuneration Committee are:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to our Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and our Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. Considering and recommending grant if employees stock option, if any, and administration and superintendence of the same; and
6. Carrying out any other function contained in the Equity Listing Agreement as and when amended from time to time.

### **13. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The Company has practice of conducting familiarization programme for Independent Directors of the Company.

### **14. DECLARATION BY INDEPENDENT DIRECTORS:**

The Independent Directors of your Company have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013.

### **15. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The Policy of the Company 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, is appended as **Annexure II** to this Report.

#### **16. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Act, on the basis of information placed before them, the Directors state that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently, and the judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and of the Profit and Loss of the Company for the said period;
- iii. proper and sufficient care has been taken for the 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 fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments 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.

#### **18. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

#### **19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Report on Management Discussion and Analysis as required under SEBI (LODR) Regulations, 2015 as amended is provided as A separate section in this Report and forms an integral part of the Directors' Report.

#### **20. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS:**

The details of Loans given, Investments made and guarantees given and securities provided under the Section 186 of the Companies Act, 2013, are as provided in the notes to the Financial Statements.

## **21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of the members is drawn to the disclosures of transactions with the related parties is set out in Notes to Accounts forming part of the financial statement.

## **22. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Your Company has not carried out any business activities warranting conservation of the energy and technology absorption in accordance with Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. During the year under consideration the Company has not spent/incurred foreign exchange. There is no foreign exchange earnings during the year.

## **23. RISKS MANAGEMENT AND AREA OF CONCERN:**

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

Although, market conditions are likely to remain competitive, future success will depend upon offering improved products through technology innovation and productivity. The Company continues to invest in these areas.

## **24. CORPORATE SOCIAL RESPONSIBILITY:**

The Company has not developed or implemented any CSR initiatives. The provisions contained in section 135 of the Companies Act, 2013, as well as the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company for the year under reference.

## **25. CHANGE IN THE NATURE OF BUSINESS:**

During the year under review, there is no change in the nature of Business of the Company.

## **26. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint Venture, Associate Company or LLPs during the year under review.

## **27. DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE COMPANIES ACT 2013:**

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

**28. DETAILS RELATING TO DEPOSITS, WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS UNDER CHAPTER V OF THE COMPANIES ACT 2013:**

During the year under review, your Company has not accepted Deposits which are not in compliance with the requirements under Chapter V of Companies Act, 2013.

**29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

**30. INTERNAL FINANCIAL CONTROL SYSTEM:**

Your Company has an internal financial control system commensurate with the size, scale and complexity of its operations. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

**31. STATUTORY AUDITORS & REPORT OF THE AUDITORS:**

In compliance with the Companies (Audit and Auditors) Rules, 2014 M/s. SDG & CO, Chartered Accountants (FRN No. 137864W), Mumbai were appointed as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 11<sup>th</sup> AGM to the conclusion of 16<sup>th</sup> AGM to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. SDG & CO, Chartered Accountants (FRN No. 137864W), Statutory Auditors, in their Report on the accounts of the Company for the year under reference. The observations made by them in their Report are self-explanatory and do not call for any further clarifications from the Board.

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Acts & Rules framed thereunder either to the Company or to the Central Government.

**32. SECRETARIAL AUDITOR & REPORT:**

The Company had appointed Ms. Hansa Gaggar to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditor in Form MR - 3 is annexed herewith as Annexure -III. There are no qualifications, reservations or adverse remarks or disclaimers made by Ms. Hansa Gaggar, Practicing Company Secretaries, in their secretarial audit report except what have been specifically mentioned in the Report. The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in her Secretarial Audit Report are furnished as under:

1. Due inadvertent errors, some filings at BSE (Stock Exchange) was done beyond stipulated time period and due to technical issues at newly launched V3 portal, some filings with MCA was done beyond



stipulated time. The Board is and will be taking necessary steps to ensure proper compliance with regards the same.

The Board is and will be taking necessary steps to ensure proper compliance with regard to the qualifications in the Report. The Company and Management ensures the strict adherence to all the Compliances with the applicable provisions, Acts, rules, regulations.

**33. COST AUDITORS:**

The Board of Directors of the Company here confirmed that according to the Companies working and business, the company does not require to appoint the Cost Auditor as per the Section 148 of the Companies Act, 2013.

**34. INTERNAL AUDITORS**

The Internal Auditor of the Company – Mr. Tarun Chaturvedi (M. No. **0425304**) of Chaturvedi Tarun & Co. (FRN **158391W**), Chartered Accountants have conducted the internal audit of the Company for the F.Y. 2022-23. The reports and findings of the Internal Auditor are periodically reviewed by the Audit Committee

**35. WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns actual or suspected fraud or violation of the Company's code of conduct. The said mechanism also provides for adequate safeguards against victimisation of the persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee. We confirm that during the financial year 2022-23, no employee of the Company was denied access to the Audit Committee. The said Whistle Blower Policy is available on the website of the Company at [www.webelementinc.com](http://www.webelementinc.com).

**36. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013:**

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Accordingly the Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year:

|                                |     |
|--------------------------------|-----|
| No. of Complaints received     | Nil |
| No. of Complaints disposed off | Nil |

**37. PARTICULARS OF EMPLOYEES:**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as ANNEXURE IV to this Report. There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules

**38. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

**39. ACKNOWLEDGEMENT:**

Your Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations, who through their continued support and co-operation have helped, as partners in your Company's progress. Your Directors, also acknowledge the hard work, dedication and commitment of the employees.

Date: 05/09/2023  
Place: Mumbai

**By Order of the Board of Directors**  
**WEB ELEMENT SOLUTIONS LIMITED**  
Sd/- Sd/-  
Shailesh B. Patel Y.S Kanwar  
( Director) (Wholetime Director)  
DIN: 02150718 DIN:02150704



**Annexure - I**  
**Form No. MGT-9**  
**Extract Of Annual Return as on the financial year ended on 31st March, 2023**  
**[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

|   |  |   |
|---|--|---|
| 1 | CIN:   | L72200MH2008PLC182320   |
| 2 | Registration Date:   | 16/05/2008  |
| 3 | Name of the Company:   | Web Element Solutions Limited   |
| 4 | Category / Sub-Category of the Company:                                    | Company having Share Capital  |
| 5 | Address of the Registered office:<br><br>Contact details:                  | 301, Corporate Arena, Off. Aarey Piramal Cross Road,<br>Behind Mahindra Gardens, Goregaon (West) Mumbai -<br>400062<br>Tel No. 022- 67828282<br>E-mail: info@webelementinc.com                            |
| 6 | Whether listed company   | Yes   |
| 7 | Name, Address and Contact details of Registrar and Transfer Agent, if any. | Purva Sharegistry (India) Private Limited<br>Unit no. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel (E), Mumbai -400 011<br>Tel No. 022 - 2301 6761 / 8261<br>E-mail: support@purvashare.com |

**I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company:

| Sr. No. | Name and Description of main products/ services                 | NIC Code of the Product/ service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1       | Computer software programming, consultancy & related activities | 72291 & 72292                    | 7.96%                              |
| 2       | Web portals designing, hoisting, maintenance & related services | 72294                            | 92.04%                             |

**II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sl. No | Name and Address | CIN/GLN | Holding/ | % of | Applicable |
|--------|------------------|---------|----------|------|------------|
|--------|------------------|---------|----------|------|------------|

|   | of the Company |   | Subsidiary/<br>Associate | shares<br>held | Section |
|---|----------------|---|--------------------------|----------------|---------|
| 1 | N.A.           | - | -                        | -              | -       |

## SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

### I. CATEGORY-WISE SHAREHOLDING:

| Category of Shareholders                                   | No. of Shares held at the beginning of the year (As on 01.04.2022) |          |           |                   | No. of Shares held at the end of the year (As on 31.03.2023) |          |           |                   | % Change during the year |
|--|--|----------|-----------|-------------------|--|----------|-----------|-------------------|--------------------------|
|  | Demat  | Physical | Total     | % of Total Shares | Demat  | Physical | Total     | % of Total Shares |                          |
| <b>A. Promoters</b>  |  |          |           |                   |  |          |           |                   |                          |
| (1) Indian   |  |          |           |                   |  |          |           |                   |                          |
| a) Individual/ HUF   | 14,84,200  | NIL      | 14,84,200 | 21.91             | 14,84,200  | NIL      | 14,84,200 | 21.91             | NIL                      |
| b) Central Govt.   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| c) State Govt.   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| d) Bodies Corporate  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| e) Banks /FI   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| f) Any other...  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| <b>Sub-Total A(1)</b>                                      | 14,84,200  | NIL      | 14,84,200 | 21.91             | 14,84,200  | NIL      | 14,84,200 | 21.91             | -1.11%                   |
| (2) Foreign  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| a) NRIs - Individuals                                      | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| b) Other - Individuals                                     | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| c) Bodies Corporate  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| d) Bank/ FI  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| e) Any Other...  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| <b>Sub- Total (A)(2):</b>                                  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| <b>Total Shareholding of Promoters (A)=(A)(1) + (A)(2)</b> | 14,84,200  | NIL      | 14,84,200 | 21.91             | 14,84,200  | NIL      | 14,84,200 | 21.91             | NIL                      |
| <b>B. Public Shareholding</b>                              |  |          |           |                   |  |          |           |                   |                          |
| (1) Institutions   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| a) Mutual Fund / UTI/LIC                                   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| b) Banks / FI  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| c) Central Govt.   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| d) State Govt.(s)  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| e) Alternate Investor Fund/Venture Capital Funds           | 5,00,000   | NIL      | 5,00,000  | 7.38              | 5,00,000   | NIL      | 5,00,000  | 7.38              | NIL                      |
| f) Insurance Companies                                     | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| g) FIIs  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| h) Foreign Venture Capital Funds                           | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| i) Others (specify)  | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| <b>Sub-Total (B)(1):</b>                                   | 5,00,000   | NIL      | 5,00,000  | 7.38              | 5,00,000   | NIL      | 5,00,000  | 7.38              | NIL                      |
| (2) Non - Institutions                                     |  |          |           |                   |  |          |           |                   |                          |
| a) Bodies Corporate  |  |          |           |                   |  |          |           |                   |                          |
| i) Indian  | 402850   | NIL      | 402850    | 5.95              | 147060   | NIL      | 147060    | 2.17              | (3.78)                   |
| ii) Overseas   | NIL  | NIL      | NIL       | NIL               | NIL  | NIL      | NIL       | NIL               | NIL                      |
| b) Individuals   |  |          |           |                   |  |          |           |                   |                          |
| i) Individual Shareholders holding                         | 137987   | NIL      | 137987    | 2.04              | 137987   | NIL      | 137987    | 2.04              | NIL                      |

|   |           |     |           |       |           |     |           |       |      |
|---|-----------|-----|-----------|-------|-----------|-----|-----------|-------|------|
| nominal share capital upto 2 lakh   |           |     |           |       |           |     |           |       |      |
| ii) Individual Shareholders holding nominal share capital in excess of 2 lakh | 4184213   | NIL | 4184213   | 61.75 | 4184213   | NIL | 4184213   | 61.75 | NIL  |
| c) Others (HUF, Clearing Members, Foreign Nationals, NRI, Trust)              | 65850     | NIL | 65850     | 0.97  | 321640    | NIL | 321640    | 4.75  | 3.78 |
| \ Sub - Total (B)(2)  | 4790900   | NIL | 4790900   | 70.71 | 4790900   | NIL | 4790900   | 70.71 | NIL  |
| Total Public Shareholding (B)=(B)(1)+ (B)(2)                                  | 5290900   | NIL | 5290900   | 78.09 | 5290900   | NIL | 5290900   | 78.09 | NIL  |
| C. Share held by Custodian for GDRs & ADRs                                    | NIL       | NIL | NIL       | NIL   | NIL       | NIL | NIL       | NIL   | NIL  |
| Grand Total (A+B+C)   | 67,75,100 | NIL | 67,75,100 | 100   | 67,75,100 | NIL | 67,75,100 | 100   | NIL  |

## ii. Shareholding of Promoters:

| Name of Promoter shareholders | Shareholding at the beginning of the year (As on 01.04.2022) |                                  |   | Shareholding at the end of the year (As on 31.03.2023) |                                  |   | % Change in Shareholding during the year |
|-------------------------------|--|----------------------------------|---|--|----------------------------------|---|--|
|                               | No. of Shares  | % of total shares of the Company | % of Pledged / encumbered to total shares | No. of Shares  | % of total shares of the Company | % of Pledged / encumbered to total shares |  |
| <b>A. Individuals</b>         |  |                                  |   |  |                                  |   |  |
| a. Shailesh B Patel           | 6,500  | 0.10                             | NIL                                       | 6,500  | 0.10                             | NIL                                       | NIL                                      |
| b. Yadvender Singh S Kanwar   | 8,400  | 0.12                             | NIL                                       | 8,400  | 0.12                             | NIL                                       | NIL                                      |
| c. Nayan J Shah               | 14,50,000  | 21.40                            | NIL                                       | 14,50,000  | 21.40                            | NIL                                       | NIL                                      |
| d. Purvi K Shah               | 10000  | 0.15                             | NIL                                       | 10000  | 0.15                             | NIL                                       | NIL                                      |
| e. Shrena K Shah              | 9,300  | 0.14                             | NIL                                       | 9,300  | 0.14                             | NIL                                       | NIL                                      |
| <b>Total</b>                  | <b>14,84,200</b>   | <b>21.91</b>                     | <b>NIL</b>                                | <b>14,84,200</b>                                       | <b>21.91</b>                     | <b>NIL</b>                                | <b>NIL</b>                               |

## iii. Change in Promoters' Shareholding (Please specify, if there is no change): NIL

| Particulars | Shareholding at the beginning of the year (As on 01.04.2022) |                                  | Cumulative Shareholding during the year (From 01.04.2021 to 31.03.2023) |                                  |
|-------------|--|----------------------------------|---|----------------------------------|
|             | No. of Shares  | % of total shares of the Company | No. of Shares   | % of total shares of the Company |
|             |  |                                  |   |                                  |

## iv. Shareholding Pattern of Top Ten Shareholders (Other than Director, Promoters and Holders of GDRs and ADRs):

| For Each of the Top 10 Shareholders     | Shareholding at the beginning of the year (As on 01.04.2022) |                                  | Cumulative Shareholding during the year (From 01.04.2022 to 31.03.2023) |                                  |
|---|--|----------------------------------|---|----------------------------------|
|   | No. of Shares  | % of total shares of the Company | No. of Shares   | % of total shares of the Company |
| VISHAL VIJAY SHAH                       | 6,04,190   | 8.90                             | 6,04,190  | 8.90                             |
| NEXT ORBIT VENTURES FUND                | 5,00,000   | 7.38                             | 5,00,000  | 7.38                             |
| DIXIT DEVENDRA CHOUDHARY                | 2,80,930   | 4.15                             | 280930  | 4.15                             |
| RELITRADE STOCK BROKING PRIVATE LIMITED | 2,83,465   | 4.18                             | 255790  | 3.76                             |
| RAJU MUKUND VANARASE                    | 1,25,450   | 1.85                             | 1,25,450  | 1.85                             |
| YOGESH DHARNIDHARKA                     | 124030   | 1.83                             | 124030  | 1.83                             |
| RAVINDRA KISAN MANDAVKAR                | 1,10,500   | 1.63                             | 1,10,500  | 1.63                             |
| RAKESH KRISHNA RANE                     | 1,09,550   | 1.62                             | 1,09,550  | 1.62                             |
| KUNAL MANOJ SHAH                        | 1,07,550   | 1.59                             | 1,07,550  | 1.59                             |
| VIKRAM RAJESH TANDEL                    | 1,06,768   | 1.58                             | 1,06,768  | 1.58                             |

**v. Shareholding of Directors and Key Managerial Personnel:**

| For Each of the Director  | Name of Director   |                                  |  |                                  |
|---|--|----------------------------------|--|----------------------------------|
|   | Shareholding at the beginning of the year (As on 01.04.2022) |                                  | Shareholding at the end of the year (As on 31.03.2023) |                                  |
|   | No. of Shares  | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| <b>Yadvender Singh Sukhpal singh Kanwar - Wholetime Director</b>  |  |                                  |  |                                  |
| At the beginning of the year  | 8,400  | 0.12                             | 8,400  | 0.12                             |
| Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.) | No change during the year                                    |                                  |  |                                  |
| At the end of the year  | 8,400  | 0.12                             | 8,400  | 0.12                             |
| <b>Shailesh Becharbhai Patel -Director</b>  |  |                                  |  |                                  |
| At the beginning of the year  | 6,500  | 0.10                             | 6,500  | 0.10                             |
| Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.) | No change during the year                                    |                                  |  |                                  |
| At the end of the year  | 6,500  | 0.10                             | 6,500  | 0.10                             |
| At the end of the year  | 14,50,000  | 21.40                            | 14,50,000  | 21.40                            |
| At the end of the year  | -  | -                                | -  | -                                |
| <b>Arihant Bhansali - Company Secretary &amp; Compliance Officer</b>  |  |                                  |  |                                  |

|   |                           |      |       |      |
|---|---------------------------|------|-------|------|
| At the beginning of the year  | -                         | -    | -     | -    |
| Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.) | No change during the year |      |       |      |
| At the end of the year  | -                         | -    | -     | -    |
| <b>Shrena K Shah -Director &amp; CFO</b>  |                           |      |       |      |
| At the beginning of the year  | 9,300                     | 0.14 | 9,300 | 0.14 |
| Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/Decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.) | No change during the year |      |       |      |
| At the end of the year  | 9,300                     | 0.14 | 9,300 | 0.14 |

### III.INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

| Particulars   | Secured Loans | Unsecured Loan    | Deposits | Total Indebtedness (In Rupees) |
|---|---------------|-------------------|----------|--------------------------------|
| <b>Indebtedness at the beginning of the financial year (01-04-2022)</b> | Nil           | 3,05,000/-        | Nil      | 3,05,000/-                     |
| i) Principal Amount   | Nil           | 3,05,000/-        | Nil      | 3,05,000/-                     |
| ii) Interest due but not paid   | Nil           | Nil               | Nil      | Nil                            |
| iii) Interest accrued but not due                                       | Nil           | Nil               | Nil      | Nil                            |
| <b>Total (i+ii+iii)</b>   | Nil           | <b>3,05,000/-</b> | Nil      | <b>3,05,000/-</b>              |
| <b>Change in Indebtedness</b>   |               |                   |          |                                |
| Addition  | Nil           | Nil               | Nil      | Nil                            |
| Reduction   | Nil           | 5,000/-           | Nil      | 5,000/-                        |
| <b>Net Change</b>   | Nil           | <b>5,000/-</b>    | Nil      | <b>5,000/-</b>                 |
| <b>Indebtedness at the end of the financial year (31-03-2023)</b>       | Nil           | 3,00,000/-        | Nil      | 3,00,000/-                     |
| i) Principal Amount   | Nil           | 3,00,000/-        | Nil      | 3,00,000/-                     |
| ii) Interest due but not paid   | Nil           | Nil               | Nil      | Nil                            |
| iii) Interest accrued but not due                                       | Nil           | Nil               | Nil      | Nil                            |

|                         |     |            |     |            |
|-------------------------|-----|------------|-----|------------|
| <b>Total (i+ii+iii)</b> | Nil | 3,00,000/- | Nil | 3,00,000/- |
|-------------------------|-----|------------|-----|------------|

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager: (In Rs.)

| Sr. No. | Particulars of Remuneration   | Yadvender Singh Kanwar (WTD)<br>Total Amount |
|---------|---|--|
|         | Gross Salary  |  |
| 1       | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 13,75,000/-                                  |
|         | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   |  |
|         | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              |  |
| 2       | Stock Options   |  |
| 3       | Sweat Equity  |  |
| 4       | Commission  |  |
|         | - as % of profit  |  |
|         | Others, specify.....  |  |
| 5       | Others, please specify  |  |
|         | <b>Total (A)</b>  | <b>13,75,000/-</b>                           |

### B. Remuneration to other Directors: NIL

### C. Remuneration to key managerial personnel other than MD/Manager/WTD

| Sr. No. | Particulars of Remuneration   | Shrena K Shah (CFO) | Arihant Bhansali (Company Secretary) | Total      |
|---------|---|---------------------|--------------------------------------|------------|
| 1       | Gross Salary  |                     |                                      |            |
|         | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 6,25,000/-          | 1,90,442/-                           | 8,15,442/- |
|         | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   |                     |                                      |            |

|   |   |                   |                   |                   |
|---|---|-------------------|-------------------|-------------------|
|   | (c) Profits in lieu of salary under Section 17(3)<br>Income Tax Act, 1961 |                   |                   |                   |
| 2 | Stock Options   |                   |                   |                   |
| 3 | Sweat Equity  |                   |                   |                   |
| 4 | Commission  |                   |                   |                   |
|   | as % of profit  |                   |                   |                   |
|   | Others, specify.....  |                   |                   |                   |
| 5 | Others, please specify  |                   |                   |                   |
|   | <b>Total (C)</b>  | <b>6,25,000/-</b> | <b>1,90,442/-</b> | <b>8,15,442/-</b> |

## VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type                                       | Section of the Companies Act | Brief Description | Details of Property/ Punishment/ Compounding fees imposed | Authority<br>[RD/NCLT/COURT] | Appeal made, if any (give details) |
|--|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A) COMPANY                                 |                              |                   |   |                              |                                    |
| Penalty                                    | None                         |                   |   |                              |                                    |
| Punishments                                |                              |                   |   |                              |                                    |
| Compounding                                |                              |                   |   |                              |                                    |
| B) DIRECTORS& C) OTHER OFFICERS IN DEFAULT |                              |                   |   |                              |                                    |
| Penalty                                    | None                         |                   |   |                              |                                    |
| Punishments                                |                              |                   |   |                              |                                    |
| Compounding                                |                              |                   |   |                              |                                    |

Date: 05/09/2023  
Place: Mumbai

By Order of the Board of Directors  
WEB ELEMENT SOLUTIONS LIMITED  
Sd/-  
Shailesh B. Patel  
(Director)  
DIN: 02150718

Sd/-  
Y.S Kanwar  
(Wholetime Director)  
DIN:02150704

**ANNEXURE-II TO THE DIRECTORS' REPORT**

**"NOMINATION & REMUNERATION POLICY"**

**1. OBJECTIVE:**

The Nomination, Remuneration and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 42 under the Model Listing Agreement (as amended from time to time) The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6 To devise a policy on Board diversity
- 1.7 To develop a succession plan for the Board and to regularly review the plan;
- 1.8 To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto.

**2. DEFINITIONS:**

- 2.1. Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. Board means Board of Directors of the Company.
- 2.3. Directors mean Directors of the Company.
- 2.4. Key Managerial Personnel means
  - 2.4.1. Managing Director;
  - 2.4.2. Whole-time director;
  - 2.4.3. Chief Financial Officer;
  - 2.4.4. Company Secretary; and
  - 2.4.5. Such other officer as may be prescribed.
- 2.5. Senior Management means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

**3. ROLE OF COMMITTEE:**

The Committee shall:

**3.1 Terms of reference**



- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment Remuneration and removal of Director, KMP and Senior Management Personnel.
- 3.1.4 formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto.

### **3.2 Policy for appointment and removal of Director, KMP and Senior Management**

#### **3.2.1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **3.2.2. Term/ Tenure**

- a) Managing Director/Whole-time Director:  
The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director:
  - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
  - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
  - At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### 3.2.3. Evaluation

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

### 3.2.4. Removal

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

### 3.2.5. Retirement

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

## 3.3. Policy relating to the Remuneration for the Managing Director or Whole- time Director, KMP and Senior Management Personnel

### 3.3.1. General

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### 3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

#### a) Fixed pay:

The Managing Director or Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

#### **b) Minimum Remuneration**

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

#### **c) Provisions for excess remuneration**

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### **3.3.3. Remuneration to Non- Executive / Independent Director**

#### **a) Remuneration / Commission**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

#### **b) Sitting Fees**

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

#### **c) Commission**

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

#### **d) Stock Options**

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

## **4. MEMBERSHIP**

4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

## 5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## 6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

## 7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## 8. SECRETARY

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

## 9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## 10. NOMINATION DUTIES

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

10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

10.4 Determining the appropriate size, diversity and composition of the Board;

10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

10.6 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

- 10.7 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.8 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.9 Recommend any necessary changes to the Board; and
- 10.10 Considering any other matters, as may be requested by the Board.

## **11. REMUNERATION DUTIES**

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

- 11.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4 to consider any other matters as may be requested by the Board.
- 11.5 Professional indemnity and liability insurance for Directors and senior management.

## **12. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be recorded in minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**ANNEXURE-III  
TO THE DIRECTORS' REPORT**

**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,  
**Web Element Solutions Limited**  
**CIN: L72200MH2008PLC182320**  
301, Corporate Arena Off Aarey Piramal X Road  
Behind Mahindra Gardens Goregaon West Mumbai -400062

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Web Element Solutions 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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2022 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- (c) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)

(vi) As represented by the Management and having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- Sale of Goods Act, 1930
- Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- The Equal Remuneration Act, 1976;
- Bombay Shops and Establishments Act, 1948;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings are generally complied with.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are generally complied with.

During the period under review and subject to the explanations and clarifications given to me and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines as mentioned above subject to the following observations

1. It has been observed that there were few instances of delay in filings to the BSE Ltd. (Stock Exchange) pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ROC filings and in submitting the annual disclosure required under reg 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The 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 applicable Acts and Regulations.

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

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

The compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Sd/-

**Hansa Gaggar,**  
**Practicing Company Secretary**  
**Membership no: F12339**  
**CoP no.: 21614**  
**PR: 1870/2022**  
**UDIN: F012339E000940521**

**Date : 5<sup>th</sup> September, 2023**  
**Place : Mumbai**

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

## ANNEXURE I

To,  
The Members,  
**Web Element Solutions Limited**  
**CIN: L72200MH2008PLC182320**  
301, Corporate Arena Off Aarey Piramal X Road  
Behind Mahindra Gardens Goregaon West Mumbai -400062

### MANAGEMENT'S RESPONSIBILITY

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### AUDITOR'S RESPONSIBILITY

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for my opinion. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. 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.
5. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### DISCLAIMER

6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
7. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Sd/-  
**Hansa Gaggar,**  
**Practicing Company Secretary**  
**Membership no: F12339**  
**CoP no.: 21614**  
**PR.: 1870/2022**

**Date : 5<sup>th</sup> September, 2023**  
**Place : Mumbai**

**ANNEXURE-IV**  
**TO THE DIRECTORS' REPORT**

**DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE AS UNDER:**

| Sr. No | Disclosure Requirement  | Disclosure Details                                  |                            |                                   |
|--------|---|---|----------------------------|-----------------------------------|
|        |   | Director  | Designation                | Ratio                             |
| 1      | The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23                                | Yadvendersingh S Kanwar                             | Whole Time Director        | 16.32%                            |
|        |   | Shailesh B Patel                                    | Non- Executive Director    | 6.08%                             |
|        |   | Sunil Sharma  | Independent Director       | Nil                               |
|        |   | Kirankumar N Shukla                                 | Independent Director       | Nil                               |
|        |   | Shrena K Shah                                       | Executive Director         | 7.42%                             |
| 2      | The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year | <b>Directors and other Key Managerial Personnel</b> | <b>Designation</b>         | <b>% increase in remuneration</b> |
|        |   | Yadvendersingh S Kanwar                             | Whole Time Director        | 63.69%                            |
|        |   | Shailesh B Patel                                    | Non- Executive Director    | 102.40%                           |
|        |   | Sunil Sharma  | Independent Director       | Nil                               |
|        |   | Kirankumar N Shukla                                 | Independent Director       | Nil                               |
|        |   | Shrena K Shah                                       | Executive Director cum CFO | 3.61%                             |
|        |   | Arihant Bhansali                                    | Company Secretary          | 6.58%                             |
| 3      | The percentage increase in the median remuneration of employees in the financial year   | 29.03%  |                            |                                   |

|   |  |   |
|---|--|---|
| 4 | The number of permanent employees on the rolls of Company  | 18  |
| 5 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration | The increase in the remuneration is in the ordinary course of Business. There are no exceptional circumstances for increase in the managerial Remuneration. |
| 6 | It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management   | The Company is in compliance with its compensation policy.  |

Date: 05/09/2023  
Place: Mumbai

By Order of the Board of Directors  
WEB ELEMENT SOLUTIONS LIMITED

|                   |                       |
|-------------------|-----------------------|
| Sd/-              | Sd/-                  |
| Shailesh B. Patel | Y.S KANWAR            |
| (Director)        | ( Wholetime Director) |
| DIN: 02150718     | DIN:02150704          |

## Annexure V

### A. General Shareholder Information:

|    |   |  |
|----|---|--|
| a. | <b>AGM: Day, Date, Time and Venue</b>   | <b>SATURDAY, 30<sup>TH</sup> SEPTEMBER, 2023 AT 12.30 P.M (IST) AT 301, CORPORATE ARENA, OFF. AAREY PIRAMAL CROSS ROAD, BEHIND MAHINDRA GARDENS, GOREGAON (WEST) MUMBAI: 400062</b>                    |
| b. | <b>Financial Year</b>   | 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023  |
| c. | <b>Date of Book Closure</b>   | Sunday, 24 <sup>th</sup> September, 2023 to<br>Saturday, 30 <sup>th</sup> September, 2023  |
| d. | <b>Listing on Stock Exchanges</b>   | The Shares of the Company are listed on The Bombay Stock Exchange Ltd (SME Segment)<br><br><b>BSE Limited</b><br><br>25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 4000 01 |
| e. | <b>Scrip Code</b>   | 780016   |
| f. | <b>Scrip ID</b>   | WEBSL  |
| g. | <b>ISIN</b>   | INE562Q01017   |
| h. | <b>Payment of Listing Fee</b>   | The Company confirms that it has paid Annual listing fees due to the stock exchange for the financial year 2022-23   |
| i. | <b>Market Price Data (High, Low during each month in last financial year 2021-22)</b> | Not available on Exchange Web Site   |
| j. | <b>Registrar and share transfer agents</b>  | Purva Shareregistry (India) Pvt. Ltd.<br>9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East) ,Mumbai-400011  |

### B. Other Information

#### **i. Quarterly and Half-yearly financial results**

The Half yearly and Annual Results of the Company are available on the website of the Company [www.webelementinc.com](http://www.webelementinc.com) The Half-Year Results and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement.

The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports etc. Members also have the facility of raising queries/making complaints on share related matters through a facility provided on the Company's website.

The Company has a dedicated help desk with email ID: [compliance@webelementinc.com](mailto:compliance@webelementinc.com) in the Secretarial Department for providing necessary information to the investors.

(ii) Official News Releases

Official news releases are made whenever it is considered necessary. The Financial Results and other Communications of the Company were normally published to the stock Exchange immediately.

(iii) The presentation made to institutional investors or to the analysts

There were no specific presentation made to the investors or analysts during the year

(iv) Dividend payment date: Not Applicable

(v) Stock Market Data:

During the year the trading of the shares of the Company continues. Shares of the Company is regularly trading in ITP Platform.

**Stock Code:** 780016

**ISIN:** INE562Q01017

**Pattern of Shareholding as on 31<sup>st</sup> March, 2023:** The shareholding pattern as on 31<sup>st</sup> March, 2023 is part of Annual return i.e MGT-9 attached to this Report

**Dematerialization of Shares as on 31<sup>st</sup> March, 2023**

The Equity Shares of the Company are compulsorily traded in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility.

100% of the Share Capital of the Company is in Dematerialization form.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### GLOBAL AND ECONOMIC OVERVIEW

The outlook for 2023 is largely predictable due to the turbulent. Environment and macro-economic challenges, which includes:

- Slowdown and tightening of economic activities are likely to continue during 2023.
- Recessionary uncertainty and fear that will continue till 2023.
- Inflation is running at peak and unlikely to settle in next 12-18 months.
- The global supply chain will remain disrupted amid uncertainty around ongoing Ukraine and Russia war.
- Fragmentation of world economy.

**As per IMF, Global growth forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023.**

The contraction of global economy has already stated. The next logical step for any government is to fix its economy first. **The year 2023 will be year of repair and restore.** The monetary policy changes and interest rate adjustments measures of government might marginally tame the inflation in mid-term but it is unlikely to bring acceleration in economy. Majority of businesses and industries are likely to go conservative when it comes to spend, risk management and profitability management. The Russia-Ukraine war has disrupted growth in short term.

#### **The IT Industry to Grow Further During 2023**

Worldwide IT spending is projected to be \$ 4.6 trillion in 2023, an increase of 5.1 percent from 2022, according to the latest forecast by Gartner. The demand for IT in 2023 is expected to be very strong as enterprises push forward with digital business initiatives in response to economic turmoil.

One must be wondering if the major industry outputs are expected to shrink by average 15-20 percent in year 2023, how come the global IT industry spend can grow at 5.1 percent? Well, the simple reason is in last two years post COVID every company and industry have already realized the value of digital and there are no doubts of not funding it or ignoring it. The question is not about not doing digital rather how to fund the digital projects. Most of the digital projects are likely to get funded through the freezing of investment on non-strategic projects and closure of the non-strategic initiatives during 2023.

#### **Key Priorities for IT Industry Players During 2023**

**1. Cloud Initiatives will get further momentum during 2023.** It will serve dual purpose of business agility and cost rationalization for organizations. The discretionary spend will either vanish or will string to skeleton mode during first half of 2023.

**2. Artificial Intelligence (AI) Initiatives are likely to grow during 2023** to target new products, pricing optimization, channel efficiency, promotional effectiveness and new customer targeting in the recessionary environment. Most of AI projects will be centered around monetization of data themes. However, the ticket or deal size of AI initiatives is expected to be small to moderate in size.



**3.Automation Theme will pick up the steam once gain during 2023** which is good news for the vendors operating in this space. The RPA or Hyperautomation projects will get further ammunition during 2023

**4. Customer Engagement and Servicing** driven initiatives using platform re/engineering and modern architecture or architecture are likely be the only exception that will get fresh funding amid the uncertain environment.

**5.Cybersecurity** will automatically get attention due to higher Cloud adoption.

Cloud, Artificial intelligence, Platform Engineering, Automation, and Cybersecurity are going be the five technology focus pillars for majority of the companies during 2023.

#### **Attritions, Higher Wages and Skill Shortage Trends Likely to Remain Same**

The cost optimization will give further push to outsourcing during 2023 due to cost pressure which is good news for IT vendors. The Europe will be impacted the most due to economic volatility and geo-political conditions, is likely to explore outsourcing routes most than other economies.

The cost of growing labor will continue to daunt the IT players during 2023 as well, the higher attrition trends will more or less remain the same. The shortage of in-demand skills across the IT industry will remain a challenge during 2023.

For IT industry players, the technology themes focus areas and challenges for 2023 are not very different from this year. In a way, it is the good news as IT companies need not change their course and strategy dramatically even during the turmoil conditions. Strategic execution is going to be the differentiator as well as a competitive advantage for majority of IT companies during 2023.

#### **Conclusion**

Digital will continue to drive the IT industry agenda for year 2023. Companies must holistically assess their weakness and strengthen their digital and governance capabilities. Cloud, Artificial intelligence, Platform Engineering, Automation, and Cybersecurity will drive the agenda for many CXOs globally. Strategic execution becomes very critical in an uncertain environment where the attrition, inflation, skill shortage, higher wages and shrinking demand are inevitable.

While digital cannot address or reverse the macro-economic challenges, it can definitely bring agility, momentum and push the growth agenda for every business in every industry. It is perfect time for companies to go digital with all its muscles and energies. Long live Digital!

The information technology (IT) market consists of sales of information technology (IT) services and related goods by entities (organizations, sole traders and partnerships) that apply computers, computer peripherals and telecommunications equipment to store, retrieve, transmit and maneuver data. The IT market involves services such as computer networking, broadcasting, systems design services and information distribution technologies like television and telephones and other equipment used during the process.

The IT market also includes sales of goods such as computers, computer peripherals and telecommunications equipment which are used in providing IT services.

The main type of information technology (IT) are IT services, computer hardware, telecom, and software products. Computer hardware is the physical components that a computer system requires to function and encompasses everything within a PC or laptop.

The services are used by large, small and medium enterprises of financial services, retail and wholesale, manufacturing, healthcare and others.

The regions covered in the information technology market are Asia-Pacific, Western Europe, Eastern Europe, North America, South America, Middle East and Africa.

The demand for cloud computing services is expected to drive the demand for IT services during the forecast period. In cloud computing model data is stored on the internet by a cloud computing provider, who manages and operates data storage as a service.

While these developments present strong market opportunities for the IT industry, there is also an imperative need for IT services and solutions companies to transition from fast-commoditizing traditional service offerings, to attract and retain quality talent globally, to reimagine cost structures and leverage automation for increased productivity.

## INDUSTRY OVERVIEW:

Web Element Solutions Ltd. is an emerging leader in providing end to end web solutions and custom software development and is based out of Mumbai also. Our range of servicing capabilities is wide spread and includes Business process enhancement services to augment existing business processes effectively, Customize web application services to drive customer centric solutions, App development to deliver efficient app solutions, Enterprise mail hosting services for enabling targeted messages for the customers.

Web Element believes in adapting fast to the ever changing technological landscape to continue delighting customers with solutions backed by the latest tools and technologies. We strive to keep our development team experienced on the most relevant technology so that our solutions are future-ready.

We continue to see the trend of global businesses turning to offshore technology service providers to meet their needs and to increase their efficiency through differentiated solutions. Over the past two decades, India has risen to become leading destination for global sourcing of IT, ITes, and research and development activities.

The digital ecosystem comprises the entire technology spectrum in digital transformation. This includes independent software vendors, system integrators, IT consultants, product Original Equipment Manufacturers ('OEMs'), value-added-resellers, cloud service providers, Software-as-a-Service ('SaaS') companies, right through to telecom providers. Technology has been central to the way people, companies and governments have managed the Covid-19 crisis

India's IT exports are expected to grow faster than the Indian economy in the 2022-23 financial year, despite subdued sentiment and longer decision-making cycles leading to pronounced cost-optimisation measures. India's GDP is estimated to grow at 7% during this year.

Information Technology industry body Nasscom said on Wednesday that India's export revenue in the sector is expected to rise by 11.4% in constant currency terms to \$194 billion. In reported terms, it grew 9.4% with a cross-currency impact of 2%. Overall, India's tech industry is estimated to touch \$245 billion in the 2022-23 financial year, with an incremental revenue addition of \$19 billion during the same period.

## Outlook for the Indian information technology (IT) sector

While FY 2022 was a year of milestones and resurgence-an outlier for the Indian technology industry, FY 2023 has been the year of continued revenue growth with a focus on strengthening industry fundamentals and building on trust and competencies. The volatile global economic scenario and impending recession continues to support the demand for technology adoption and digital acceleration. Consequently, technology continues to be a strategic imperative that is a critical component of business innovation and transformation, as well as a source of improving operational and cost efficiencies.

In FY 2023, India's technology industry revenue including hardware is estimated to cross \$245 Bn (8.4% y-o-y growth), an addition of \$19 Bn over last year. Exports, at \$194 Bn, are expected to grow at 9.4% in reported currency terms, and 11.4% in constant currency terms. Domestic technology sector is expected to reach \$51 Bn, growing at 4.9% y-o-y. In rupee terms, domestic tech revenues is expecting a 13% y-o-y growth on the back of continued investments by enterprise and the government.

The industry continues to be a net hirer, adding nearly 3 lakh employees, taking the total employee base to ~5.4 Mn (5.7% y-o-y growth), strengthening its position as the 'Digital Talent Nation' for the world.

## BUSINESS OUTLOOK

Historically, IT services have followed up and correlated with GDP. However, we've seen a disconnect recently. Despite declining GDP, IT spending remains resilient, like what was observed during the pandemic. In fact, organizations that doubled down on technology investments during COVID-19 are now growing five times more than the ones that didn't. The Everest Group, which carried out a detailed study on the correlation between technology and GDP, concluded that meaningful investments in cloud advancement, data analytics, customer experience, and cybersecurity come into play today to ensure a company's sustained growth.

India is identified by the world as good place for commencing the new business considering availability of manpower at low cost and other available resources in India. Further, Indian Government opens the market for FDI and FII for developing the infrastructures facilities in India. The future of the Indian Software Industry looks very positive and we expect excellent opportunities in this field.

Our Company has, in the past, majorly catered to the organizations in the Manufacturing and Trading in SME sector. The development services provided to these companies were web / cloud based office automation systems, inventory systems, CRM, Order processing systems, payroll management systems, export documentation management, billing & accounting modules etc. We have provided cloud computing and enterprise email services.

## RISKS, CONCERNS & OPPORTUNITIES

### Challenges

The biggest issues IT industry faces today

1. Ever increasing demands for transformation.
2. Customer experience. ...

3. Talent Recruitment and Retention
4. Skill Gaps
5. Growing cybersecurity, data privacy threats.
6. Advancing data opportunities. ...
7. Maturing the enterprise cloud strategy.
8. Geopolitical impacts on the tech stack.
9. Supply chain disruptions.
10. Cost containment.
11. Fierce competition for talent
12. Powering through turbulence
13. Coping with economic pressures, uncertainty
14. Transforming to meet regulatory requirements
15. Operationalizing artificial intelligence
16. Creating a hybrid work environment that works for everyone
17. Innovating meaningfully

The economic slowdown caused by COVID-19 is expected to delay planned initiatives which will adversely impact our business. While businesses continue to explore alternate methods of functioning, the key will be to adapt and rethink quickly. While a few sectors like Travel & Hospitality have shown sluggish growth, the overall economic activity has dropped in many markets. However, forward looking businesses are seizing this opportunity to affect the change that they have been contemplating. We are helping such organisations in their Digital Transformation journey, thus enabling a new line of business opportunity.

Business disruption, whether caused by the COVID-19 pandemic or more general societal, economic, political and environmental pressures, often determines the need to adjust course. Digital Transformation introduces a continuous cycle of change that affects organisations, processes, people and culture. Many leaders today, realise that digital transformation requires a more fundamental transformation, with the whole organisation participating. Digital business is introducing continuous and disruptive changes that go beyond project implementations.

## Market Size/Opportunity

International Data Corporation ([IDC](#)) predicts that by 2024, enterprises in India will shift 50% of all tech and services spending to as-a-service and outcomes-centric models. This is among the top 10 predictions for the India IT market unveiled in the latest report

Organizations are continuing to navigate the disruptions, accelerations, and cross currents spurred by the COVID-19 pandemic and the changing economic conditions. By 2022, more than half the global economy is based on or influenced by digital. IDC's Future Enterprise Resiliency and Spending (FERS) survey, wave 7\* revealed that the pandemic resulted in 60% of organizations in India have accelerated their DX investments.

The IT and communications industries will be among the most transformed as they adopt as-a-service delivery and operating models, deal with radical alterations in ecosystems/value chains, and recognize that their primary tasks are to help CIOs and their enterprises share, use, govern, and increase the value of data.

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now

offer an entire new gamut of opportunities for top IT firms in India. The industry is expected to grow to US\$ 350 billion by 2025 and BPM is expected to account for US\$ 50 55 billion of the total revenue.

Impact of COVID-19 on projects - Some projects may become significantly more urgent, with more critical business needs requiring faster delivery-or they may become less important to the business and therefore potentially abandoned. Given that remote working will become the norm, focus is on adapting an agile implementation methodology to ensure quicker project go-lives.

As economic recovery progresses, enterprises operating with pared down workforces are likely to increase outsourcing to build scale in operations to meet rising demand. Spending on growth and transformation initiatives is also expected to start picking up from that point on. The year 2023 will be year of repair,restore and resurgence.

### Key Financial Ratios:

The key financial ratios for Financials are as per the below table and also forms part of the Financial Statement :

| Particulars                       | 2022-23 | 2021-22 |
|-----------------------------------|---------|---------|
| Interest Coverage Ratio           | 0.00    | 0.00    |
| Debt Equity Ratio (%)             | 0.45    | 0.45    |
| Operation Profit Margin Ratio (%) | 20.59   | 18.75   |
| Net Profit Margin ratio(%)        | 5.45    | 14.38   |

Formulae used for computation of key financial ratios:

| Particulars                       | Formulae         |
|-----------------------------------|------------------|
| Interest Coverage Ratio           | PBT/Finance Cost |
| Debt Equity Ratio (%)             | Debt/Equity      |
| Operation Profit Margin Ratio (%) | PBIT/ Net Sales  |
| Net Profit Margin ratio(%)        | PAT/ Net Sales   |

### SCARCITY OF HUMAN CAPITAL

This is an inherent problem with this industry. The skill required here has to be combination of creativity and synergizing of technology to bring the best results. There are very few training centers providing training which cater to the needs of the Industry. Also, there is a lack of any organized channel of education and awareness as relating to the potential of this industry.

### TECHNOLOGY OBSOLESCE

The methods and software used in this field are dynamically changing and the advent of new technology, techniques and upgrades seem to be very fast. It poses a continuing challenge to the players in this Industry to adapt to newer technologies and also for the personnel to get trained and use these effectively.

## HUMAN RESOURCES AND RELATIONS

The Company makes efforts to ensure that employees are provided with a congenial work atmosphere. Facilities are equipped with state-of-the-art hardware, software and communication equipment apart from periodic recreational facilities to motivate the team. Continuously improving the quality of people through training in skill development as well as personality development. Management places great emphasis on continuously improving the work environment and ambience to nurture innovation and creativity.

**Date:** 5<sup>th</sup> September, 2023  
**Place:** Mumbai

**By Order of the Board of Directors**  
**WEB ELEMENT SOLUTIONS LIMITED**  
**Sd/- Sd/-**  
**Shailesh B. Patel Y.S Kanwar**  
**(Director) (Wholetime Director)**  
**DIN: 02150718 DIN:02150704**

**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 Member,  
M/s WEB ELEMENT SOLUTIONS LIMITED  
Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **WEB ELEMENT SOLUTIONS LIMITED** having CIN L72200MH2008PLC182320 and having registered office at **301 Corporate Arena Off Aarey Piramal X Road Behind Mahindra Gardens Goregaon West Mumbai - 400062**. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| SR. NO. | NAME OF DIRECTORS              | DIN      | Date of Appointment |
|---------|--------------------------------|----------|---------------------|
| 1       | SUNIL SATYANARAYAN SHARMA      | 01568825 | 02/09/2014          |
| 2       | KIRANKUMAR NAVINCHANDRA SHUKLA | 01568997 | 02/09/2014          |
| 3       | YADVENDER SINGH KANWAR         | 02150704 | 16/05/2008          |
| 4       | SHAILESH BECHARBHAI PATEL      | 02150718 | 16/05/2008          |
| 5       | SHRENA SHAH KALPESH            | 07176766 | 05/05/2015          |

I further hereby inform that, ensuring the eligibility for the appointment /continuity of Director on the Board is the responsibility of the Company. My responsibility is to issue this certificate based on verification of documents and information available in the public domain. 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.

Sd/-  
Hansa Gaggar  
Practicing Company Secretary  
Mem no.:-40615  
CoP no.:- 21614  
PR: 1870/2022  
UDIN: F012339E000949044

Place: Mumbai  
Date: 05/09/2023



## INDEPENDENT AUDITOR'S REPORT

### To the Members of Web Element Solutions Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of **Web Element Solutions limited** ("the Company"), which comprise the Balance Sheet as at **31st March, 2023**, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at **31st March, 2023, its profit**, and its cash flows 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 Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter

Nil

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there **are no key audit matters** to communicate in our report.

#### 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 financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

### **Responsibility of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 Responsibilities for the Audit of the Financial Statements**

*Our objectives are to obtain reasonable assurance about whether the 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.*
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.*

- *Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.*
- *Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.*
- *Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.*

*Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.*

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

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

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

1. *As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.*
2. *As required by section 143(3) of the Act, we report that:*
  - a) *we have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;*
  - b) *in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;*
  - c) *the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;*
  - d) *in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;*

- e) *on the basis of the written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;*
- f) *With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure - B”; and*
- g) *With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.*
- h) *with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:*
- I. The Company does not have any pending litigations which would impact its financial position.*
  - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and*
  - III. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company.*
  - IV. (a) The management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :*
    - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or*
    - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;*
  - (b) The management has represented, that, to the best of their knowledge and belief, no funds have been received by the Company from any person(s) or entity (ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:*
    - Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or*
    - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and*
  - (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under g (iv) (a) and(b) above, contain any material misstatement.*

- V. *The Company has not declared nor proposed or paid any dividend during the year and, therefore, compliance under section 123 of the Companies Act, 2013 is not applicable to the Company.*

***For SDG & Co***  
***Chartered Accountants***  
***Firm Registration No.: 137864W***

***Sd/-***  
***Ajay S Yadav***  
***Partner***  
***Membership No.: 170602***  
***UDIN: 23170602BGVQFX3334***  
***Place: - Mumbai***  
***Date: 29-04-2023***

**(Referred to in paragraph-1 on Other Legal and Regulatory Requirements of our Report of even date to the members of Web Element Solutions Limited on the Financial Statements of the Company for the year ended 31st March, 2023)**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) (I) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
  
(II) According to the information and explanation provided to us the Company does not have any intangible assets and hence clause for maintaining proper records showing full particulars of intangible assets is not applicable to the company.
- (b) According to the information and explanation provided to us, The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the company does not have any immovable property as on reporting date, hence the clause paragraph 3i(c) of the report is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.
- (b) The company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;
- (iii) During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
  - (a) During the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity. Also, the company has an outstanding balance as on **31st March 2023**, in respect of investment in UTI Liquid Fund.  
The details of such loans or advances or guarantees or security to **subsidiary, joint ventures, associates and others are as follows:**

| To whom                      | The aggregate amount given during the year (Rs.'000') | Investment (Rs.'000') | Balance Outstanding as on Balance Sheet Date (Rs.'000') | Remark  |
|------------------------------|---|-----------------------|---|---|
| J Kumar Minerals             | 510.00  | -                     | 9,520.00  | Interest of Rs. 5,10,000/- is added to Loan.  |
| Kanchan Sanjay Motiani       | 1,350.00  | -                     | 15,515.00   | Interest of Rs. 13,50,000/- is added to Loan. & then Interest of Rs. 13,50,000/- Received                               |
| SAM computers                | 225.00  | -                     | 2,500.00  | Interest of Rs. 2,25,000/- is added to Loan. & then Interest of Rs. 2,25,000/- received                                 |
| Silicon Electronic           | 630.00  | -                     | 7,000.00  | Interest of Rs. 6,30,000/- is added to Loan. & then Interest of Rs 6,30,000/- received                                  |
| Arihant Constructions        | -   | -                     | 1,341.50  |   |
| Bijal J Shah                 | 49.50   | -                     | 889.74  | Interest of Rs. 49,500/- is added to Loan.  |
| Dhanlaxmi                    | -   | -                     | 3,215.30  |   |
| Jinesh S Shah HUF            | 27.00   | -                     | 465.35  | Interest of Rs. 24,300/- is added to Loan.  |
| Kamla Home & Life Style Ltd. | 720.00  | -                     | 9,890.53  | Interest of Rs. 7,20,000/- is added to Loan. & then Interest of Rs 7,20,000/- received                                  |
| RARE INDUSTRIES              | -   | -                     | 280.72  |   |
| Srivibhu Textile Pvt Ltd     | 122.20  | -                     | -   | Interest of Rs. 1,22,200/- is added to Loan. & then Interest of Rs 1,22,200/- and outstanding Principal amount received |
| Suresh V Shah HUF            | 45.00   | -                     | 803.29  | Interest of Rs. 45,000/- is added to Loan.  |



|                  |        |        |        |  |
|------------------|--------|--------|--------|--|
| UTI Liquid Funds | -      | 225.74 | -      | Investment in the Units of UTI Liquid Fund |
| Advance to Staff | 100.00 | -      | 100.00 |  |

- (b) According to the information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;
- (c) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;
- (d) According to the information and explanations given to us, no amount is overdue in this respect;
- (e) According to the information explanation provided to us, the loan or advance in the nature of loan granted has not fallen due during the year, none has been renewed or extended of fresh loans granted to settle the over dues of existing loans given to the same parties;
- (f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

| Particulars  | All Parties other than Promoters, Directors and their Relative | Promoters | Related Parties |
|--|--|-----------|-----------------|
| Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A) | -  | -         | -               |
| Agreement does not specify any terms or period of repayment (B)                  | 37,78.70   | 0         | -               |
| <b>Total (A+B)</b>   |  | -         | -               |
| Percentage (%) of loans advances in nature of loans to the total loans           | 100%   | 0         | -               |

- (iv) According to the information and explanation given to us, the company has complied with requirements of section 185 and 186 in respect of loans, investments, guarantees or security made by it during the year under audit;

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)
  - (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.
- (viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix)
  - a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
  - b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - c) In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix) (c) of the Order is not applicable to the Company.
  - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
  - e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. However, the company does not have any subsidiaries, associates or joint ventures, hence clause ix (e) and ix (f) are not applicable to the company.
- (x) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.

- (xi) (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- (xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company;
- (xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports issued by internal auditors during our audit
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet

date, will get discharged by the company as and when they fall due.

- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order are not applicable.
- (xxi) According to the information and explanations given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

***For SDG & Co***  
***Chartered Accountants***  
***Firm Registration No.: 137864W***  
***Sd/-***  
***Ajay S Yadav***  
***Partner***  
***Membership No.: 170602***  
***UDIN: 23170602BGVQFX3334***  
***Place: - Mumbai***  
***Date: 29-04-2023***

***Annexure – B to the Independent Auditor’s Report***

(Referred to in paragraph 2(f) on Other Legal and Regulatory Requirements of our Report of even date to the members of **Web Element Solutions Limited** on the Financial Statements for the year ended 31st March, 2023)

***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 **Web Element Solutions Limited** (“the Company”) as of **31st March, 2023** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

***Management’s Responsibility for Internal Financial Controls***

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

### ***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, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 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 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 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, 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

**31st March, 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 SDG & Co*  
*Chartered Accountants*  
*Firm Registration No.: 137864W*

*Sd/-*  
*Ajay S Yadav*  
*Partner*  
*Membership No.: 170602*  
*UDIN: 23170602BGVQFX3334*  
*Place: - Mumbai*  
*Date: 29-04-2023*



# Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062

## Balance Sheet as at 31st March, 2023

| Particulars   | Notes | (Rs.'000')                | (Rs.'000')                |
|---|-------|---------------------------|---------------------------|
|   |       | As at<br>31st March, 2023 | As at<br>31st March, 2022 |
| <b>I. EQUITY AND LIABILITIES</b>                        |       |                           |                           |
| <b>1 Shareholders' Funds</b>                            |       |                           |                           |
| (a) Share Capital                                       | 2     | 67,751.00                 | 67,751.00                 |
| (b) Reserves and Surplus                                | 3     | -973.65                   | -4,065.59                 |
| <b>2 Non-Current Liabilities</b>                        |       |                           |                           |
| Deferred Tax Liabilities (Net)                          |       | -                         | -                         |
| <b>3 Current Liabilities</b>                            |       |                           |                           |
| (a) Short Term Borrowings                               | 4     | 300.00                    | 305.00                    |
| (b) Trade Payables                                      | 5     | 203.53                    | 1,456.59                  |
| (c) Other Current Liabilities                           | 6     | 721.50                    | 283.89                    |
| (d) Short Term Provisions                               |       | -                         | -                         |
| <b>TOTAL</b>  |       | <b>68,002.37</b>          | <b>65,730.88</b>          |
| <b>II. ASSETS</b>                                       |       |                           |                           |
| <b>1 Non-Current Assets</b>                             |       |                           |                           |
| (a) Property Plant and Equipments and Intangible Assets |       |                           |                           |
| - Property Plant and Equipments                         | 7     | 487.13                    | 461.33                    |
| (b) Non Current Investments                             |       | -                         | -                         |
| (c) Deferred Tax Assets (Net)                           |       | 59.47                     | 47.63                     |
| (d) Long Term Loans and Advances                        | 8     | 2,961.83                  | 4,007.33                  |
| (e) Other Non-Current Assets                            |       | -                         | -                         |
| <b>2 Current Assets</b>                                 |       |                           |                           |
| (a) Current Investments                                 | 9     | 255.74                    | 228.90                    |
| (b) Inventories   |       | -                         | -                         |
| (c) Trade Receivables                                   | 10    | 2,576.73                  | 1,909.65                  |
| (d) Cash and Cash Equivalents                           | 11    | 8,135.72                  | 4,175.92                  |
| (e) Short Term Loans and Advances                       | 12    | 53,525.75                 | 54,900.13                 |
| (f) Other current assets                                |       | -                         | -                         |
| <b>TOTAL</b>  |       | <b>68,002.37</b>          | <b>65,730.88</b>          |

Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

01-19

As per our report of even date

For SDG & CO

Chartered Accountants

Firm Registration No. 157864W

(Ajay S. Yadav)  
Partner

Membership No.: 170602

UDIN: 23170602BQVQFX3334

Place: Mumbai

Date: 29-04-2023

For and on behalf of the Board

Y S Kanwar

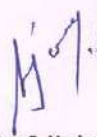

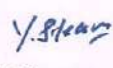

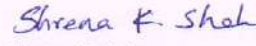
Wholtime Director  
DIN: 02150704

Shrena K Shah

Shrena K Shah  
Exe. Director and CFO  
DIN: 07176766

Shailesh Patel  
Wholtime Director  
DIN: 02150718



| <b>Web Element Solutions Limited</b><br><b>CIN : L72200MH2008PLC182320</b><br>Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062<br><b>Statement of Profit and Loss for the Year ended 31st March, 2023</b>  |       |  |  |
|--|-------|--|--|
| Particulars  | Notes | (Rs.'000')                             | (Rs.'000')                             |
|  |       | For the year ended<br>31st March, 2023 | For the year ended<br>31st March, 2022 |
| <b>I Income</b>  |       |  |  |
| Revenue from Operations  | 13    | 20,419.83                              | 10,726.77                              |
| Other Income   | 14    | 4,002.92                               | 3,702.02                               |
|  |       | -                                      | -                                      |
| <b>Total Revenue</b>   |       | <b>24,422.75</b>                       | <b>14,428.78</b>                       |
| <b>II Expenses</b>   |       |  |  |
| Purchases of Stock in Trade  |       | -                                      | -                                      |
| Changes in Inventories of Stock in Trade   |       | -                                      | -                                      |
| Employee Benefits Expense  | 15    | 8,544.76                               | 6,636.18                               |
| Finance Costs  | 16    | -                                      | -                                      |
| Depreciation   | 7     | 262.22                                 | 260.98                                 |
| Other Expenses   | 17    | 11,411.43                              | 5,520.06                               |
|  |       | -                                      | -                                      |
| <b>Total Expenses</b>  |       | <b>20,218.41</b>                       | <b>12,417.23</b>                       |
|  |       | -                                      | -                                      |
| <b>III Profit/ (Loss) before tax (I - II)</b>  |       | <b>4,204.34</b>                        | <b>2,011.55</b>                        |
| <b>IV Tax Expense</b>  |       |  |  |
| - Current Tax  |       | 655.88                                 | 353.13                                 |
| - Income Tax Provisions Preivous Years   |       | -                                      | -                                      |
| - Deferred Tax   |       | -11.84                                 | 155.43                                 |
| - Mat Credit Entitelment   |       | 455.72                                 | -39.34                                 |
| - Adjustment of MAT of earlier year  |       | 12.65                                  | -                                      |
|  |       | 1,112.40                               | 469.22                                 |
|  |       | -                                      | -                                      |
| <b>V Profit/ (Loss) for the year (III - IV)</b>  |       | <b>3,091.94</b>                        | <b>1,542.34</b>                        |
| <b>VI Earnings per Equity Share (of Rs. 10/- each) [Refer Note 18 (v)]</b>   |       |  |  |
| (1) Basic  |       | 0.46                                   | 0.23                                   |
| (2) Diluted  |       | 0.46                                   | 0.23                                   |
| <b>Significant Accounting Policies</b> 1-19<br><b>The accompanying notes are an integral part of the Financial Statements</b><br><br>As per our report of even date<br>For SDG & CO<br>Chartered Accountants<br>Firm Registration No.: 137864W<br><br>(Ajay S. Yadav)<br>Partner<br>Membership No.: 170602<br><br>UDIN: 23170602BGVQF3334<br>Place: Mumbai<br>Date: 29-04-2023<br> |       |  |  |
| <b>For and on behalf of the Board</b><br><br><br>Y S Kanwar<br>Wholetime Director<br>DIN: 02150704<br><br><br>Shailesh Patel<br>Wholetime Director<br>DIN: 02150718<br><br><br>Shrena K Shah<br>Exe. Director and CFO<br>DIN: 07176766   |       |  |  |

# Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road, Goregaon West, Mumbai - 400 062

## Statement of Cash Flows for the year ended March, 2023

| Particulars   | For the year ended<br>31st March, 2023 |           | For the year ended<br>31st March, 2022 |           |
|---|--|-----------|--|-----------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                 |  |           |  |           |
| Net Profit/(Loss) before Taxation                             | -                                      | 4,204.34  | -                                      | 2,011.55  |
| Adjustments for:  |  |           |  |           |
| +Depreciation   | -                                      | -         | -                                      | -         |
| -Preliminary Expenses written off                             | 262.22                                 | -         | 260.98                                 | -         |
| -Sundry Balances written off/ (back)                          | -                                      | -         | -                                      | -         |
| -Loss on Sale of Investments                                  | -78.01                                 | -         | -                                      | -         |
| -Investments written off                                      | -                                      | -         | -                                      | -         |
| -Interest Expense   | -                                      | -         | -                                      | -         |
| -Interest Income & Dividend                                   | -3,924.91                              | -         | -3,702.02                              | -         |
| -Discount Received  | -                                      | -         | -                                      | -         |
| +Provision for Deferred Tax                                   | -11.84                                 | -3,752.54 | 155.43                                 | -3,285.61 |
| Operating Profit/(Loss) before Working Capital Changes        | -                                      | 451.80    | -                                      | -1,274.05 |
| Adjustments for:  |  |           |  |           |
| -Trade Receivables  | -667.08                                | -         | 981.29                                 | -         |
| -Inventories  | -                                      | -         | -                                      | -         |
| -Short Term Loans and Advances                                | 2,419.88                               | -         | -9,322.47                              | -         |
| -Other Current & non-current assets                           | -                                      | -         | 7,650.50                               | -         |
| Trade Payable   | -1,175.05                              | -         | 735.63                                 | -         |
| Other Current Liabilities                                     | 437.61                                 | -         | 70.94                                  | -         |
| -Short Term Provisions  | -                                      | -         | -                                      | -         |
| Short term Borrowings   | -5.00                                  | 1,010.36  | -290.00                                | -174.11   |
| Cash generated/(used) in Operating Activities                 | -                                      | 1,462.16  | -                                      | -1,448.16 |
| Less:   | -                                      | -         | -                                      | -         |
| -Income Tax paid  | -                                      | 1,112.40  | -                                      | 469.22    |
| Net Cash generated/(used) in Operating Activities             | -                                      | 349.76    | -                                      | -1,917.38 |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                 |  |           |  |           |
| -Purchase of Fixed Assets                                     | -                                      | -         | -                                      | -         |
| -Sale of Investment   | -                                      | -         | -                                      | -         |
| -Earmarked Fixed Deposits against Overdraft Facility          | -                                      | -         | -                                      | -         |
| Current Investment  | -26.84                                 | -         | -                                      | -         |
| Income from Current Investment                                | -                                      | -         | -                                      | -         |
| Purchase of Fixed Assets                                      | -288.03                                | -         | -87.85                                 | -         |
| -Interest & Dividend Received                                 | 3,924.91                               | 3,610.04  | 3,702.02                               | 3,614.17  |
| Net Cash generated from Investing Activities                  | -                                      | 3,610.04  | -                                      | 3,614.17  |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                 |  |           |  |           |
| -Issue of Share Capital                                       | -                                      | -         | -                                      | -         |
| -Repayment of Loan  | -                                      | -         | -                                      | -         |
| -Proceeds from issue of Shares                                | -                                      | -         | -                                      | -         |
| -Proceeds from Securities Premium on issue of Shares          | -                                      | -         | -                                      | -         |
| Net Cash generated from Financing Activities                  | -                                      | -         | -                                      | -         |
| Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C) | -                                      | 3,959.80  | -                                      | 1,696.79  |
| Cash and Cash Equivalents at the beginning of the year        | -                                      | 4,175.92  | -                                      | 2,479.13  |
| Cash and Cash Equivalents at the end of the year              | -                                      | 8,135.72  | -                                      | 4,175.92  |

### Notes:

1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standard) Rules, 2006.

2 Cash and Cash Equivalents include:

|  |                 |          |                 |
|--|-----------------|----------|-----------------|
| - Cash in Hand                         | 45.75           | -        | 1.82            |
| - With Schedule Banks:                 |                 |          |                 |
| In Current Accounts                    | 3,244.87        | -        | 2,010.16        |
| - In Fixed Deposits Accounts           | 4,845.10        | -        | 2,163.94        |
| <b>Total Cash and Cash Equivalents</b> | <b>8,135.72</b> | <b>-</b> | <b>4,175.92</b> |

3 Previous year's figures have been regrouped and/or rearranged wherever found necessary. This is the Cash Flow Statement referred to our report of even date

As per our report of even date  
For SDG & CO.  
Chartered Accountants  
Firm Registration No.: 137864W

(Ajay S. Yadav)  
Partner  
Membership No.: 270602  
UDIN: 23110000000000000000  
Place: Mumbai  
Date: 29-04-2023

For and on behalf of the Board

Y. S. Kanwar  
Wholetime Director  
DIN: 02150704

Shailesh Patel  
Wholetime Director  
DIN: 02150718



**Web Element Solutions Limited**

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062

**Notes Forming Part of the Financial Statements for the year ended 31st March, 2023**

**Note 1 : SIGNIFICANT ACCOUNTING POLICIES**

**a) Corporate Information:**

The Company was incorporated as a private company in the state of Maharashtra on 16th May 2008 and was later converted into a Public company having CIN U72200MH2008PLC182320. It is a widely held public company. The company is listed on the SME-ITP platform of the BSE. The Company is having its registered & corporate office at 301, 3rd Floor, Corporate Arena, Aarey Piramal Cross Road, Goregaon , Mumbai-400062. The Company is basically engaged in consultancy and software except for the fact that during the year under reference the Company has not entered into any turnkey projects involving supply of hardware.

**b) Basis of Preparation of Financial Statements:**

The financial statements of the Company have been prepared on accrual basis and under historical cost convention method and in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

As per MCA notification dated 16th February 2015, the companies whose shares are listed on BSE ITP/ SME Platform as referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 are exempted from the compulsory requirements of adoption of IND-AS. As the Company is covered under exempted category from the compulsory adoption of IND AS, it has not adopted IND AS for preparation of financial statements.

**c) Use of Estimate:**

The preparation of financial statements require management to make estimates and assumptions that affects the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and reported amount of revenue and expenses during the year. Actual results could differ from those estimates. Any revision in the accounting estimate are recognised prospectively in the current and future periods.

**d) Fixed Assets:**

Fixed assets are recorded and stated at cost less accumulated depreciation and impairment losses, if any. The cost comprises of the purchase price and other costs directly attributable to bringing the assets to its working condition for its intended use.

**e) Depreciation:**

Depreciation on Fixed Assets has been provided on Written Down Value method over the useful life of asset as specified in Schedule II of the Companies Act, 2013. Depreciation on addition / deduction is computed on pro-rata basis.

**f) Impairment of Fixed Assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value at interest rate specific to the asset and in case where the specific rate is not available at the weighted average cost of capital which is adjusted for country risk/currency risk.

**Note 1: SIGNIFICANT ACCOUNTING POLICIES: (Contd.)**

**g) Investments:**

Investments have been classified as long-term investments in accordance with the Accounting Standard 13, as notified by the Companies (Accounting Standards) Rules, 2006 (as amended). Long term investments are carried at cost. Provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of the investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Dividends are accounted for when the right to receive the payment is established.

**h) Inventories:**

Inventories are carried at cost or net realizable value whichever is lower. Cost of inventories is generally ascertained on FIFO (First-In-First-Out) basis. The cost comprises of cost of purchase and other costs incurred in bringing the inventory to its present location and condition.

**i) Revenue Recognition:**

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of services is recognised when a reasonable certainty as to its realisation exists.

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest Income is included under the head "Other Income" in the Statement of Profit and Loss.

**j) Taxes on Income:**

Tax expense comprises Current and Deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with Income-tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences only to the extent that there is reasonable certainty exists that sufficient future taxable income will be available against which these can be realised.

**k) Earnings Per Share:**

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard 20, 'Earnings Per Share'. Basic earnings per equity share is computed by dividing net profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by adjusting net profit or loss and using the weighted average number of equity shares outstanding during the year for dilution.

**l) Employee Benefits:**

The amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service.

Post-employment benefits such as gratuity have not been provided for.

**m) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources of, or where reliable estimate cannot be made. Obligations are assessed on going concern basis and only those having a largely probable outflow of resources are provided for. Contingent liabilities, if any, are not provided for in the financial statements but are separately shown by way of note. Contingent assets are neither recognised nor disclosed in the financial statements.



Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062

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

| PARTICULARS   |                             | (Rs.'000')<br>As at<br>31st March 2023 | (Rs.'000')<br>As at<br>31st March 2022 |                          |
|---|-----------------------------|--|--|--------------------------|
| Note 2  |                             |  |  |                          |
| SHARE CAPITAL   |                             |  |  |                          |
| a) Authorised   |                             |  |  |                          |
| 1,00,00,000 (Previous year 1,00,00,000) Equity Shares of Rs. 10 each  |                             | 1,00,000.00                            | 1,00,000.00                            |                          |
|   |                             | 1,00,000.00                            | 10,000.00                              |                          |
| Issued, Subscribed & Paid - up  |                             |  |  |                          |
| 67,75,100 (Previous year 67,75,100) Equity Shares of Rs. 10 each fully paid up in cash  |                             | 67,751.00                              | 67,751.00                              |                          |
|   |                             | -                                      | -                                      |                          |
|   |                             | 67,751.00                              | 67,751.00                              |                          |
| b) Reconciliation of the Equity Shares  |                             |  |  |                          |
| Particulars   | As at 31st March, 2023      |  | As at 31st March, 2022                 |                          |
|   | Number                      | (Rs.'000')                             | Number                                 | (Rs.'000')               |
| At the beginning of the year  | 67,75,100                   | 67,751.00                              | 67,75,100.00                           | 67,751.00                |
| At the end of the year  | 67,75,100                   | 67,751.00                              | 67,75,100.00                           | 67,751.00                |
| c) The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each holder of Equity Shares is entitled to one vote per share.                      |                             |  |  |                          |
| d) The shareholders have the right to declare and approve dividends, as proposed by the Board of Directors for any financial year, to be paid to the members according to their |                             |  |  |                          |
| e) In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all   |                             |  |  |                          |
| f) Details of Shareholders holding more than 5 % of the total shares Issued by the Company  |                             |  |  |                          |
| Name of Shareholder   | As at 31st March 2023       |  | As at 31st March 2022                  |                          |
|   | No. of Shares held          | % of Holding                           | No. of Shares held                     | % of Holding             |
| Nayan J. Shah   | 14,50,000                   | 21.40%                                 | 14,50,000.00                           | 21.40%                   |
| Vishal Vijay Shah   | 6,04,190                    | 8.92%                                  | 6,04,190.00                            | 8.90%                    |
| Next Orbit Venture Fund   | 5,00,000                    | 7.38%                                  | 5,00,000.00                            | 7.38%                    |
| As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the           |                             |  |  |                          |
| g) Shares held by the promoter as at the end of the year as on 31st March, 2023   |                             |  |  |                          |
| S.r No  | Name of the Promoter        | No. of shares                          | % of the shares holding                | % change during the year |
| 1   | NAYAN JASWANTKUMAR SHAH .   | 14,50,000                              | 21.40%                                 | 0.00%                    |
| 2   | PURVI KETAN SHAH            | 10,000                                 | 0.15%                                  | 0.00%                    |
| 3   | SHRENA KALPESH SHAH         | 9,300                                  | 0.14%                                  | 0.00%                    |
| 4   | YADVENDER SINGH KANWAR      | 8,400                                  | 0.12%                                  | 0.00%                    |
| 5   | SHAILESH BECHARBHAI PATEL . | 6,500                                  | 0.10%                                  | 0.00%                    |

## Web Element Solutions Limited

CIN : L72200MH2008PLC182320

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### Notes: Forming Part of the Financial Statements for the year ended 31st March, 2023

#### Note 7

#### Property Plant and Equipments and Intangible Assets

| Particulars                       | Gross Block (at Cost)         |                              |                                      | Depreciation             |              | (Amount in Rs.'000')      |                           |                           |
|-----------------------------------|-------------------------------|------------------------------|--------------------------------------|--------------------------|--------------|---------------------------|---------------------------|---------------------------|
|                                   | Cost as at<br>1st April, 2022 | Additions<br>during the Year | Total Cost as at<br>31st March, 2023 | Up to<br>1st April, 2022 | For the year | Up to<br>31st March, 2023 | As at<br>31st March, 2023 | As at<br>31st March, 2022 |
| A) Property Plant and Equipments: |                               |                              |                                      |                          |              |                           |                           |                           |
| Water Dispenser                   | 7.76                          | -                            | 7.76                                 | 7.37                     | -            | 7.37                      | 0.39                      | 0.39                      |
| Air Conditioner                   | 179.37                        | -                            | 179.37                               | 170.40                   | -            | 170.40                    | 8.97                      | 8.97                      |
| Computer & Printer                | 3,020.80                      | 288.03                       | 3,308.83                             | 2,840.94                 | 192.94       | 3,033.88                  | 274.96                    | 179.86                    |
| Furniture & Fixtures              | 853.38                        | -                            | 853.38                               | 585.75                   | 69.29        | 655.04                    | 198.34                    | 267.62                    |
| Office Equipments                 | 89.62                         | -                            | 89.62                                | 85.14                    | -            | 85.14                     | 4.48                      | 4.48                      |
| B) Intangible Assets              |                               |                              |                                      |                          |              |                           |                           |                           |
|                                   | -                             | -                            | -                                    | -                        | -            | -                         | -                         | -                         |
|                                   | -                             | -                            | -                                    | -                        | -            | -                         | -                         | -                         |
| Current Period                    | 4,150.93                      | 288.03                       | 4,438.96                             | 3,689.60                 | 262.22       | 3,951.83                  | 487.13                    | 461.33                    |
| Previous Year                     | 4,063.08                      | 87.85                        | 4,150.93                             | 3,428.62                 | 260.98       | 3,689.60                  | 461.33                    | -                         |

# Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road, Goregaon West, Mumbai - 400 062

## Notes Forming Part of the Financial Statements for the year ended 31st March, 2023

| Particulars  | (Rs.'000')               | (Rs.'000')               |
|--|--------------------------|--------------------------|
|  | As at<br>31st March 2023 | As at<br>31st March 2022 |
| <b>Note 3</b>  |                          |                          |
| <b>RESERVES &amp; SURPLUS</b>  |                          |                          |
| Securities Premium Account   | -                        | -                        |
| As per last Financial Statements   | -                        | -                        |
| Add: Premium on Equity Shares issued during the year                       | -                        | -                        |
| Surplus/ (Deficit) in the Statement of Profit and Loss                     | -                        | -                        |
| As per last Financial Statements   | -4,065.59                | -5,607.93                |
| Add: Net Profit/(Loss) for the year as per Statement of Profit and Loss    | 3,091.94                 | 1,542.34                 |
| Add: Previous Year Mat. Credit Utilized                                    | -                        | -                        |
|  | -973.65                  | -4,065.59                |
| <b>Note 4</b>  |                          |                          |
| <b>Short Term Borrowings</b>   |                          |                          |
| (Unsecured; Repayable on demand)   | -                        | -                        |
| From Director  | 300.00                   | 305.00                   |
|  | 300.00                   | 305.00                   |
| <b>Note 5</b>  |                          |                          |
| <b>TRADE PAYABLES</b>  |                          |                          |
| Total outstanding dues of Micro and Small Enterprises                      | 20.00                    | 380.40                   |
| Total outstanding dues of creditors other than Micro and Small Enterprises | 183.53                   | 1,076.19                 |
|  | 203.53                   | 1,456.59                 |
| <b>Note 6</b>  |                          |                          |
| <b>OTHER CURRENT LIABILITIES</b>   |                          |                          |
| Other Payables   |                          |                          |
| Statutory Dues   | 564.90                   | 182.02                   |
| Advance from customer  | 47.62                    | 69.00                    |
| Liabilities for Expenses   | 108.98                   | 32.87                    |
|  | 721.50                   | 283.89                   |
| <b>NOTE 8</b>  |                          |                          |
| <b>Long Term Loans &amp; Advances</b>                                      |                          |                          |
| Security Deposits  | 2,961.83                 | 4,007.33                 |
|  | 2,961.83                 | 4,007.33                 |
| <b>Note 9</b>  |                          |                          |
| <b>CURRENT INVESTMENTS</b>   |                          |                          |
| In UTI Liquid Funds  | 255.74                   | 228.90                   |
|  | 255.74                   | 228.90                   |
| <b>Note 10</b>   |                          |                          |
| <b>TRADE RECEIVABLE</b>  |                          |                          |
| Considered good - secured  | -                        | -                        |
| Considered good - Unsecured  | 2,576.73                 | 1,909.65                 |
| Other Debts  | -                        | 0.00                     |
| Considered Doubtfull - Unsecured   | -                        | -                        |
| Less: Provision for credit loss  | -                        | -                        |
|  | 2,576.73                 | 1,909.65                 |
| <b>Note 11</b>   |                          |                          |
| <b>CASH &amp; CASH EQUIVALENTS</b>   |                          |                          |
| a) IPO deferred expenses to the extent not written off                     | -                        | -                        |
| Balance with Banks in Current Accounts                                     | 3,244.87                 | 2,010.16                 |
| Cash on Hand (As certified by the management)                              | 45.75                    | 1.82                     |
| Fixed Deposits with Bank   | 4,845.10                 | 2,163.94                 |
|  | 8,135.72                 | 4,175.92                 |
| <b>Note 12</b>   |                          |                          |
| <b>SHORT-TERM LOANS &amp; ADVANCES</b>                                     |                          |                          |
| Advance Recoverable in cash or kind (Unsecured Including Interest)         | 51,521.43                | 53,457.57                |
| GST Cash Ledger Balances   | 32.72                    | -                        |
| GST Credit Receivable- Refer Note No. 18(Xii)(d)                           | 485.80                   | -                        |
| Income Tax (Net of Provisions)   | 1,094.65                 | 679.62                   |
| MAT Credit Entitlement   | 207.37                   | 675.73                   |
| Advance to Supplier  | 183.77                   | 87.21                    |
|  | 53,525.75                | 54,900.13                |



## Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062

### Trade Payables

| Particulars          | Rs. '000'                 | Rs. '000'                    |
|----------------------|---------------------------|------------------------------|
|                      | As at<br>31st March, 2023 | As at<br>31st March,<br>2022 |
| (i) MSME             | 183.53                    | 380.40                       |
| (ii) Others          | 25.00                     | 1,076.19                     |
| (iii) Disputed MSME  | -                         | -                            |
| (iv) Disputed Others | -                         | -                            |
| <b>Total</b>         | <b>208.53</b>             | <b>1,456.59</b>              |

### Trade payables ageing schedule as at 31st March 2023

| Particulars  |                 | Outstandings for the following period from due date of payment as on March, 2023 (Rs'000') |           |           |                   | Total         |
|--------------|-----------------|--|-----------|-----------|-------------------|---------------|
|              |                 | Less than 1  | 1-2 Years | 2-3 Years | More than 3 Years | Rs.'000'      |
| (i)          | MSME            | 183.53   | -         | -         | -                 | 183.53        |
| (ii)         | Others          | 25.00  | -         | -         | -                 | 25.00         |
| (iii)        | Disputed MSME   | -  | -         | -         | -                 | -             |
| (iv)         | Disputed Others | -  | -         | -         | -                 | -             |
| <b>Total</b> |                 | <b>208.53</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>208.53</b> |

### Trade payables ageing schedule as at 31st March 2022

| Particulars  |                 | Outstandings for the following period from due date of payment as on March, 2022 (Rs'000') |           |           |                   | Total           |
|--------------|-----------------|--|-----------|-----------|-------------------|-----------------|
|              |                 | Less than 1  | 1-2 Years | 2-3 Years | More than 3 Years | Rs.'000'        |
| (i)          | MSME            | 182.50   | -         | -         | 197.90            | 380.40          |
| (ii)         | Others          | 1,076.19   | -         | -         | -                 | 1,076.19        |
| (iii)        | Disputed MSME   | -  | -         | -         | -                 | -               |
| (iv)         | Disputed Others | -  | -         | -         | -                 | -               |
| <b>Total</b> |                 | <b>1,258.69</b>  | <b>-</b>  | <b>-</b>  | <b>197.90</b>     | <b>1,456.59</b> |

## Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062

### Trade receivables

| Particulars   | Rs. '000'                 | Rs. '000'                    |
|---|---------------------------|------------------------------|
|   | As at<br>31st March, 2023 | As at<br>31st March,<br>2022 |
| (i) Undisputed Trade Receivables-Considered good      | 2,576.73                  | 1,909.65                     |
| (ii) Undisputed Trade Receivables-Considered doubtful | -                         | -                            |
| (iii) Disputed Trade Receivables-Considered good      | -                         | -                            |
| (iv) Disputed Trade Receivables-Considered doubtful   | -                         | -                            |
| <b>Total</b>  | <b>2,576.73</b>           | <b>1,909.65</b>              |

### Trade receivables ageing schedule as at 31st March 2023

| Particulars  |  | Outstanding for the following period from the due date of payment as on 31<br>March, 2023 (Rs.'000') |               |               |              |                   | Total           |
|--------------|--|--|---------------|---------------|--------------|-------------------|-----------------|
|              |  | Less than 6  | 6 Months to 1 | 1-2 Years     | 2-3 Years    | More than 3 Years | Rs.'000'        |
| (i)          | Undisputed Trade Receivables-Considered good     | 2,015.15   | 280.72        | 187.74        | 93.12        | -                 | 2,576.73        |
| (ii)         | Undisputed Trade Receivables-Considered doubtful | -  | -             | -             | -            | -                 | -               |
| (iii)        | Disputed Trade Receivables-Considered good       | -  | -             | -             | -            | -                 | -               |
| (iv)         | Disputed Trade Receivables-Considered doubtful   | -  | -             | -             | -            | -                 | -               |
| <b>Total</b> |  | <b>2,015.15</b>  | <b>280.72</b> | <b>187.74</b> | <b>93.12</b> | <b>-</b>          | <b>2,576.73</b> |

### Trade receivables ageing schedule as at 31st March 2022

| Particulars  |  | Outstanding for the following period from the due date of payment as on 31<br>March, 2022 (Rs.'000') |               |               |           |                   | Total           |
|--------------|--|--|---------------|---------------|-----------|-------------------|-----------------|
|              |  | Less than 6  | 6 Months to 1 | 1-2 Years     | 2-3 Years | More than 3 Years | Rs.'000'        |
| (i)          | Undisputed Trade Receivables-Considered good     | 1,718.13   | -             | 191.52        | -         | -                 | 1,909.65        |
| (ii)         | Undisputed Trade Receivables-Considered doubtful | -  | -             | -             | -         | -                 | -               |
| (iii)        | Disputed Trade Receivables-Considered good       | -  | -             | -             | -         | -                 | -               |
| (iv)         | Disputed Trade Receivables-Considered doubtful   | -  | -             | -             | -         | -                 | -               |
| <b>Total</b> |  | <b>1,718.13</b>  | <b>-</b>      | <b>191.52</b> | <b>-</b>  | <b>-</b>          | <b>1,909.65</b> |

**Web Element Solutions Limited**

CIN : L72200MH2008PLC182320

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**Notes Forming Part of the Financial Statements for the year ended 31st March, 2023**

| <u>Particulars</u>  | (Rs.'000')                          | (Rs.'000')                          |
|---|-------------------------------------|-------------------------------------|
|   | For the year ended 31st March, 2023 | For the year ended 31st March, 2022 |
| <b>Note 13</b>  |                                     |                                     |
| <b>REVENUE FROM OPERATIONS (Gross)</b>                    |                                     |                                     |
| Services Sales (Net of Sales Return)                      | 20,419.83                           | 10,726.77                           |
|   | <b>20,419.83</b>                    | <b>10,726.77</b>                    |
| <b>Note 14</b>  |                                     |                                     |
| <b>OTHER INCOME</b>                                       |                                     |                                     |
| Fixed Deposit Interest                                    | 201.68                              | -                                   |
| Dividend on UTI Mutual Fund                               | 28.10                               | -                                   |
| Interest on Loan Given                                    | 3,678.70                            | 3,690.70                            |
| Interest on OD A/c  | 0.02                                | -                                   |
| Interest On Income Tax Refund                             | 16.41                               | -                                   |
| Sundry Balances W/off (Net of Bad Debts)                  | 77.45                               | 11.32                               |
| Round off   | 0.56                                | -                                   |
|   | <b>4,002.92</b>                     | <b>3,702.02</b>                     |
| <b>Note 15</b>  |                                     |                                     |
| <b>EMPLOYEE BENEFIT EXPENSES</b>                          |                                     |                                     |
| Salary & Wages  | 6,427.47                            | 5,088.08                            |
| Remuneration to Directors                                 | 2,000.00                            | 1,443.21                            |
| Contribution to Statutory Funds                           | 117.29                              | 104.90                              |
|   | <b>8,544.76</b>                     | <b>6,636.18</b>                     |
| <b>Note 16</b>  |                                     |                                     |
| <b>Finance Cost</b>                                       |                                     |                                     |
| Interest on Bank OD                                       | -                                   | -                                   |
| Other Interest  | -                                   | -                                   |
|   | <b>-</b>                            | <b>-</b>                            |
| <b>Note 17</b>  |                                     |                                     |
| <b>OTHER EXPENSES</b>                                     |                                     |                                     |
| <b>Direct Expenses</b>                                    |                                     |                                     |
| Hosting & Registration Charges (Net of Discount Received) | 5,776.46                            | 3,399.09                            |
|   | <b>5,776.46</b>                     | <b>3,399.09</b>                     |



| Adminstrative & Other Expenses     |                 |                 |
|------------------------------------|-----------------|-----------------|
| Bank Charges                       | 2.42            | 10.14           |
| Depository & Professional Fees     | 58.51           | 56.00           |
| Director Sitting Fees              | 16.00           | 16.00           |
| Forex Difference                   | 6.68            | 1.10            |
| Interest & Penalty                 | 6.24            | 48.63           |
| Listing Expenses                   | 100.00          | 100.00          |
| MCA Filling Fees                   | 3.60            | 3.60            |
| RTA Expenses                       | 23.00           | -               |
| Printing & Stationary Expenses     | 6.55            | -               |
| Miscellaneous Expenses             | 37.15           | 212.38          |
| Office Rent                        | 420.00          | 420.00          |
| Professional Fees                  | 1,153.40        | 1,028.00        |
| Consultancy Fees                   | 1,000.00        | -               |
| Meeting & Conference Expenses      | 2,020.00        | -               |
| Professional Tax                   | 2.50            | -               |
| Power & Fuel                       | 46.66           | -               |
| Office expenses                    | 82.35           | -               |
| Repair & Maintaince                | 270.87          | 22.18           |
| Statutory Audit Fees               | 20.00           | 100.00          |
| Recruitment Expenses               | 76.97           | -               |
| Telephone and Internet Expenses    | 98.60           | 71.61           |
| Travelling and Conveyance Expenses | 183.47          | 31.33           |
|                                    | <b>5,634.97</b> | <b>2,120.98</b> |

**Web Element Solutions Limited**

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road , Goregaon West, Mumbai - 400 062

**Notes Forming Part of the Financial Statements for the year ended 31st March, 2023**

**Note 18 : OTHER NOTES**

**i) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED ACT, 2006)**

In accordance with the Notification No GST 719 dated 16th November 2007, issued by the Ministry of Corporate Affairs, certain disclosures are required

| Particulars   | (Rs.'000')                | (Rs.'000')                |
|---|---------------------------|---------------------------|
|   | As at<br>31st March, 2023 | As at<br>31st March, 2022 |
| a) Principal amount remaining unpaid to any supplier as at the end of the accounting year               | 20.00                     | 380.40                    |
| b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year           | -                         | -                         |
| <b>Total (a) &amp; (b)</b>  | <b>20.00</b>              | <b>380.40</b>             |
| c) The amount of interest paid along with the amounts of the payments made to the supplier beyond the   | -                         | -                         |
| d) Amount of interest due and payable for the year  | -                         | -                         |
| e) The amount of interest accrued and remaining unpaid at the end of the accounting year                | -                         | -                         |
| f) The amount of further interest due and payable even in the succeeding year, until such date when the | -                         | -                         |

ii) Balances of trade receivables, payables and loans and advances are subject to reconciliation and confirmation from the parties. These balances are

**iii) Earnings Per Share**

| Particulars  | For the year ended<br>31st March, 2023 | For the year ended<br>31st March, 2022 |
|--|--|--|
| Net Profit as per the Statement of Profit & Loss (in Rs.'000')     | 3,091.94                               | 1,542.34                               |
| Weighted average number of shares having face value of Rs. 10 each | 67,75,100                              | 67,75,100                              |
| Basic and diluted earnings per share (in Rupees)                   | <b>0.46</b>                            | <b>0.23</b>                            |

**iv) Related Party Disclosure\***

**Key Management Personnel and Relatives**

|   |  |
|---|--|
| Mr. Shailesh B Patel                      | -Director & KMP                                      |
| Mr. Yadvendersingh Kanwar                 | -Wholetime Director & KMP                            |
| Mrs. Shrena K Shah                        | -Director & CFO(KMP)                                 |
| Mrs. Aarti K Shah                         | -Relative of KMP                                     |
| M/s. Kirti R Shah & Stock Brokers Pvt Ltd | -Company in Control of Relative of KMP               |
| Mr. Sunil S Sharma                        | -Independent Director                                |
| Mr. Kirankumar N Shukla                   | -Independent Director                                |
| Mr. Arihant Bhansali                      | -Company Secretary appointed on 05th September, 2020 |

# Web Element Solutions Limited

CIN : L72200MH2008PLC182320

Regd. Office: 301 Corporate Arena Off Aarey Piramal X Road, Goregaon West, Mumbai - 400 062

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

## Note 18 : OTHER NOTES (Continued..)

Enterprise over which key management personnel are able to exercise significant influence

M/s Kirti R Shah & Stock Brokers Pvt Ltd

Webull Equity Broking Private Limited

Trilliance Polymers Limited

Shivnarayan Nemani Commodities Private Limited

Sandeep (India) Ltd

Balgopal Commercial Limited

Nature and volume of transactions during the year with the above related parties are as follows:

| Key Management Personnel and Relatives  |                                     | (Amounts in Rs. '000')           |                                    |                                  |                                    |
|---|-------------------------------------|----------------------------------|------------------------------------|----------------------------------|------------------------------------|
| Particulars   | Nature of Transactions              | Volume of Transaction FY 2022-23 | Outstanding as on 31st March, 2023 | Volume of Transaction FY 2021-22 | Outstanding as on 31st March, 2022 |
| Mr. Shailesh B. Patel   | Loan Outstanding at beginning       | -                                | 5.00                               | 295.00                           | -                                  |
|   | Loan Received during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Refunded during the year       | 5.00                             | -                                  | 290.00                           | -                                  |
|   | Loan Outstanding at year end        | -                                | -                                  | 5.00                             | 5.00                               |
|   | Director's Remuneration/Salary      | 512.50                           | -                                  | -                                | -                                  |
| Mr. Yadvendersingh Kanwar   | Loan Outstanding at beginning       | -                                | 300.00                             | 300.00                           | -                                  |
|   | Loan Received during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Refunded during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Outstanding at year end        | -                                | 300.00                             | 300.00                           | 300.00                             |
|   | Director's Remuneration             | 1,375.00                         | -                                  | 840.00                           | -                                  |
| Shrena K Shah   | Loan Outstanding at beginning       | -                                | -                                  | -                                | -                                  |
|   | Loan Received during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Refunded during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Outstanding at year end        | -                                | -                                  | -                                | -                                  |
|   | Director's Remuneration             | 625.00                           | -                                  | 603.21                           | -                                  |
| Mrs. Aarti K Shah   | Outstanding at year end             | -                                | -                                  | -                                | -                                  |
|   | Amount of Rent Deposit at beginning | -                                | 4,007.33                           | -                                | 4,657.83                           |
|   | Amount of Rent Deposit at year end  | -                                | 2,961.83                           | -                                | 4,007.33                           |
|   | Loan Outstanding at beginning       | -                                | -                                  | -                                | -                                  |
|   | Loan Received during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Refunded during the year       | -                                | -                                  | -                                | -                                  |
|   | Loan Outstanding at year end        | -                                | -                                  | -                                | -                                  |
|   | Office Rent Paid                    | 420.00                           | -                                  | 420.00                           | -                                  |
| Mr. Sunil S Sharma  | Outstanding at year end             | -                                | -                                  | -                                | -                                  |
|   | Director Sitting Fees               | 8.00                             | -                                  | 8.00                             | -                                  |
| Mr. Kirankumar N Shukla   | Director Sitting Fees               | 8.00                             | -                                  | 8.00                             | -                                  |
| Mr. Samir Gajjar  | Director Sitting Fees               | -                                | -                                  | -                                | -                                  |
| Mr. Vishall Mittal  | Salary                              | -                                | -                                  | -                                | -                                  |
| Mr. Arihant Bhansali  | Salary                              | 194.40                           | -                                  | 182.40                           | -                                  |
| Kirti R. Shah & Stock Brokers Pvt. Ltd<br>(Company in control of Relative of KMP) | Sales of Services                   | -                                | -                                  | -                                | -                                  |

\* As certified by the management and relied upon by auditors

v) The Company operates in one segment and hence no separate disclosure of segment wise information has been made as per Accounting Standards (AS-17) Segment Reporting Issued by the Institute of Chartered Accountants of India.

## vi) Deferred Tax Asset (Net) Consists of :

| Particulars  | F Y 2022-23 | F Y 2021-22 |
|--|-------------|-------------|
| Business Losses                                    | -           | -           |
| Unabsorbed Depreciation                            | -           | -           |
| Fixed Assets                                       | 59.47       | 47.63       |
| Total  | 59.47       | 47.63       |
| vii) Expenditure in Foreign Currency               | 229.17      | 67.12       |
| viii) Earnings in Foreign Currency                 | 497.49      | 287.98      |
| ix) Contingent Liability not acknowledged as debts | -           | -           |
| x) Auditors Remuneration                           | -           | -           |
| As Statutory Audit Fees                            | 20.00       | 100.00      |
| Other Matters                                      | -           | -           |

xi) Balances of trade receivables, payables and loans and advances are subject to reconciliation and confirmation from the parties.  
These balances are therefore, subject to adjustments, if any, as may be required on settlement of these balances with the parties.



xii) **1. Goods & Service Tax**

- (a) **Classification:** As informed by the management, the management correctly classified into goods / services as per Schedule II of the CGST Act. They have applied applicable notifications and identified the HSN for the various supplies made by them.
- (b) **Outward Supply:** As informed by the Management all the supplies made during the year have been properly recorded in the books of accounts. All supplies made have been valued as per Section 15 of the CGST Act and Rules made there under. The company is having proper mechanism in place to comply with the provisions of time of supply as provided in Section 12 and Section 13 of the CGST Act. All the supplies made by the company have been properly classified in to interstate and intra state; B2B and B2C and properly recorded. GST has been paid on sale of assets if any; however during the year there is no such sale of assets. All the supplies have been declared in the returns and taxes are duly collected and paid.

**Sales Reconciliation for FY2022-23**

| Particulars   | Amount<br>(In Rs.'000') |
|---|-------------------------|
| As per the GST portal (GSTR1)   | 20,422.83               |
| As per the Book   | 20,419.83               |
| Difference  | 3.00                    |
| Credit Note_Dated 31-03-2023 (Against Invoice No.DWE-22230650_dated: 12-12-2022) recorded in the book of account and same will be shown while filling the GSTR1 return for the month April 2023 . | 3.00                    |
| <b>Net difference</b>   | <b>-</b>                |

- (c) **Inward Supply:** The management has been properly classified all inward supplies into intra-State, inter-State inward supplies or imports and have been properly classified into Capital goods, Inputs and Input Services. The management have declared all the inward supplies in books of account and duly filed in the GST returns.
- (d) **Input Tax Credit (ITC):** As per As per information and explanation provided by the management, they have satisfied all the conditions of Section 16 of the CGST Act in respect of ITC, i.e.
- All goods/services are used in the course / furtherance of business.
  - The management confirm that they have availed ITC based on all tax invoices / any other eligible document.
  - ITC is availed only on receipt of goods / services as case may be
  - They have paid all the vendors within 180 days. The GST input tax credit is reversed if the payment to vendor is not made within 180 days
  - In respect of payment of tax by supplier, the management do not have sufficient control over it. GSTR 2A also does not provide sufficient assurance as to payment of taxes as it is not linked to GSTR 3B. However, the management regularly reconcile the GSTR 2A & 2B with books of Account; to reconcile the credit available and taken as per GSTR 2B and credit available and taken as per 2B and if there is any difference the same is taken / reversed as applicable.
  - As per information given by the management ITC is claimed on purchase of capital asset, no depreciation is claimed on the same.
  - The Management have properly classified the ITC into CGST / SGST and IGST. Wherever wrongly classified we have made the corrections
  - During the year (FY 22-23) the management has booked Export Sales
  - The management have done reversals as provided in Section 17 of the CGST Act for the following:
    - In respect of ITC claimed but goods lost or destroyed or disposed of by way of gift, free samples, etc
    - In respect of ITC blocked U/s. 17(5) of the CGST Act.
    - In respect of goods or services commonly used for making both (taxable and zero rated) and exempted supplies as per Rule 37, 42, 43 every month. We have also verified the reversal at the end of the year. However, Taxable Supply has been made during the FY2022-23 by the company.
- As per information given by the Management and as per our observation, Credit of RCM ITC to the extent of Rs. 4975/- is not taken while filing the GSTR 3B and the same will be taken while filing the GSTR 3B return for the Month of April 2023.
- As per reconciliation the management has booked excess GST ITC to the extent of Rs. 3893/- in the books of account Which is to be reversed in April 2023.
- (e) **Refund:** During the year, No application of refunds are filed anytime during the financial year ended 31/03/2023.
- (f) **Job Work:** Not Applicable
- (g) **Filing of GST Returns:** The management have filed all the returns (GSTR 1, GSTR 3B, GSTR 9) as applicable to us within due date and the delayed return is filed along with the applicable late fees and interest if any. If there are any additional liability on account of Interest, Penalty, CGST, SGST, IGST & Cess, then we are agree to pay the same as and when it becomes due.



xiii) Employee Benefit Expenses

As per information and documents provided to us, the Company made provision for Provident Fund and ESIC for the benefit of the employee details of which are as mentioned below:

| Provident Fund (Rs.'000')    |                       |                       |                 |           |               |
|------------------------------|-----------------------|-----------------------|-----------------|-----------|---------------|
| Month                        | Employee Contribution | Employer Contribution | Date of Payment | Due Date  | Delay in days |
| April 22                     | 5.29                  | 5.52                  | 11-May-22       | 15-May-22 | NA            |
| May 22                       | 5.29                  | 5.52                  | 15-Jun-22       | 15-Jun-22 | NA            |
| June 22                      | 4.09                  | 4.27                  | 07-Jul-22       | 15-Jul-22 | NA            |
| July 22                      | 3.49                  | 3.64                  | 03-Aug-22       | 15-Aug-22 | NA            |
| August 22                    | 3.49                  | 3.64                  | 01-Sep-22       | 15-Sep-22 | NA            |
| September 22                 | 3.58                  | 3.64                  | 12-Oct-22       | 15-Oct-22 | NA            |
| September 22 ( Arrears part) | -                     | 0.08                  | 06-Jan-23       | NA        | NA            |
| October 22                   | 6.73                  | 3.73                  | 10-Nov-22       | 15-Nov-22 | NA            |
| October 22 ( Arrears part)   | -                     | 3.28                  | 06-Jan-23       | NA        | NA            |
| November 22                  | 6.73                  | 7.01                  | 13-Dec-22       | 15-Dec-22 | NA            |
| December 22                  | 6.73                  | 7.01                  | 04-Jan-23       | 15-Jan-23 | NA            |
| January 23                   | 6.73                  | 7.01                  | 09-Feb-23       | 15-Feb-23 | NA            |
| February 23                  | 7.78                  | 8.10                  | 21-Mar-23       | 15-Mar-23 | NA            |
| March 23                     | 7.78                  | 8.10                  | 31-Mar-23       | 15-Apr-23 | NA            |

| ESIC FUND (Rs.'000') |                       |                       |                 |            |               |
|----------------------|-----------------------|-----------------------|-----------------|------------|---------------|
| Month                | Employee Contribution | Employer Contribution | Date of Payment | Due Date   | Delay in days |
| April 22             | 0.55                  | 2.39                  | 29-03-2023      | 15-05-2022 | 318           |
| May 22               | 0.55                  | 2.39                  | 29-03-2023      | 15-06-2022 | 287           |
| June 22              | 0.55                  | 2.39                  | 03-08-2022      | 15-07-2022 | 19            |
| July 22              | 0.55                  | 2.39                  | 03-08-2022      | 15-08-2022 | NA            |
| August 22            | 0.55                  | 2.39                  | 01-09-2022      | 15-09-2022 | NA            |
| September 22         | 0.56                  | 2.43                  | 12-10-2022      | 15-10-2022 | NA            |
| October 22           | 0.97                  | 2.50                  | 10-11-2022      | 15-11-2022 | NA            |
| November 22          | 0.97                  | 2.50                  | 13-12-2022      | 15-12-2022 | NA            |
| December 22          | 0.97                  | 2.50                  | 04-01-2023      | 15-01-2023 | NA            |
| January 23           | 0.97                  | 2.50                  | 09-02-2023      | 15-02-2023 | NA            |
| February 23          | 1.11                  | 2.50                  | 21-03-2023      | 15-03-2023 | 6             |
| March 23             | 1.11                  | 2.50                  | 03-04-2023      | 15-04-2023 | NA            |

| Professional Tax: (Rs.'000') For FY2022-23 |              |         |                 |            |                   |
|--|--------------|---------|-----------------|------------|-------------------|
| Particulars                                | PT Liability | Payment | Date of Payment | Due Date   | No. of Days Delay |
| For Employee                               | 29.80        | 29.80   | 23-03-2023      | 31-03-2023 | NA                |
| For Director                               | 7.50         | 7.50    | 23-03-2023      | 31-03-2023 | NA                |
| For Company                                | 2.50         | 2.50    | 23-03-2023      | 30-06-2022 | 266               |

xiii) Previous year's figures have been rearranged and regrouped wherever considered necessary.

The accompanying notes are an integral part of the Financial Statements

As per our report of even date  
For SDG & CO  
Chartered Accountants  
Firm Registration No.: 137864W

(Ajay S. Yadav)  
Partner

Membership No.: 170602

UDIN: 23170602BQVQFx3334

Place: Mumbai

Date: 29-04-2023



For and on behalf of the Board

Y. S. Kanwar

Y S Kanwar  
Wholetime Director  
DIN: 02150704

Shrena K. Shah

Shrena K Shah  
Exe. Director and CFO  
DIN: 07176766

Shailesh Patel

Shailesh Patel  
Wholetime Director  
DIN: 02150718

| <p><b>Web Element Solutions Limited</b><br/> CIN : L72200MH2008PLC182320<br/> Regd. Office: 301 Corporate Arena Off Aarey Pirkmal X Road, Goregaon West, Mumbai - 400 062</p> |   |   |  |                  |                  |  |
|---|---|---|--|------------------|------------------|--|
| Note 19: Additional Regulatory Requirements   |   |   |  |                  |                  |  |
| SR.NO   | Particulars                                 | Numerator                                     | Denominator  | Ratio 31.03.2023 | Ratio 31.03.2022 | % Change in Ratio (FY2022-23)  |
| 1   | Debt Equity Ratio (In times)                | Total Debt                                    | Total Equity   | -                | -                | NA   |
| 2   | Debt Service Coverage Ratio (In times)      | Earnings available for Debt services (EBITDA) | Debt Service (Finance cost + Principal repayments)       | -                | -                | NA   |
| 3   | Current Ratio (In times)                    | Current Assets                                | Current Liabilities                                      | 52.65            | 29.93            | 75.92%<br>Current Ratio is increased due to repayment to creditor which leads to decrease in current liabilities, and due to increase in Trade Receivables, cash & Cash equivalent which leads to increase in current assets |
| 4   | Trade Receivables Turnover ratio (In Times) | Total Sales                                   | Average trade receivables                                | 9.10             | 2.79             | 226.36%<br>Trade Receivable ratio is increased due to increase in sales and decrease in average accounts receivable as compare to previous financial year  |
| 5   | Inventory Turnover ratio (In Times)         | Cost of Materials Consumed                    | Average Inventory  | -                | -                | The Company is in service industry and does not have inventory as on reporting date.   |
| 6   | Trade Payable Turnover ratio (In times)     | Total Purchases & Direct Expenses             | Average trade payables                                   | 6.96             | 2.35             | 196.71%<br>Trade payable ratio is increased due to decrease in average accounts payable and increase in direct expenses as compare to previous financial year, which leads to increase in Trade Payable Turnover Ratio.      |
| 7   | Net Profit Ratio (In %)                     | Net Profit after Tax                          | Total Sales  | 15.14%           | 14.38%           | 5.31% NA   |
| 8   | Net Capital Turnover ratio (In times)       | Total Sales                                   | Net Assets   | 0.31             | 0.17             | 81.55%<br>Net Capital turnover ratio is increased due to increase in sales as compare to previous financial year   |
| 9   | Return on Equity ratio (In %)               | Net Profit after Tax                          | Average Equity   | 4.63%            | 2.42%            | 91.15%<br>Return on equity ratio is improved due to increase in sales & increase in NPAT as compare to previous financial year.  |
| 10  | Return on Capital Employed Ratio (In %)     | Earnings before interest and taxes            | Capital employed (Total Assets less Current Liabilities) | 4.63%            | 2.42%            | 91.19%<br>Return on capital employed ratio is improved due to increase in sales & increase in EBIT as compare to previous financial year   |
| 11  | Return on Investment Ratio (In %)           | Dividend                                      | Investment on UTI Mutual Fund                            | 10.99%           | 0.00% NA         | -  |

In terms of our attached report of the date  
FOR SDG & CO.  
Chartered Accountants  
Firm Regd No: 137864W  
FRN : 137864W  
MUMBAI  
CHARTERED ACCOUNTANTS  
Date: 29-04-2023

For & on behalf of the Board

Y.S. Kanwar  
Y S Kanwar  
Wholetime Director  
DIN: 02150704

Shalish Patel  
Shalish Patel  
Wholetime Director  
DIN: 02150718

Shreeta K. Shah  
Shreeta K Shah  
Exe. Director and CFO  
DIN: 07176766